

**Bolsas y Mercados Españoles,  
Sociedad Holding de Mercados  
y Sistemas Financieros S.A.**

Auditor's Report,  
Annual Accounts and Management's Report  
at 31 December 2018



***This version of our report is a free translation of the original, which was prepared in Spanish. All possible care has been taken to ensure that the translations in an accurate representation of the original. However, in all matter of interpretation of information, views or opinions, the original language version of our report take precedence over this translation.***

## ***Independent auditor's report on the annual accounts***

To the shareholders of Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros S.A.:

### ***Report on the annual accounts***

---

#### ***Opinion***

We have audited the annual accounts of Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros S.A. (the Company), which comprise the balance sheet as at December 31, 2018, and the income statement, statement of changes in equity, cash flow statement and related notes for the year then ended.

In our opinion, the accompanying annual accounts present fairly, in all material respects, the equity and financial position of the Company as at December 31, 2018, as well as its financial performance and cash flows for the year then ended, in accordance with the applicable financial reporting framework (as identified in Note 2 of the notes to the annual accounts), and, in particular, with the accounting principles and criteria included therein.

---

#### ***Basis for opinion***

We conducted our audit in accordance with legislation governing the audit practice in Spain. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the annual accounts* section of our report.

We are independent of the Company in accordance with the ethical requirements, including those relating to independence, that are relevant to our audit of the annual accounts in Spain, in accordance with legislation governing the audit practice. In this regard, we have not rendered services other than those relating to the audit of the accounts, and situations or circumstances have not arisen that, in accordance with the provisions of the aforementioned legislation, have affected our necessary independence such that it has been compromised.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

---

#### ***Key audit matters***

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual accounts of the current period. These matters were addressed in the context of our audit of the annual accounts as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



Key audit matters	How the matter was addressed in the audit
-------------------	---

*Valuation of long-term investments in Group companies and associates and dividend entries derived from them*

As mentioned in Note 1 to the accompanying annual accounts, the Company's main corporate purpose consists of being the primary equity owner of the companies that manage the registration, settlement and compensation services of stock values, central counterparty entities, secondary markets and multilateral trading systems, among others. The detail of the subsidiaries as at 31 December 2018, together with other relevant information related thereto, is shown in Note 9 of the accompanying annual accounts.

As at 31 December 2018, the net book value of the investments in Group companies and associates that the Company holds in the long-term amounts to 341.413 thousands euros. At the end of the year, for the eventual impairment valuation of these investments, the Company uses financial information of its subsidiaries, which are unlisted companies, as referred to in Notes 4.4.1 and 9 of the accompanying annual accounts.

As mentioned in Note 4.7 to the accompanying annual accounts, dividend income is recognized as revenue in the income statement when the shareholder's right to perceive them is declared. As seen in the mentioned Note, during the year 2018, the investee companies have paid dividends from the result obtained during the year. The Company's revenue are the dividends received from its investee companies having amounted to 139.495 thousands euros as at 31 December 2018 (Note 4.7 of the annual accounts).

We have identified this area as relevant matter, due to its significance both to the Company's assets as well as its revenue registered in the income statement for the year.

Furthermore, we describe the main audit procedures performed to verify the valuation of long-term investments in Group companies and associates:

- We have made an understanding of the process followed by the Management in relation to the valuation of the investee companies and registration of the paid dividends by them.
- We have obtained the most recent available financial information for each one of the investee companies and we have made a contrast of the valuation made by the Company, taking as reference the book value of the investee companies. Additionally, in certain investee companies, we have carried out contrast exercises through the dividend discount.
- We have performed audit procedures to corroborate that there are not misstatements that generate significant misstatements in the financial information of the investee companies.
- We have corroborate the agreements according to which the distribution of the investee companies' dividends has been agreed during the year and we have verified the correct accounting record of the same in the Company's annual accounts, in accordance with the applicable regulations.

As a result of the above procedures, we have obtained sufficient and adequate audit evidence to conclude on the valuation made by the Company of long-term investments in Group companies and associates and their disclosure in the annual accounts, as well as with respect to the accounting record made of the dividends received from them.

*Other information: Management report*

Other information comprises only the consolidated management report for the 2018 financial year, the formulation of which is the responsibility of the Company's directors and does not form an integral part of the annual accounts.



Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A.

Our audit opinion on the annual accounts does not cover the management report. Our responsibility regarding the information included in the management report is defined in the company audit governing regulations, which establishes two differentiated responsibility levels:

- a) A specific level that is applicable to the statement of non-financial information, as well as to certain information included in the Annual Corporate Governance Report, defined in article 35.2. b) of Audit Act 22/2015, that consists of verifying solely that the aforementioned information has been provided in the management report or, if appropriate, that management report includes the pertinent reference in the manner provided by the legislation and if not, we are required to report that fact.
- b) A general level applicable to the rest of the information included in the management report that consists of evaluating and reporting on the consistency between that information and the annual accounts as a result of the knowledge of the Entity obtained during the audit of the aforementioned financial statements and does not include information different to that obtained as evidence during our audit, as well as evaluating and reporting on whether the content and presentation of that part of the management report is in accordance with applicable regulations. If, based on the work we have performed, we conclude that material misstatements exist, we are required to report that fact.

On the basis of the work performed, as described above, we have ascertained that the information mentioned in paragraph a) above has been provided in the management report and that the rest of the information contained in the management report is consistent with that contained in the annual accounts for the 2018 financial year, and its content and presentation are in accordance with the applicable regulations.

---

#### *Responsibility of the directors and the audit committee for the annual accounts*

The Company's directors are responsible for the preparation of the accompanying annual accounts, such that they fairly present the equity, financial position and financial performance of Bolsas y Mercados Españoles Sociedad Holding de Mercados y Sistemas Financieros S.A., in accordance with the financial reporting framework applicable to the Company in Spain, and for such internal control as the directors determine is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts, the Company's directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The Audit Committee is responsible for overseeing the process of preparation and presentation of the annual accounts.

---

#### *Auditor's responsibilities for the audit of the annual accounts*

Our objectives are to obtain reasonable assurance about whether the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with legislation governing the audit practice in Spain will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual accounts.



Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A.

As part of an audit in accordance with legislation governing the audit practice in Spain, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Company's directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the annual accounts or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual accounts, including the disclosures, and whether the annual accounts represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Company's audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Company's audit committee with a statement that we have complied with relevant ethical requirements, including those relating to independence, and we communicate with the audit committee those matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Company's audit committee, we determine those matters that were of most significance in the audit of the annual accounts of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.



Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A.

## *Report on other legal and regulatory requirements*

---

### *Report to the audit committee*

The opinion expressed in this report is consistent with the content of our additional report to the Company's Audit Committee dated February 28, 2019.

---

### *Appointment period*

The General Ordinary Shareholders' Meeting held on April 28, 2016, appointed us as auditors for a period of three years, as from the year ended December 31, 2016.

Previously, we were appointed by resolution of the General Shareholders' Meeting for a period of three years and we have audited the accounts continuously since the year ended December 31, 2013.

---

### *Services provided*

Services provided to the Company for services other than the audit of the accounts, and additional to those indicated in the Note 17 to the annual accounts.

---

PricewaterhouseCoopers Auditores, S.L. (S0242)

Original in Spanish signed by  
Ignacio Martínez Ortiz (23834)

February 28, 2019

**Bolsas y Mercados  
Españoles, Sociedad  
Holding de Mercados y  
Sistemas Financieros, S.A.**

Financial Statements and Director's Report  
for the year ended 31 December 2018,  
together with the Audit Report

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

**BALANCE SHEET AT 31 DECEMBER 2018 AND 2017**  
(Thousands of euros)

ASSETS			Note	31/12/2018	31/12/2017 (*)	EQUITY AND LIABILITIES			Note	31/12/2018	31/12/2017 (*)
<b>NON-CURRENT ASSETS:</b>				357,235	355,271	<b>EQUITY:</b>			13	381,521	399,377
Intangible assets-	5			-	-	<b>CAPITAL AND RESERVES:</b>				379,057	397,187
Other intangible assets				-	-	<b>Capital-</b>				250,847	250,847
<b>Property, plant and equipment</b>	6			21	21	Registered capital				250,847	250,847
Plant and other items of property, plant and equipment				21	21	(Uncalled capital)				-	-
<b>Non-current investments in Group companies and associates</b>	9			341,413	340,157	<b>Share premium</b>				-	-
Non-current investments	8			12,774	11,658	<b>Reserves</b>				88,243	86,365
Deferred tax assets	15			3,027	3,435	(Own shares and equity holdings)				(15,407)	(12,426)
						<b>Prior years' profit and loss</b>				-	-
						<b>Other equity holder contributions</b>				-	-
						<b>Profit/(loss) for the year</b>				133,025	148,433
						<b>(Interim dividend)</b>				(83,078)	(83,133)
						<b>Other equity instruments</b>				5,427	7,101
						<b>VALUATION ADJUSTMENTS:</b>				2,464	2,190
						Available-for-sale financial assets				2,464	2,190
						Hedging transactions				-	-
						Translation differences				-	-
						Other valuation adjustments				-	-
						<b>GRANTS, DONATIONS AND BEQUESTS RECEIVED</b>				-	-
										4,064	4,927
<b>CURRENT ASSETS:</b>				115,117	151,209	<b>NON-CURRENT LIABILITIES:</b>				3,243	4,198
<b>Trade and other receivables</b>				39,239	43,004	<b>Non-current provisions</b>	14			821	729
Trade receivables for sales and services (from members and member entities)				76	2	<b>Deferred tax liabilities</b>	15			86,767	102,176
Trade receivables from Group companies and associates	18			1,910	1,569	<b>CURRENT LIABILITIES:</b>				29,184	38,635
Other accounts receivable	16			157	49	<b>Current payables to Group companies and associates</b>	11			57,583	63,541
Current tax assets	15			37,096	41,384	<b>Trade and other payables</b>				2,242	2,299
<b>Current investments in Group companies and associates</b>	10			6,907	7,095	Trade payables	17			12,677	13,946
<b>Current investments</b>				-	-	Other payables	15 and 16			42,664	47,296
Debt securities				-	-	Current tax liabilities	15			472,352	506,480
<b>Current accruals</b>				183	519						
<b>Cash and cash equivalents</b>	7			68,788	100,591						
<b>TOTAL ASSETS</b>				472,352	506,480	<b>TOTAL EQUITY AND LIABILITIES</b>				472,352	506,480

(\*) Figures presented solely and exclusively for comparison purposes.

Notes 1 to 21 are an integral part of the statement of financial position at 31 December 2018.

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

**INCOME STATEMENTS  
FOR THE YEARS ENDED  
31 DECEMBER 2018 AND 2017  
(Thousands of euros)**

	Notes	2018	2017 (*)
<b>Net turnover</b>	<b>4.7, 8 and 9</b>	<b>147,585</b>	<b>161,916</b>
<b>Other operating income:</b>		<b>107</b>	<b>62</b>
Non-trading and other operating income		107	62
<b>Variable direct cost of transactions</b>		<b>-</b>	<b>-</b>
<b>NET REVENUE</b>		<b>147,692</b>	<b>161,978</b>
<b>Staff costs:</b>	<b>16</b>	<b>(6,532)</b>	<b>(6,382)</b>
Wages, salaries and similar expenses		(5,630)	(5,465)
Social welfare expenses		(634)	(704)
Provisions and other staff costs		(268)	(213)
<b>Other operating costs:</b>		<b>(10,141)</b>	<b>(8,964)</b>
External services	17	(10,094)	(8,961)
Taxes other than income tax		(47)	(4)
Losses, impairment and changes in trade provisions	17	-	1
<b>Amortisation and depreciation:</b>		<b>(1)</b>	<b>(2)</b>
Amortisation		-	-
Depreciation	6	(1)	(2)
<b>Surplus provisions</b>	<b>14</b>	<b>139</b>	<b>-</b>
<b>Impairment and gains/(losses) on disposal of non-current assets</b>		<b>-</b>	<b>-</b>
<b>Other gains and losses</b>		<b>-</b>	<b>-</b>
<b>OPERATING PROFIT (LOSS)</b>		<b>131,157</b>	<b>146,630</b>
<b>Financial income:</b>		<b>45</b>	<b>6</b>
Marketable securities and other financial instruments		45	6
Third parties	7 and 15	45	6
<b>Financial expenses:</b>		<b>(92)</b>	<b>(32)</b>
Current payables to Group companies and	11	(74)	(21)
Third-party borrowings	7	(6)	-
Provision adjustments	14	(12)	(11)
<b>Change in fair value of financial instruments</b>		<b>-</b>	<b>-</b>
<b>Exchange gains/(losses)</b>		<b>-</b>	<b>-</b>
<b>Impairment and gains/(losses) on disposal of financial instruments</b>	<b>8</b>	<b>-</b>	<b>-</b>
<b>NET FINANCIAL INCOME</b>		<b>(47)</b>	<b>(26)</b>
<b>PROFIT/(LOSS) BEFORE TAX</b>		<b>131,110</b>	<b>146,604</b>
Income tax expense	15	1,915	1,829
<b>PROFIT FOR THE YEAR FROM CONTINUING TRANSACTIONS</b>		<b>133,025</b>	<b>148,433</b>
<b>Profit/(loss) after tax for the year from discontinued operations</b>		<b>-</b>	<b>-</b>
<b>PROFIT (LOSS) FOR THE YEAR</b>		<b>133,025</b>	<b>148,433</b>

(\*) Figures presented solely and exclusively for comparison purposes.

Notes 1 to 21 are an integral part of the income statement  
for the year ended 31 December 2018.

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

**STATEMENT OF TOTAL CHANGES IN EQUITY  
YEARS ENDED 31 DECEMBER 2018 AND 2017**  
(Thousands of euros)

**A) STATEMENT OF RECOGNISED INCOME AND EXPENSE**

	Notes	2018	2017 (*)
<b>PROFIT/(LOSS) FOR THE YEAR</b>		<b>133,025</b>	<b>148,433</b>
<b>Measurement of financial instruments-</b>			
Available-for-sale financial assets	8	365	1,107
Other income/(expense)		-	-
<b>Cash flow hedges</b>		-	-
<b>Grants, donations and bequests received</b>		-	-
<b>Actuarial gains and losses and other adjustments</b>	13 and 14	21	(11)
<b>Other income and expenses recognised directly in equity</b>	13 and 15	1,834	689
<b>Tax effect</b>	13 and 15	(549)	(449)
<b>TOTAL INCOME AND EXPENSES RECOGNISED DIRECTLY IN EQUITY</b>		<b>1,671</b>	<b>1,336</b>
<b>Measurement of financial instruments-</b>			
Available-for-sale financial assets		-	-
Other income/(expense)		-	-
<b>Cash flow hedges</b>		-	-
<b>Grants, donations and bequests received</b>		-	-
<b>Other income and expenses recognised directly in equity</b>		-	-
<b>Tax effect</b>		-	-
<b>TOTAL AMOUNTS TRANSFERRED TO INCOME STATEMENT</b>		<b>-</b>	<b>-</b>
<b>TOTAL RECOGNISED INCOME AND EXPENSE</b>		<b>134,696</b>	<b>149,769</b>

(\*) Figures presented solely and exclusively for comparison purposes.

Notes 1 to 21 are an integral part of the statement of recognised income and expense for the year ended 31 December 2018.

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

**STATEMENT OF TOTAL CHANGES IN EQUITY  
FOR THE YEARS ENDED 31 DECEMBER 2018 AND 2017  
(Thousands of euros)**

**B) STATEMENT OF TOTAL CHANGES IN EQUITY**

	Capital and reserves										Grants donations and bequests received	Total Net Equity
	Share premium, reserves and other						Equities (own)	Results for the year	Other equity instruments	Valuation adjustments		
	Capital	Share premium	Reserves	Prior years' profit and loss	Other equity holder contributions	Interim dividend						
<b>BALANCE AT 31 DECEMBER 2016 (*)</b>	250,847	-	84,734	-	-	(83,096)	(13,313)	150,694	6,939	1,360	-	398,165
Adjustments for changes in accounting criteria	-	-	-	-	-	-	-	-	-	-	-	-
Adjustments for errors	-	-	-	-	-	-	-	-	-	-	-	-
<b>ADJUSTED BALANCE AT BEGINNING OF 2017 (*)</b>	250,847	-	84,734	-	-	(83,096)	(13,313)	150,694	6,939	1,360	-	398,165
<b>Total recognised income and expense</b>	-	-	506	-	-	-	-	148,433	-	830	-	149,769
<b>Transactions with shareholders-</b>	-	-	-	(66,473)	-	(83,133)	(465)	-	-	-	-	(150,071)
Capital increases/(decreases)	-	-	-	-	-	-	-	-	-	-	-	-
Conversion of financial liabilities into equity	-	-	-	-	-	-	-	-	-	-	-	-
Distribution of dividends	-	-	-	(66,473)	-	(83,133)	-	-	-	-	-	(149,606)
Transactions with own shares (net)	-	-	-	-	-	-	(465)	-	-	-	-	(465)
Increase (decrease) in equity resulting from business combinations	-	-	-	-	-	-	-	-	-	-	-	-
Other transactions with shareholders	-	-	-	-	-	-	-	-	-	-	-	-
<b>Other changes in equity</b>	-	-	1,125	66,473	-	83,096	1,352	(150,694)	162	-	-	1,514
Equity-settled share-based payments	-	-	-	-	-	-	1,352	-	162	-	-	1,514
Transfers between equity items	-	-	1,125	66,473	-	83,096	-	(150,694)	-	-	-	-
<b>BALANCE AT 31 DECEMBER 2017 (*)</b>	250,847	-	86,365	-	-	(83,133)	(12,426)	148,433	7,101	2,190	-	399,377
Adjustments for changes in accounting criteria	-	-	-	-	-	-	-	-	-	-	-	-
Adjustments for errors	-	-	-	-	-	-	-	-	-	-	-	-
<b>ADJUSTED BALANCE AT BEGINNING OF 2018</b>	250,847	-	86,365	-	-	(83,133)	(12,426)	148,433	7,101	2,190	-	399,377
<b>Total recognised income and expense</b>	-	-	1,397	-	-	-	-	133,025	-	274	-	134,696
<b>Transactions with shareholders-</b>	-	-	-	(64,819)	-	(83,078)	(4,267)	-	-	-	-	(152,164)
Capital increases/(decreases)	-	-	-	-	-	-	-	-	-	-	-	-
Conversion of financial liabilities into equity	-	-	-	-	-	-	-	-	-	-	-	-
Distribution of dividends	-	-	-	(64,819)	-	(83,078)	-	-	-	-	-	(147,897)
Transactions with own shares (net)	-	-	-	-	-	-	(4,267)	-	-	-	-	(4,267)
Increase (decrease) in equity resulting from business combinations	-	-	-	-	-	-	-	-	-	-	-	-
Other transactions with shareholders	-	-	-	-	-	-	-	-	-	-	-	-
<b>Other changes in equity</b>	-	-	481	64,819	-	83,133	1,286	(148,433)	(1,674)	-	-	(388)
Equity-settled share-based payments	-	-	-	-	-	-	1,286	-	(1,674)	-	-	(388)
Transfers between equity items	-	-	481	64,819	-	83,133	-	(148,433)	-	-	-	-
<b>BALANCE AT 31 DECEMBER 2018</b>	250,847	-	88,243	-	-	(83,078)	(15,407)	133,025	5,427	2,464	-	381,521

(\*) Figures presented solely and exclusively for comparison purposes.

Notes 1 to 21 are an integral part of the statement of changes in equity for the year ended 31 December 2018.

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

**STATEMENT OF CASH FLOWS FOR THE  
YEARS ENDED 31 DECEMBER 2018 AND 2017**  
(Thousands of euros)

	Notes	Year 2018	Year 2017 (*)
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		<b>122,608</b>	<b>154,680</b>
Profit for the year before tax		131,110	146,604
Adjustments to profit (loss)		<b>(138,641)</b>	<b>(155,323)</b>
Amortisation and depreciation	5 and 6	1	2
Other adjustments to profit/(loss) (net)		(138,642)	(155,325)
Changes in working capital		<b>(10,744)</b>	<b>(8,617)</b>
Other cash flows from operating activities-		<b>140,883</b>	<b>172,016</b>
Interest paid		(18)	(11)
Dividends received		139,952	171,299
Interest received		45	6
Income tax received (paid)		1,915	1,829
Other amounts received/(paid) in operating activities		(1,011)	(1,107)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		<b>(752)</b>	<b>(6,275)</b>
Payments for investments		<b>(752)</b>	<b>(6,275)</b>
Group companies, jointly controlled entities and associates	9	-	(6,275)
Property plant and equipment, intangible assets and investment properties	5 and 6	(1)	-
Other financial assets	8	(751)	-
Other assets		-	-
Proceeds from disposals		-	-
Group companies, jointly controlled entities and associates		-	-
Property plant and equipment, intangible assets and investment properties		-	-
Other financial assets	8	-	-
Other assets		-	-
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		<b>(153,659)</b>	<b>(101,981)</b>
Proceeds from and payments for equity instruments		<b>(4,267)</b>	<b>(465)</b>
Issue of equity instruments		-	-
Redemption of equity instruments		-	-
Acquisition of own equity instruments	13	(4,267)	(465)
Disposal of own equity instruments		-	-
Grants, donations and bequests received		-	-
Proceeds from and payments for financial liabilities		<b>(9,525)</b>	<b>38,614</b>
Issue-		-	38,614
Payables to Group companies and associates	11	-	38,614
Redemptions and repayment		(9,525)	-
Dividends and interest on other equity instruments paid		<b>(139,867)</b>	<b>(140,130)</b>
Gross dividend	13	(147,897)	(149,606)
Withholding	15	8,030	9,476
Other		-	-
<b>EFFECT OF EXCHANGE RATES FLUCTUATIONS</b>			
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>		<b>(31,803)</b>	<b>46,424</b>
Cash and cash equivalents at beginning of year	7	100,591	54,167
Cash and cash equivalents at end of year	7	68,788	100,591

(\*) Figures presented solely and exclusively for comparison purposes.

Notes 1 to 21 are an integral part of the cash flow statement for the year ended 31 December 2018.

# **Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A.**

Financial Statements and Director's Report  
for the year ended 31 December 2018,  
together with the Audit Report

Notes to the financial statements for the year ended  
31 December 2018

## **1. Company Background**

Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A. (the "Company", "Bolsas y Mercados Españoles" or "BME") was incorporated by public deeds dated 15 February 2002, through the performance of the preliminary agreement signed between the shareholders of the companies administrating the markets and systems for the trading, registration, settlement and clearing of securities (the "Affected Companies", namely Bolsas y Mercados Españoles Consulting, S.A. - Sociedad Unipersonal, then called FC&M, Sociedad Rectora del Mercado de Futuros y Opciones sobre Cítricos, S.A.; MEFF AIAF SENAF Holding de Mercados Financieros, S.A.; Servicio de Compensación y Liquidación de Valores, S.A.; Sociedad Rectora de la Bolsa de Valores de Barcelona, S.A.; Sociedad Rectora de la Bolsa de Valores de Bilbao, S.A.; Sociedad Rectora de la Bolsa de Valores de Madrid, S.A. and Sociedad Rectora de la Bolsa de Valores de Valencia, S.A.).

On 7 May 2002, the Board of Directors of Bolsas y Mercados Españoles resolved to carry out a wide-reaching share swap for all the shares of the Affected Companies. In 2003, with effect from 1 January of that year, Banco de España acquired 9.78% of the Group's share capital in a rights issue in which the preferential subscription rights of the remaining shareholders were waived. Banco de España was accordingly the sole subscriber of the non-monetary capital increase carried out by Bolsas y Mercados Españoles. The in-kind consideration contributed by Banco de España for this ownership interest consisted of 100% of the 4,541 shares it held at that time in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (the Systems Company). As a consequence of this transaction, the Bolsas y Mercados Españoles Group (the "Group"), of which Bolsas y Mercados Españoles is the parent company, started to perform not only the registration, settlement and clearing of securities already carried out by the Affected Companies, but also the clearing, settlement and registration activities which up until that time had been carried out by the Central de Anotaciones del Mercado de Deuda Pública en Anotaciones del Bank of Spain (the Bank of Spain public debt book-entry trading system, or "CADE").

On 14 July 2006, some of the shares of Bolsas y Mercados Españoles were listed for trading on the stock exchanges of Madrid, Barcelona, Valencia and Bilbao, and all the outstanding shares of Bolsas y Mercados Españoles were included in the Spanish electronic trading platform (Sistema de Interconexión Bursátil).

On 17 November 2010, the public deed for the merger between the Company (the absorbing company) and MEFF AIAF SENAF Holding de Mercados Financieros, S.A. - Sociedad Unipersonal (the absorbed company) was executed, with the latter being wound up through dissolution without liquidation, and filed with the Barcelona and Madrid Mercantile Register on 1 and 3 December 2010, respectively.

The corporate purpose of Bolsas y Mercados Españoles is active ownership of the share capital of the companies that manage the securities registration, settlement and clearing systems, central counterparties, secondary markets, and multilateral trading systems; and responsibility for the unity of action, decision-making and strategic co-ordination of trading, registration, clearing and settlement systems, central counterparties, secondary markets and multilateral trading systems. To this end, it may implement operational, functional and structural improvements, including raising its international profile. Notwithstanding the above, the Affected Companies shall maintain their own identity, operating capacity, governing bodies and managerial and general staff.

The Company is the head of a Group of subsidiaries and under current legislation is obliged to publish its own consolidated financial statements. The consolidated financial statements of the Bolsas y Mercados Españoles Group for 2018 were authorised for issue by the Board of Directors at a meeting on 27 February 2019. The consolidated financial statements for 2017 were approved at the General Shareholders' Meeting of Bolsas y Mercados Españoles held on 26 April 2018 and filed at the Madrid Mercantile Registry. Movements in subsidiaries at 31 December 2018 and 2017, in addition to other significant information, are shown in Note 9. The consolidated financial statements of the Bolsas y Mercados Españoles Group, in comparison with the financial statements of Bolsas y Mercados Españoles, reflect an increase in total assets, net turnover, equity and profit for the year attributable to the parent of €13,937,976 thousand, €159,774 thousand, €18,099 thousand and €3,263 thousand (an increase in total assets, revenues, equity and profit for the year attributable to the parent of €22,176,708 thousand, €158,861 thousand, €31,049 thousand and €4,886 thousand in 2017).

The registered offices of Bolsas y Mercados Españoles are in Madrid at Plaza de la Lealtad, 1.

## **2. Bases of presentation of the financial statements**

### ***2.1 Financial reporting framework applicable to the Company***

The accompanying financial statements were prepared by the Directors in accordance with the financial reporting framework applicable to the Company, as set out in:

- a. The Code of Commerce and other mercantile legislation.
- b. The Spanish General Accounting Plan approved by Royal Decree 1514/2007 (amended by Royal Decree 602/2016, of 2 December), and its sector-specific modifications and, in particular, Circular 9/2008, of 10 December, issued by the National Securities Commission (Comisión Nacional del Mercado de Valores or "CNMV") (amended by Circular 5/2016, of 27 July, of the CNMV) (section 2.2 of this Note).
- c. The mandatory standards approved by the Spanish Accounting and Auditing Institute based on the Spanish General Accounting Plan and supplementary standards thereto and those approved by the CNMV applicable to the Company.
- d. All other applicable Spanish accounting standards.

## **2.2 True and fair view**

The accompanying financial statements were obtained from the Company's accounting records and are presented in accordance with the applicable financial reporting framework and, in particular, the accounting principles and criteria contained therein, to give true and fair view of the Company's equity and financial position, and the results of its operations and cash flows in the year then ended. These financial statements, which were approved by the Company's Board of Directors, will be submitted for approval by the General Shareholders' Meeting. It is expected that they will be approved without modification. The financial statements for 2017 were approved by the General Shareholders' Meeting on 26 April 2018.

The accompanying balance sheets, income statements, statements of changes in equity and statements of cash flows are presented in compliance with the formats established in Appendix IV of Circular 5/2016, of 27 July.

## **2.3 Non-obligatory accounting principles applied**

No non-obligatory accounting principles were applied. The Board of Directors prepared these financial statements taking into account all mandatory accounting standards and principles with a material effect on the financial statements. All mandatory accounting principles were applied.

## **2.4 Critical issues regarding valuation and estimation of uncertainty**

The Company's profits and the determination of its equity are sensitive to the accounting policies and rules, measurement bases and estimates applied by the Company's directors in the preparation of the financial statements. The main accounting policies and rules and measurement bases used are disclosed in Note 4.

In the preparation of the accompanying financial statements, the Company's Board of Directors makes estimates in order to measure certain of the assets, liabilities, income, expenses and commitments recognised therein. These estimates refer basically to:

- The assessment of potential impairment losses on certain assets (Notes 4.1; 4.2 and 4.4).
- The assumptions used in the actuarial calculation of pension liabilities and other commitments with employees (Notes 4.11 and 14).
- The useful life of intangible assets and property, plant and equipment (Notes 4.1 and 4.2).
- The fair value of certain financial instruments (Note 8).
- The calculation of provisions (Note 14).
- Equity-based employee benefits (Note 4.13).

Although these estimates have been made on the basis of the best information available at the close of the 2018 financial year, future events may require them to be modified (upwards or downwards) in future reporting periods. Changes to accounting estimates are applied prospectively.

### **2.5 Changes in accounting policies**

In 2018, there were no significant changes to accounting criteria compared to the criteria applied in 2017.

### **2.6 Grouping of items**

Certain items in the balance sheets, income statement, statement of changes in equity and statement of cash flows have been aggregated with other items for easier understanding. However, where the amounts are material, information is disclosed separately in the notes.

### **2.7 Correction of errors**

No significant errors were uncovered in the preparation of the accompanying financial statements that required the restatement of amounts included in the 2017 financial statements.

### **2.8 Comparison of information**

The 2017 information contained in these notes is presented for comparison with the 2018 information.

## **3. Distribution of profit**

The proposed distribution of profit for 2018 and 2017 is as follows:

	Thousands of euros	
	2018	2017 <sup>(*)</sup>
Dividends:		
Interim	83,078	83,133
Complementary	47,317	64,819
Voluntary reserves	2,630	481
	<b>133,025</b>	<b>148,433</b>

(\*) At 26 April 2018 the proposed distribution of 2017 profit was ratified at the General Shareholders' Meeting without modification.

At its meetings on 26 July 2018 and 19 December 2018, the Board of Directors of Bolsas y Mercados Españoles, agreed to distribute two interim dividends from 2018 profit in the amount of €33,261 thousand and €49,817 thousand, respectively, recognised under "Interim dividend", with a reduction to "Equity" in the consolidated balance sheets at 31 December 2018 (Note 13). At that date, both dividends had been fully paid.

At its meetings on 27 July 2017 and 20 December 2017, the Board of Directors of Bolsas y Mercados Españoles agreed to distribute two interim dividends from 2017 profit in the amount of €33,257 thousand and €49,876 thousand, recognised under "Interim dividend", with a reduction to "Equity" in the balance sheets at 31 December 2017 (Note 13). At that date, both dividends had been fully paid.

The provisional statement of accounts which, in accordance with Article 277 of the Spanish Corporate Enterprises Act, were prepared by the Board of Directors of Bolsas y Mercados Españoles, on the dates indicated, confirming the existence of sufficient liquidity to pay the interim dividends, is as follows:

	Thousands of euros	
	25-07-2018	18-12-2018
Profit for the year available at the dividend date	68,731	123,903
Interim dividend paid in the year	-	(33,261)
<b>Amount available for distribution</b>	<b>68,731</b>	<b>90,642</b>
Available liquidity	51,209	69,893
Interim dividend	(33,261)	(49,817)
<b>Retained earnings</b>	<b>17,948</b>	<b>20,076</b>

	Thousands of euros	
	25-07-2017	19-12-2017
Profit for the year available at the dividend date	79,714	143,848
Interim dividend paid in the year	-	(33,257)
<b>Amount available for distribution</b>	<b>79,714</b>	<b>110,591</b>
Available liquidity	49,007	94,793
Interim dividend	(33,257)	(49,876)
<b>Retained earnings</b>	<b>15,750</b>	<b>44,917</b>

#### **4. Accounting policies and measurement bases**

The main recognition and measurement standards applied by the Company in the preparation of the financial statements for 2018 were as follows:

##### **4.1 Intangible assets**

As a general rule, intangible assets are measured initially at acquisition or production cost. After initial recognition, intangible assets are carried at cost, less accumulated amortisation and any accumulated impairment. These assets are amortised over their useful lives.

###### *Other intangible assets*

The Company recognises costs incurred to acquire and develop computer software under this item. Computer software maintenance costs are recognised in the income statement for the period in which they are incurred. Computer software is amortised on a straight-line basis over a period of three years (Note 5).

The annual amortisation charge for intangible assets is recognised in the income statement under "Amortisation and depreciation – Amortisation of intangible assets".

The Company recognises any impairment losses on intangible assets with a balancing entry against "Impairment and gains/(losses) on disposal of non-current assets" in the income statement. The criteria for recognising impairment losses on these assets and any reversals of impairment losses recognised in previous periods are similar to those applied to property, plant and equipment (Note 4.2).

##### **4.2 Property, plant and equipment**

Elements of property, plant and equipment are measured at purchase price or production cost. After initial recognition, property, plant and equipment are carried at purchase price or production cost, minus accumulated amortisation and any accumulated impairment.

The Company depreciates its property, plant and equipment on a straight-line basis over the estimated useful life of the assets, as follows:

	Years of estimated useful life
Furniture and other installations	10
Data processing equipment	4

Upkeep and maintenance expenses on property, plant and equipment are charged to the income statement in the year in which they are incurred. However, costs incurred which increase capacity or productivity or extend the useful life of the asset are capitalised as part of the cost of the related asset.

At the end of each reporting period and whenever there is any indication that the carrying amount of an item of property, plant and equipment exceeds its recoverable amount, the Company recognises an impairment loss on the asset, with a balancing entry against "Impairment and gains/(losses) on disposal of non-current assets" in the income statement.

The recoverable amount is the greater of fair value less costs to sell and value in use.

When an impairment loss is reversed, the carrying amount of the asset is increased up to the limit of the carrying amount of the property, plant and equipment that would have been determined had impairment not been recognised in previous reporting periods. Reversals of impairment losses are recognised as income, with a credit to "Impairment and gains/(losses) on disposal of non-current assets" in the income statement.

### **4.3 Operating leases**

Under operating leases, the lessor retains substantially all the risks and rewards incidental to ownership of the leased asset.

The Company only acts as the lessee of the building used as the Company's operating headquarters, which is owned by Bolsas y Mercados Españoles Servicios Corporativos, S.A. Operating lease expenses are charged on a straight-line basis to "Other operating costs – External Services" in the income statement for this year in which they are accrued (Note 17).

Any payment received or made on entering into an operating lease is considered as revenue received in advance or a prepayment and taken to the income statement over the lease term in accordance with the pattern of economic benefits transferred or received.

### **4.4 Financial instruments**

#### *4.4.1 Financial assets*

##### *i. Classification*

The Company classifies its financial assets into the following categories:

1. Loans and receivables: financial assets arising on the rendering of services in the course of the Company's trade transactions, or those that are neither equity instruments nor derivatives, not arising on trading transactions, with fixed or determinable payments, and which are not traded in an active market. Specifically, this category includes the reverse repurchase agreements in which the Company invests its surplus cash, recognised under "Cash and cash equivalents" (Note 7), the balances of "Trade and other payables" and "Current investments in Group companies and associates" (Note 10) and the long-term guarantee extended for the lease of the building where the Company currently conducts its activities, the amount of which is recognised under "Non-current investments" on the balance sheet (Note 8).

2. Equity investments in Group companies, jointly controlled entities and associates: Group companies are those where there is a relationship of control with the Company, while associates are those over which the Company exercises significant influence (Note 9). Jointly control entities are companies controlled by means of an agreement between one or more partners.
3. Available-for-sale financial assets: includes debt securities and equity instruments of other companies that have not been classified in any of the other categories and that are not being held for trading, or have been classified as held-to-maturity investments or other financial assets at fair value through profit or loss. This category includes the investments (equity instruments) held under “Non-current investments” on the balance sheet (Note 8).

In the accompanying balance sheets, financial assets and liabilities are classified by maturity; those maturing in 12 months or less are classified as “current” and those maturing in over 12 months as “non-current”.

*ii. Measurement and recognition of gains (losses) on financial assets*

*Initial measurement*

Financial assets are initially measured at the fair value of the consideration given plus directly attributable trade costs. For equity investments in Group companies granting control over the subsidiary, any fees paid to legal advisors or other professionals involved in the acquisition of the investment are recognised directly in the income statement.

*Subsequent measurement*

Loans and receivables are measured at amortised cost. Accrued interest is recognised in the income statement using the effective interest rate method. However, receivables falling due within one year are measured at the nominal amount, provided that the effect of not discounting the cash flows is immaterial.

Equity investments in Group companies, jointly controlled entities and associates are measured at cost minus any accumulated impairment losses. The impairment loss is measured as the difference between the carrying amount and the recoverable amount. The recoverable amount is the higher of the fair value less costs to sell and the present value of future cash flows from the investment, estimated as either those from dividends expected to be received from the investees and the disposal or derecognition of the investment, or from the share in the cash flows expected to be generated by the investee in the ordinary course of business and from disposal or derecognition. Unless better evidence of the recoverable amount of the investment is available, the investee’s equity is taken into consideration, corrected for any unrealised gains existing at the measurement date (including any goodwill).

Available-for-sale financial assets are measured at fair value, with changes in fair value (Notes 8 and 13) recognised in equity under "Valuation adjustments - Available-for-sale financial assets" until the investment is derecognised or determined to be impaired (consistently or permanently), at which time the cumulative gain or loss previously recognised in equity is recognised in the income statement. Therefore, (permanent) impairment is said to exist when the price of the asset falls by more than 40% or falls steadily over a prolonged period of time (over 18 months) without recovering its value. However, investments in equity instruments whose fair value cannot be reliably determined are measured at cost minus any accumulated impairment losses.

At least at the end of the reporting the period, the Company tests its financial assets not measured at fair value for impairment. Objective evidence of impairment is considered to exist when the recoverable amount of the financial asset is lower than its carrying amount.

Specifically, regarding valuation allowances for trade and other receivables, the process of assessing these assets for potential impairment losses is performed individually for the vast majority of financial assets measured at amortised cost.

For trade and other receivables, impairment losses are recognised under "Other operating costs – Losses, impairment and changes in trade provisions" in the income statement (Note 17). For other financial assets, where the impairment is for financial assets associated with the Company's ordinary activities, it is recognised on the income statement under operating income, and in all other cases, under "Impairment and gains/(losses) on disposal of financial instruments" on the income statement.

If the impairment loss reverses subsequently, the carrying amount is increased, up to the limit of the carrying amount that would have been recorded had the impairment loss not been recognised in prior reporting periods, with a credit to "Other operating costs – losses, impairment and changes in trade provisions" in the case of trade and other receivables, with a credit to the related operating income item, for the other financial assets associated with the Company's ordinary activities, and under "Impairment and gains/(losses) on disposal of financial instruments" in the case of all other financial assets in the income statement.

### *iii. Valuation techniques*

A summary of the valuation techniques used by the Company to measure financial instruments at fair value at 31 December 2018 and 2017 is shown below (Note 8):

	%	
	2018	2017
<b>Market value based on:</b>		
Quoted prices in active markets	72.96%	76.81%
Securities at acquisition cost	27.04%	23.19%
	<b>100.00%</b>	<b>100.00%</b>

### *iv. Derecognition of financial assets*

The Company derecognises a financial asset when the rights to the cash flows from the asset expire or have been transferred, provided that substantially all the risks and rewards of ownership have been transferred (such as binding agreements for sales of assets).

#### *4.4.2 Financial liabilities*

The Company's financial liabilities are the debts and payables arising on the purchase of goods and services in the course of the Company's trade operations and financial liabilities that are not derivative financial instruments and do not arise on trade transactions. Specifically, this category includes the balances under "Trade and other payables" (Note 17) and "Current payables to Group companies and associates" (Note 11).

Accounts payable are initially recognised at the fair value of the consideration received, adjusted by the directly attributable transaction costs. These liabilities are subsequently measured at amortised cost. Nonetheless, payables falling due within one year are measured at the nominal amount, provided that the effect of not discounting the cash flows is immaterial.

The Company derecognises a financial liability when the obligation is extinguished.

#### *4.4.3 Equity instruments*

An equity instrument represents a residual interest in the assets of the Company after deducting all of its liabilities.

Equity instruments issued by the Company are recognised in equity at the amount received, net of direct issuance costs.

Treasury shares acquired by the Company during the year are recognised at the amount of consideration paid and are deducted directly from equity under "Own shares and equity holdings" (Note 13). Any gains and losses on the purchase, sale, issuance or redemption of own equity instruments are recognised directly in equity. No profit or loss may be recognised in the income statement.

### **4.5 Foreign currency trades**

The Company's functional currency is the euro. Therefore, transactions in currencies other than the euro are considered to be denominated in foreign currency and are recognised applying the exchange rates in force on the transaction dates.

At the end of the reporting period, monetary items denominated in foreign currency are translated applying the exchange rate at the balance sheet date. Exchange gains and losses are recognised directly in the income statement for the reporting period in which they occur under "Exchange gains/(losses)".

The Company did not carry out any significant foreign currency trades in 2018 and 2017 and did not have any significant balances in foreign currency at 31 December 2018 and 2017.

### **4.6 Income tax**

Tax expense (tax income) comprises current tax expense (income) and deferred tax expense (income).

Current tax is the amount of taxes payable by the Company as a result of income tax or other tax settlements for a period. Tax credits and other tax benefits, excluding tax withholdings and prepayments, and tax loss carryforwards from prior years and effectively applied in the current year, reduce the current income tax expense.

The deferred tax expense or income relates to the recognition and derecognition of deferred tax assets and liabilities. These include the temporary differences, measured at the amount expected to be payable or

recoverable, between the carrying amounts of assets and liabilities and their tax bases, as well as unused tax losses and tax credits. These amounts are measured by applying the tax rate at which the asset is expected to be realised or the liability is expected to be settled to the temporary difference or tax asset.

On 16 February 2016, the Spanish Accounting and Auditing Institute (ICAC)'s Resolution of 9 February 2016, was published in the Official State Gazette (BOE), implementing the policies, measurement bases and preparation criteria for financial statements to account for income tax. The Resolution governs the regulatory implementation of the recognition and measurement criteria established in the General Accounting Plan and replaces previous resolutions issued by the ICAC on this subject.

It introduces various amendments such as a review of the criteria for recognising deferred tax assets, whereby the limit on not activating tax loss carryforwards or other tax assets expected to be recovered in more than ten years from the end of the period is eliminated, or deferred tax liabilities relating to the deductibility of impairment losses on goodwill and their systematic amortisation. The Resolution also clarifies the criteria to follow in accounting for income tax expense in the separate financial statements of the companies that pay taxes under a special tax regime, independently of the agreements in place between Group companies for sharing the tax burden. The policy followed by the Bolsas y Mercados Españolas Group with regard to the distribution of consolidated income tax is to allocate the consolidated income tax payable on a proportional basis to the taxable profit of each company in the tax group. Therefore, the Resolution has not had a material impact on the Company. The net debit balance resulting from the difference between the portion of the consolidated taxable income recognised for each of these companies and the amount received by Bolsas y Mercados Españoles from the companies in relation to Income Tax withholdings, is recognised under "Current investments in Group companies and associates" on the asset side of the balance sheet (Note 10).

Royal Decree-Law 3/2016 adopting tax measures aimed at consolidating public finances and other urgent measures in the social domain was published on 3 December 2016. In regard to Income Tax, this Royal Decree includes the following measures, applicable for years beginning on or after 1 January 2016:

- Restriction on the use of tax loss carryforwards: the use of tax loss carryforwards from previous years for large companies (with turnover of more than €60 million) is limited to 25% of taxable income.

- Limits on deductions for double taxation: a new limit is established for deductions on international or domestic double taxation, generated or pending application, of 50% of the full amount for companies with a net turnover of at least €20 million.
- Reversal of impairment losses on investments: the reversal of impairment losses on investments that were tax deductible in tax periods prior to 2013 must at least be made on a straight-line basis within five years.

As a result of this measure, in 2018 and 2017 the Company has reversed tax deductible impairments (see Note 15).

Deferred tax liabilities are recognised for all taxable temporary differences, except for those arising from the initial recognition of goodwill or of other assets and liabilities in a transaction that is not a business combination and affects neither accounting nor taxable profit/(loss).

Deferred tax assets are only recognised to the extent that it is probable that the Company will have future taxable income available to enable their application.

Deferred tax assets and liabilities arising from transactions charged or credited directly to equity are also recognised with a balancing entry in equity.

At the end of each reporting period, the Company reassesses the deferred tax assets recognised, making appropriate adjustments where there are doubts as to their future recoverability. Likewise, at each reporting date, unrecognised deferred tax assets are reassessed and recognised to the extent that it has become probable that taxable profit will be available against which the asset can be utilised.

On 23 December 2002, Bolsas y Mercados Españoles submitted a request to file taxes under the consolidated tax regime for the Group of which Bolsas y Mercados Españoles has been parent since 1 January 2003.

#### **4.7 Income and expenses**

Income and expenses are recognised on an accrual basis, i.e. when the actual flow of the goods and services they represent occurs, regardless of when the resulting monetary or financial flow arises. Income is measured at the fair value of the consideration received, minus any discounts and taxes.

Income from the rendering of services is recognised according to degree to which the service has been rendered at the balance sheet date, provided that the trade can be reliably estimated.

Interest received from financial assets is recognised using the effective interest rate method, while dividends are recognised when the holder's right to receive payment is established. In any event, interest and dividends accrued on financial assets after acquisition are recognised as income in the income statement. Dividends received that derive unequivocally from profits generated by investees prior to the acquisition of the stake by the Company are measured as a reduction in investment costs.

Given its corporate purpose (Note 1), income obtained by Bolsas y Mercados Españoles is mainly for dividends received from its investees, which, pursuant to BOICAC consultation 79, are recognised under "Net turnover" in the income statement.

In line with regulations and this consultation, dividends received from Group companies and joint ventures are recognised under "Net turnover" on the income statement or as a reduction in investment costs under "Non-

current investments in Group companies and associates". In 2018, dividends from such investments were recognised for the amount of €139,495 and credited to "Net turnover". In 2017, €156,538 were recognised with a credit to "Net Turnover" and €14,384 with a charge to "Non-current investments in Group companies and associates" (Note 9). Additionally, dividends from non-current financial investments were also recognised under "Net turnover" (Note 8) for the amount of €457 thousand and €377 thousand in 2018 and 2017, in addition to other income from activities for the amount of €7,633 thousand and €5,001 thousand, relating mainly to services rendered to Group companies (Note 18).

#### **4.8 Provisions and contingencies**

In preparing the financial statements, the Company's Directors distinguish between:

- a. Provisions: amounts payable for present obligations arising from past events, the settlement of which is expected to result in an outflow of resources, but which are uncertain as to their amount and/or timing.
- b. Contingent liabilities: possible obligations arising from past events and whose future existence will be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Company.
- c. Contingent assets: possible assets arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or uncertain future events not wholly within the control of the Company. Contingent assets are not recognised in either the balance sheet or the income statement, but are disclosed in the accompanying notes when an inflow of resources embodying economic benefits is probable.

The financial statements include all the provisions with respect to which it is considered more likely than not that the obligation will have to be settled. Contingent liabilities are not recognised in the financial statements, but rather are disclosed in the notes, unless the possibility of an outflow of economic benefits is considered remote.

Provisions are recognised at the present value of the best possible estimate of the consideration required to settle or transfer the obligation, taking into account the information available concerning the event and its consequences. Where discounting is used, adjustments made to provisions are recognised as a finance cost on an accrual basis.

The compensation to be received from a third party on settlement of the obligation is recognised as an asset, provided that there are no doubts that the reimbursement will take place, unless there is a legal relationship whereby a portion of the risk has been externalised as a result of which the Company is not liable; in this situation, the compensation will be taken into account for the purpose of estimating the amount of the related provision that should be recognised.

#### **4.9 Termination benefits**

Under current legislation, the Company is required to pay termination benefits to employees terminated under certain conditions. Therefore, termination benefits that can be reasonably quantified are recognised as an expense in the year in which the decision to terminate the employment relationship is taken, under "Staff costs – Wages, salaries and similar expenses" in the income statement (Note 16). There was no detailed redundancy plan warranting recognition of a provision in this connection at 31 December 2018.

#### **4.10 Environmental assets**

Environmental assets are deemed to be assets used on a lasting basis in the Company's operations whose main purpose is to minimise environmental impact and protect and improve the environment, including the reduction or elimination of future pollution.

In view of the business activities carried on by the Company, it does not have any environmental liabilities, expenses, assets, provisions or contingencies that might be material with respect to its equity, financial position or results. Therefore, no specific disclosures relating to environmental issues are included in these notes to the financial statements.

#### **4.11 Pension obligations**

##### *i. Post-employment obligations*

Post-employment obligations are classified as "defined contribution obligations" when the Company pays fixed contributions into a separate entity (recognised under "Staff costs" in the income statement) and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods. All other post-employment benefit plans are "defined benefit obligations".

##### *Defined-contribution plans*

Bolsas y Mercados Españoles has arranged insurance with Aegón Seguros de Vida, Ahorro e Inversión, S.A., in the way of a supplementary pension to senior management (Note 16).

##### *Defined-benefit plans*

The Company recognises under "Non-current provisions" on the liabilities side of the balance sheet the present value of any defined-benefit post-employment obligations, net of the fair value of the plan assets and the past service cost deferred, as explained below (Note 14).

If the treatment described in the previous paragraph gives rise to an asset, it is recognised under "Non-current investments" up to the present value of any economic benefits that could return to the Company in the form of direct refunds from the plan or reductions in future payments to the plan, plus, where applicable, any unrecognised past service costs. Any adjustments to be made to the measurement of a post-employment benefits asset are recognised directly in equity as reserves.

The "Plan assets" are those assets that will be used directly to settle the obligations and meet the following conditions:

- They are not held by the Company, but by a legally separate entity that is not a related party of the Bolsas y Mercados Españoles Group.
- They are only available to pay or fund post-employment benefits and cannot be returned to the Company unless the remaining assets of the plan are sufficient to meet all the related employee benefit obligations of the plan or the entity with current or former employees, or they are returned to the Company to reimburse it for employee benefits already paid.

“Past service cost” arising on amendments to existing post-employment benefits or on the introduction of new benefits are recognised in the income statement on a straight-line basis over the period from the time the new benefits arise to the time when the employee has an irrevocable right to receive the new benefits.

Post-employment benefits are recognised in the income statement as follows:

- Current service cost (understood to be the increase in the present value of the obligations resulting from employee service in the current period), including the amortisation of unrecognised past service cost, under “Personnel expenses – Provisions and other employee benefits expense” on the income statement.
- Interest expense (understood to be the increase during the period in the present value of the obligations resulting from the passage of time), under “Finance costs – Provision adjustments” in the income statement.
- The expected return on assets assigned to the obligations and the gains and losses therein, minus any cost for administering the plan and related taxes, under “Finance costs – Provision adjustments” in the income statement.

Actuarial gains and losses are recognised directly in equity as reserves.

The defined benefit post-employment obligations held by the Company include:

- Retirement bonus commitments in connection with the obligation undertaken by the Company to pay a bonus to employees who leave the company upon reaching the age of 65.

In 2006, the Company adhered to Order EHA/3433/2006, of 2 November, on the special technical conditions applicable to insurance contracts and pension plans that specify certain pension commitments related to retirement, enabling the financing of the obligation accrued to 31 December 2006, and the application of assumptions relating to the time spent by employees at the company. The vehicle used by the Company was an insurance policy taken out with Aegón Seguros de Vida, Ahorro e Inversión, S.A.

- Health benefit commitments, understood as the obligation, restricted to a specific number of Company employees, to take out health insurance to supplement the social security medical coverage. The policy cover current employees and their beneficiaries, defined as those entitled to health care under the state Social Security scheme under the same social security number as the employee, as regulated by prevailing social security legislation, and those retiring after the agreement governing this health benefit comes into effect and their beneficiaries (as defined above, plus those becoming widows/widowers and orphans after the agreement comes into effect that are also stipulated beneficiaries of the policy holder)

*ii. Other long-term employee benefits*

The Company, under the terms of the collective bargaining agreement, has undertaken to pay a bonus for good conduct and outstanding employee loyalty, as reflected in the number of years of ongoing service, after 25, 35 and 45 years of effective service (Note 14).

The accounting treatment of “Other long-term employee benefits” is as described above for defined-benefit post-employment plans, except that the actuarial gains and losses are recognised in the income statement under “Staff costs – Wages, salaries and similar expenses”.

#### **4.12 Related party trades**

The Company performs all its transactions with related parties on an arm’s length basis. In addition, the transfer prices are adequately supported and, therefore, the Company’s Directors consider that there are no material risks in this connection that might give rise to significant liabilities in the future (Note 18).

#### **4.13 Share-based payment arrangements**

Share-based Variable Remuneration Plans

2014-2019 Plan (Pluri-Annual Share-based Variable Remuneration Plan)

On 30 April 2014, pursuant to Article 219 of the Corporate Enterprises Act and other applicable legislation, the Ordinary General Shareholders’ Meeting approved a medium-term remuneration plan (“the 2014-2019 Plan”) to be applied by the Company and its subsidiaries and intended for members of the management team, including Executive Directors.

The 2014-2019 Plan consists of the promise to deliver ordinary shares of BME to Executive Directors, Senior Management and lower management of Group companies who have been designated as beneficiaries of this plan. The 2014-2019 Plan entails assigning a number of shares to beneficiaries in financial years 2014, 2015 and 2016, as the basis for calculating the BME shares to be delivered to the beneficiaries, if appropriate, subject to fulfilment of the objectives set forth in the 2014-2019 Plan.

The number of BME shares to be granted to each 2014-2019 Plan beneficiary, provided the conditions are met, will be equal to the result of multiplying the number of units allocated, by a coefficient of 0 to 1.5, which will be established based on the performance of BME's Total Shareholder Return (TSR) and Efficiency Ratio (ER) during the periods (i) 1 January 2014 to 31 December 2016, (ii) 1 January 2015 to 31 December 2017, and (iii) 1 January 2016 to 31 December 2018, compared with the performance of those indicators for five benchmark companies over the same periods, in accordance with the following scale, separately weighting 50% for each of the aforementioned indicators:

BME's position in the ranking	Coefficient
1	1.5
2	1
3	0.8
4	0.6
5	0
6	0

The maximum number of BME shares included in the 2014-2019 Pluri-Annual Share-based Variable Remuneration Plan is 555,048 shares. The number of units, convertible into shares, attributable to the designated beneficiaries of the 2014-2019 Plan for the first, second and third three-year periods, was allocated in 2014, 2015 and 2016.

The total units allocated totalled 118,768, 112,422 and 124,142, which were for a maximum number of theoretical shares of 178,152, 168,633 and 186,213. Of the total units assigned at the BME Group level, the number of units attributable to employees and executive directors of the Company for the first, second and third three-years periods of the Plan was established at 52,238, 48,657 and 58,980, for a theoretical number of shares deliverable of 78,357, 72,986 and 88,470.

Since the remuneration consists of an equity-settled share-based payment and the fair value of the services received by the 2014-2019 Plan beneficiaries cannot be estimated reliably, this amount was determined indirectly by reference to the fair value of the equity instruments granted (BME shares).

In this connection, with the exception of market-based performance features, transfer terms under the 2014-2019 Plan are not taken into consideration to estimate the fair value of the equity instruments granted. Non-market performance features are considered by adjusting the number of shares included in the measurement of the costs of employee (beneficiary) service, so that ultimately, the amount recognised on the income statement reflects the number of shares transferred. With respect to the market performance features, the charge for services received is recognised regardless of whether or not the market conditions are met, although non-market performance conditions must be fulfilled. Share price volatility was estimated using the historical volatility of BME's shares in the 750 trading sessions prior to 30 December. In particular, at least at the end of every accounting period, the number of BME shares to be delivered to each beneficiary associated with the Efficiency Ratio ("ER") shall be recalculated, since this is not an indicator that is subject to market conditions.

In view of the nature of this Incentives Plan, it was deemed advisable to base its valuation on a model that generates a large number of scenarios (10,000), using the Monte Carlo Method. The share price scenarios were generated based on daily volatility and correlations observed in the historic share performance series of BME and the benchmark companies for the three years immediately prior to the valuation date, taking into account the following variables:

	First three-year period	Second three-year period	Third three-year period
Price of the underlying asset (euros)	29.83	36.45	29.06
Risk-free interest rate	0.329%	-0.079%	-0.303%
Volatility of underlying shares	26.46%	24.88%	25.77%
Expected duration of the Plan	3 years	3 years	3 years

On 31 December 2016, the first three-year period of the 2014-2019 Plan expired. The Appointments and Remuneration Committee, in its 24 May 2017 meeting, validated the coefficients applicable to the theoretical units convertible into shares assigned to each beneficiary of the first three-year period of the 2014-2016 Plan at 1.5 for the efficiency ratio and 0 for Total Shareholder Return (TSR), putting the number of shares at 88,713, equivalent to the amount of €2,799 thousand (including €9 thousand attributable to the 50% accrued by in Infobolsa, S.A. – Sociedad Unipersonal, now Bolsas y Mercados Españoles Inntech, S.A.U. - Note 9 - until its full integration within the Group), with 53,301 shares, equivalent to €1,682 thousand, delivered in June 2017, once the withholdings set forth in tax legislation had been applied. Of all shares delivered at BME Group level, the number of shares delivered to Company employees and executive directors, once the withholdings set forth in tax legislation had been applied, amounted to 22,675 shares, equivalent to €715 thousand.

The second three-year period of the 2014-2019 Plan expired on 31 December 2017. The Appointments and Remuneration Committee, in its 28 May 2018 meeting, validated the coefficients applicable to the theoretical units convertible into shares assigned to each beneficiary of the second three-year period of the 2014-2016 Plan. The coefficients were 1.5 in the case of the efficiency ratio and 0 in the case of total shareholder return (TSR), resulting in 84,286 shares, equivalent to €2,529 thousand. In June 2018, once the withholdings set forth in the prevailing tax legislation had been applied, 50,550 shares, equivalent to €1,517 thousand, were applied. Of all shares delivered at BME Group level, the number of shares delivered to Company employees and executive directors, once the withholdings set forth in tax legislation had been applied, amounted to 21,533 shares, equivalent to €646 thousand.

The third three-year period of the 2014-2019 Plan matured on 31 December 2018, with the settlement due to take place in 2019.

2017-2020 Plan (Medium-Term Share-Based Variable Remuneration Plan)

On 27 April 2017, pursuant to Article 219 of the Corporate Enterprises Act and other applicable legislation, the Ordinary General Shareholders' Meeting approved a medium-term remuneration plan ("the 2017-2020 Plan") to be applied by the Company and its subsidiaries and intended for members of the management team, including Executive Directors.

The 2017-2020 Plan consists of the promise to deliver ordinary shares of BME to Executive Directors, Senior Management and lower management of Group companies who have been designated as beneficiaries of this plan. The 2017-2020 Plan entails allocating a number of shares to beneficiaries in 2017, as the basis for calculating the BME shares to be delivered to the beneficiaries, if appropriate, subject to fulfilment of the objectives set forth in the 2017-2020 Plan.

The number of BME shares to be granted to each 2017-2020 Plan beneficiary, provided the conditions are met, will be equal to the result of multiplying the number of units allocated, by a coefficient of 0 to 1.5, which will be established based on the performance of BME's Total Shareholder Return (TSR) and Efficiency Ratio (ER) during the periods 1 January 2017 to 31 December 2019, compared with the performance of those indicators for five benchmark companies over the same periods, in accordance with the following scale, separately weighting 50% for each of the aforementioned indicators:

BME's position in the ranking	Coefficient
1	1.5
2	1
3	0.8
4	0.6
5	0
6	0

The maximum number of BME shares included in the 2017-2020 Medium-Term Share-Based Variable Remuneration Plan is 190,263 shares. The number of units, convertible in shares, attributable to the designated beneficiaries of the 2017-2020 Plan were allocated in 2017. The total number of units allocated was 103,566 which were for a maximum number of theoretical shares of 155,349. Of the total units allocated at the BME Group level, the number of units convertible into shares attributable to the Company's employees and executive directors for the only three-year period of the Plan was established at 49,064, for a theoretical maximum number of shares deliverable of 73,596.

Since the remuneration consists of an equity-settled share-based payment and the fair value of the services received by the 2017-2020 Plan beneficiaries cannot be estimated reliably, this amount was determined indirectly by reference to the fair value of the equity instruments granted (BME shares).

In this connection, with the exception of market-based performance features, transfer terms under the 2017-2020 Plan are not taken into consideration to estimate the fair value of the equity instruments granted. Non-market performance features are considered by adjusting the number of shares included in the measurement of the costs of employee (beneficiary) service, so that ultimately, the amount recognised on the income statement reflects the number of shares transferred. With respect to the market performance features, the charge for services received is recognised regardless of whether or not the market conditions are met, although non-market performance conditions must be fulfilled. Share price volatility was estimated using the historical volatility of BME's shares in the 750 trading sessions prior to 30 December. In particular, at least at the end of every accounting period, the number of BME shares to be delivered to each beneficiary associated with the Efficiency Ratio ("ER") shall be recalculated, since this is not an indicator that is subject to market conditions.

In view of the nature of this Incentives Plan, it was deemed advisable to base its valuation on a model that generates a large number of scenarios (10,000), using the Monte Carlo Method. The share price scenarios were generated based on daily volatility and correlations observed in the historic share performance series of BME and the benchmark companies for the three years immediately prior to the valuation date, taking into account the following variables:

	One three-year period
Price of the underlying asset (euros)	28.06
Risk-free interest rate	-0.78%
Volatility of underlying shares	23.11%
Expected duration of the Plan	3 years

2018-2023 Plan (Pluri-Annual Share-based Variable Remuneration Plan)

On 26 April 2018, pursuant to Article 219 of the Corporate Enterprises Act and other applicable legislation, the Ordinary General Shareholders' Meeting approved a medium- and long-term remuneration plan ("the 2018-2023 Plan") to be applied by the Company and its subsidiaries and intended for members of the management team, including Executive Directors.

The 2018-2023 Plan consists of the promise to deliver ordinary shares of BME to Executive Directors, Senior Management and lower management of Group companies who have been designated as beneficiaries of this plan. The 2018-2023 Plan entails allocating a number of shares to beneficiaries in financial years 2018, 2019 and 2020, as the basis for calculating the BME shares to be delivered to the beneficiaries of the Plan in 2021, 2022 and 2023, provided that the established requirements are met.

The number of BME shares to be granted to each 2018-2023 Plan beneficiary, provided the conditions are met, will be equal to the result of multiplying the number of units assigned, by a coefficient of 0 to 1.5, which will be established based on the evolution of BME's Total Shareholder Return (TSR) and Efficiency Ratio (ER)

during the periods (i) 1 January 2018 to 31 December 2020, (ii) 1 January 2019 to 31 December 2021, and (iii) 1 January 2020 to 31 December 2022, compared with the evolution of those indicators for five benchmark companies over the same periods, in accordance with the following scale, separately weighting 50% for each of the aforementioned indicators:

BME's position in the ranking	Coefficient
1	1.5
2	1.2
3	0.8
4	0.4
5	0
6	0

The maximum number of BME shares included in the 2017-2023 Pluri-Annual Share-based Variable Remuneration Plan is 486,003 shares. The number of units, convertible in shares, attributable to the designated beneficiaries of the 2018-2023 Plan corresponding to the first three-year period, respectively, were assigned in 2018. The total number of units assigned to the first year of the 2018-2023 plan was 105,820 which correspond to a maximum number of theoretical shares of 158,730. Of the total units allocated at the BME Group level, the number of units convertible into shares attributable to the Company's employees and executive directors for the first three-year period of the Plan was established at 53,652, for a theoretical maximum number of shares deliverable of 80,478.

Since the remuneration consists of an equity-settled share-based payment and the fair value of the services received by the 2018-2023 Plan beneficiaries cannot be estimated reliably, this amount was determined indirectly by reference to the fair value of the equity instruments granted (BME shares).

In this connection, with the exception of market-based performance features, transfer terms under the 2018-2023 Plan are not taken into consideration to estimate the fair value of the equity instruments granted. Non-market performance features are considered by adjusting the number of shares included in the measurement of the costs of employee (beneficiary) service, so that ultimately, the amount recognised on the income statement reflects the number of shares transferred. With respect to the market performance features, the charge for services received is recognised regardless of whether or not the market conditions are met, although non-market performance conditions must be fulfilled. Share price volatility was estimated using the historical volatility of BME's shares in the 750 trading sessions prior to 30 December.

In view of the nature of this Incentives Plan, it was deemed advisable to base its valuation on a model that generates a large number of scenarios (10,000), using the Monte Carlo Method. The share price scenarios were generated based on daily volatility and correlations observed in the historic share performance series of BME and the benchmark companies for the three years immediately prior to the valuation date, taking into account the following variables:

	First three-year period
Price of the underlying asset (euros)	26.55
Risk-free interest rate	-0.54%
Volatility of underlying shares	23.62%
Expected duration of the Plan	3 years

In accordance with the foregoing, the Multi-Year Share-Based Variable Remuneration Plan (2014-2019 Plan and 2018-2023 Plan) and the Medium-Term Share-Based Variable Remuneration Plan (2017-2020 Plan) recognise:

- For services rendered by employees and executive directors (who are beneficiaries) of Bolsas y Mercados Españolas to the Company, with a credit to equity (under "Other equity instruments"), calculated based on the fair value of the equity instruments transferred (shares of Bolsas y Mercados Españoles) at the date when the grant of shares was approved. The services provided were recognised in profit and loss over the specific period during which the employees and directors rendered services to the Company (Notes 16 and 19).
- For services rendered by employees and executive directors (who are beneficiaries) at each subsidiary, the operation increases the value of the subsidiary receiving a service the cost of which is assumed by Bolsas y Mercados Españoles, and therefore the increase in equity ("Other equity instruments") is recognised with a balancing entry at a greater value of the investment held by Bolsas y Mercados Españoles in the subsidiary's equity, or, where applicable, the subsidiary through which the beneficiary is controlled (Note 9), for the fair value of the equity instruments transferred (shares of Bolsas y Mercados Españoles) at the date when the grant of shares was approved. This charge is made according to the extent of the services rendered by employees and directors to the investee companies.

#### **4.14 Statement of cash flows**

The following terms are used on the statements of cash flows:

- Cash flows are inflows and outflows of cash and cash equivalents.
- Operating activities: the principal revenue-producing activities of the Company and other activities that are not investing or financing activities.
- Investment activities are the acquisition and disposal of long-term assets and other investments not included in cash equivalents.
- Financing activities are activities that result in changes to the size and composition of equity and borrowings of the entity.

For the purposes of presenting the cash flows from investing activities, collections and payments from financial assets with a high turnover are presented in the statement of cash flows.

Additionally, "Cash and cash equivalents" are understood to be short-term, highly liquid investments that are subject to an insignificant risk of changes in value.

#### **4.15 Statements of changes in equity**

The statements of changes in equity presented in these financial statements show all changes in net equity during the year. This information is presented in two statements: the statement of recognised income and expense, and the statement of total changes in equity. The main features of the information contained in each is explained below:

##### *Statements of recognised income and expense*

The statement of recognised income and expense presents the income and expense generated by the Company as a result of its activity during the year, distinguishing between items of income and expense that are recognised in profit and loss for the year and other income and expense that, as required under current regulations, are recognised directly in equity.

This financial statement therefore presents, as appropriate:

- a. Profit or loss for the period.
- b. Income and expenses that, as required by the measurement standards, must be recognised directly in the Company's equity.
- c. Amounts transferred to the income statement in accordance with the measurement standards adopted.
- d. The related tax effect, if any, to letters b) and c) above.
- e. Total recognised income and expense, calculated as the sum of all the letters above.

##### *Statement of total changes in equity*

This part of the statement of changes in equity reflects all changes in equity, including any due to changes in accounting policies and corrections of errors. This statement accordingly presents a reconciliation between the carrying amount of each component of equity at the beginning and the end of the period, separately disclosing each change into the following headings:

- a. Adjustments for changes in accounting criteria and adjustments for errors: include any changes in equity arising from the retrospective restatement of financial statement balances due to changes in accounting criteria or for the correction of errors.
- b. Total recognised income and expense: comprises an aggregate of all the aforementioned items recognised in the statement of recognised income and expense.
- c. Transactions with shareholders: changes in equity due to dividend payments, capital increases (decreases), share-based payments, etc.
- d. Other changes in equity: other items recognised in equity, such as distribution of profit, transfers between equity items and any other increase or decrease in equity.

#### 4.16 Current/non-current classification

Assets classified as current assets are all those related to the company's normal operating cycle, generally one year, and other assets expected to mature, or to be sold or realised in the short term from the end of the reporting period, and cash and cash equivalents. Any assets that do not fulfil these criteria are classified as non-current.

Similarly, liabilities associated with the normal operating cycle and, in general, all liabilities expected to fall due or be extinguished in the short term are classified as current liabilities. Any other liabilities are classified as non-current.

#### 5. Intangible assets

The changes in "Intangible assets" in 2018 and 2017 were as follows:

	Thousands of euros
	Other intangible assets
<b>Cost:</b>	
Balance at 1 January 2017	297
Additions	-
Balance at 31 December 2017	<b>297</b>
Additions	-
<b>Balance at 31 December 2018</b>	<b>297</b>
<b>Accumulated amortisation:</b>	
Balance at 1 January 2017	(297)
Charge for the year	-
Balance at 31 December 2017	<b>(297)</b>
Charge for the year	-
<b>Balance at 31 December 2018</b>	<b>(297)</b>
<b>Intangible assets, net</b>	
Balance at 31 December 2017	-
Balance at 31 December 2018	-

No impairment losses were identified in either 2018 or 2017 that affect these items in the statement of financial position.

Fully amortised items of intangible assets still in use amounted to €297 thousand at both 31 December 2018 and 2017.

## **6. Property, plant and equipment**

The changes in "Property, plant and equipment" in 2018 and 2017 were as follows:

	Thousands of euros		
	Furniture and other installations	Data processing equipment	Total
<b>Cost:</b>			
Balances at 1 January 2017	207	49	256
Additions	-	-	-
Derecognitions	-	(1)	(1)
<b>Balances at 31 December 2017</b>	<b>207</b>	<b>48</b>	<b>255</b>
Additions	1	-	1
Derecognitions	-	-	-
<b>Balances at 31 December 2018</b>	<b>208</b>	<b>48</b>	<b>256</b>
<b>Accumulated depreciation:</b>			
Balances at 1 January 2017	(185)	(48)	(233)
Charge for the year	(2)	-	(2)
Derecognitions	-	1	1
<b>Balances at 31 December 2017</b>	<b>(187)</b>	<b>(47)</b>	<b>(234)</b>
Charge for the year	(1)	-	(1)
Derecognitions	-	-	-
<b>Balances at 31 December 2018</b>	<b>(188)</b>	<b>(47)</b>	<b>(235)</b>
<b>Property, plant and equipment, net:</b>			
Balances at 31 December 2017	20	1	21
Balances at 31 December 2018	20	1	21

During 2018 and 2017 no impairment losses on intangible assets were identified.

Fully depreciated items of property, plant and equipment still in use amounted to €225 thousand and €223 thousand at 31 December 2018 and 2017.

In 2017, data processing equipment in the amount of €1 thousand was retired, consisting of fully depreciated items that had ceased to be useful for the Group's activities.

The Company has arranged insurance policies to cover the possible risks to which the various components of property, plant and equipment are exposed.

## **7. Cash and cash equivalents**

“Cash and cash equivalents” include demand deposits at banks (recognised under “Cash”) and financial instruments that are convertible to cash and have a maturity of three months or less from the date of acquisition, provided that there is no significant risk of changes in value and that they form part of the Company’s usual cash management policy. The latter assets are included under “Cash equivalents”:

	Thousands of euros	
	2018	2017
<b>Classification:</b>		
Cash-		
Current accounts	23,789	17,591
	<b>23,789</b>	<b>17,591</b>
Cash equivalents-		
Reverse repurchase agreements	44,999	83,000
	<b>44,999</b>	<b>83,000</b>
Less - Impairment losses	-	-
<b>Net balance</b>	<b>68,788</b>	<b>100,591</b>

The carrying amount of these assets is similar to their fair value.

The maturities and average returns on the assets included under “Cash and cash equivalents” in the balance sheets, excluding actual cash balances, the counterparty of which at 31 December 2018 and 2017 is Bankinter, S.A., are as follows:

	Thousands of euros	Average interest rate
	Up to 1 month	
<b>31 December 2018:</b>		
Reverse repurchase agreements	44,999	-0.40%
	<b>44,999</b>	
<b>31 December 2017:</b>		
Reverse repurchase agreements	83,000	0.00%
	<b>83,000</b>	

Movements in "Cash equivalents" in 2018 and 2017 were as follows:

	Thousands of euros
	Reverse repurchase agreements
Balance at 31 December 2016	<b>52,002</b>
Purchases	544,459
Sales / Repayments	(513,461)
Balance at 31 December 2017	<b>83,000</b>
Purchases	789,974
Sales / Repayments	(827,975)
<b>Balance at 31 December 2018</b>	<b>44,999</b>

No impairment losses were recognised for these financial assets in 2018 and 2017.

The negative returns generated on cash and cash equivalents in 2018 amounted to €14 thousand (negative returns of €6 thousand in 2017), recognised under "Financial income – Marketable securities and other financial instruments – Third parties" in the income statement.

Likewise, in 2018, the penalty for the negative interest rate charged to the Company for balances held in the current account are recognised under "Financial expenses - Third-party borrowings" (no significant amount in 2017).

## **8. Non-current investments**

The breakdown of "Non-current investments" at 31 December 2018 and 2017 is as follows:

Class Category	Thousands of euros					
	2018			2017		
	Equity Instruments	Other Financial Assets	Total	Equity Instruments	Other Financial Assets	Total
Loans and receivables	-	19	19	-	18	18
Available-for-sale financial assets						
Measured at fair value	9,306	-	9,306	8,941	-	8,941
Measured at cost	3,449	-	3,449	2,699	-	2,699
	<b>12,755</b>	<b>19</b>	<b>12,774</b>	<b>11,640</b>	<b>18</b>	<b>11,658</b>

"Non-current investments - Other financial assets" on the statement of financial position at 31 December 2018 and 2017 includes the long-term guarantee extended in relation to the lease of the building where the Company conducts its activities (Notes 4.3 and 18).

At 31 December 2018 and 2017, available-for-sale financial assets, virtually all of which are current, were mainly for specific investments in equity securities, a breakdown of which is shown below:

	% ownership	Thousands of euros	
		2018	2017
<b>Listed equity securities:</b>			
Bolsa Mexicana de Valores, S.A., de C.V.	0.99%	9,306	8,941
<b>Unlisted equity securities:</b>			
Cámara de Riesgo Central de Contraparte de Colombia, S.A.	9.91%	1,453	1,453
OMIP - Operador do Mercado Ibérico (Portugal), SGPS, S.A.	5.00%	1,246	1,246
Sociedad Promotora Bilbao Gas Hub, S.A.	2.03%	-	-
Noster Finance, S.L.	8.98%	750	-
		<b>12,755</b>	<b>11,640</b>

In 2018, the Parent acquired a 9.7% stake in the capital of Noster Finance, S.L. (Finect), for the amount of €750 thousand, which was diluted to 8.98% at 31 December 2018.

The gain in the "fair value" of Bolsa Mexicana de Valores, S.A., de C.V. (quoted company) compared to 31 December 2018 was €365 thousand (a €1,107 thousand increase in fair value was recognised in 2017) was recognised, net, at 31 December 2018, for the amount of €274 thousand (€830 thousand in 2017) (Note 15-) in "Equity - Valuation adjustments - Available-for-sale financial assets" (Note 13). At 31 December 2018 and 2017 the Company owned 6,250,000 shares in Bolsa Mexicana de Valores, S.A., de C.V. equivalent to an approximate stake of 0.99% in that entity's share capital.

At 31 December 2018 and 2017, the Company owns 3,999,999,994 shares with a par value of 1 Colombian peso each in Cámara de Riesgo Central de Contraparte de Colombia S.A. equivalent to a shareholding of 9.91%.

At 31 December 2018 and 2017 the Group owned 9,574 shares in Sociedad Promotora Bilbao Gas Hub, S.A., with a cost of 294 thousand euros, equivalent to an approximate stake of 2.03% in that company's share capital. At the close of both periods the investment was fully impaired.

The gain in the "fair value" of Bolsa Mexicana de Valores, S.A., de C.V. (listed entity) compared to 31 December 2016, of €1,107 thousand (gain of €280 thousand in 2016) was recognised, net of tax, with a charge to equity (under "Other comprehensive income – Available-for-sale financial assets") - Note 11. At 31 December 2018 and 2017, the Parent owned 6,250,000 shares of Bolsa Mexicana de Valores, S.A., de C.V. approximately equivalent to a stake of 0.99%.

In 2018 and 2017 the Company received dividends of €457 thousand and €377 thousand from these shareholdings, recognised under "Net turnover" in the income statement. In 2018 and 2017 the Company recognised no impairment losses on its non-current investments.

## **9. Non-current investments in Group companies and associates and net turnover.**

### ***Equity instruments***

Almost the entire balance of "Net turnover", for the amount of €139,495 thousand and €156,538 thousand in 2018 and 2017, were for dividends received from Group companies and jointly controlled entities (Note 4.7).

The most significant information regarding Group companies, jointly controlled entities and associates, all of which are unquoted, at year-end 2018 and 2017, including dividends received, was as follows:

	Data at 31 December 2018 (thousands of euros)									
	Cost (Note 18)	Dividends received (Note 18)	Non-current investments in Group companies and associates							
			Registered address	Direct ownership interest	Capital	Share premium and reserves	Interim dividend	Results		Other equity
								Operating	Net	
Sociedad Rectora de la Bolsa de Valores de Madrid, S.A. - Sociedad Unipersonal <sup>(1)</sup>	54,843	47,507	Madrid	100.00%	21,348	7,471	(44,447)	56,926	47,066	1,230
Sociedad Rectora de la Bolsa de Valores de Barcelona, S.A. - Sociedad Unipersonal <sup>(1)</sup>	38,557	11,620	Barcelona	100.00%	8,564	2,930	(10,746)	9,803	11,309	841
Sociedad Rectora de la Bolsa de Valores Bilbao, S.A. - Sociedad Unipersonal <sup>(1)</sup>	25,688	10,477	Bilbao	100.00%	2,957	3,413	(10,078)	8,067	10,432	382
Sociedad Rectora de la Bolsa de Valores de Valencia, S.A. - Sociedad Unipersonal <sup>(1)</sup>	15,858	5,248	Valencia	100.00%	4,111	1,291	(5,089)	1,586	5,155	509
Bolsas y Mercados Españoles Renta Fija, S.A.- Sociedad Unipersonal <sup>(1)</sup>	13,093	2,618	Madrid	100.00%	3,005	3,524	(2,239)	3,412	2,687	1,871
BME Clearing, S.A. - Sociedad Unipersonal <sup>(1)</sup>	52,741	10,756	Madrid	100.00%	18,030	24,501	(9,607)	14,531	11,114	1,606
MEFF Sociedad Rectora del Mercado de Productos Derivados, S.A. - Sociedad Unipersonal <sup>(1)</sup>	8,616	4,898	Madrid	100.00%	6,650	2,302	(4,400)	2,999	4,534	728
MEFF Tecnología y Servicios, S.A. - Sociedad Unipersonal <sup>(1)</sup>	1,373	784	Barcelona	100.00%	60	548	-	1,816	1,397	-
Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. - Sociedad Unipersonal <sup>(1)</sup>	112,643	30,976	Madrid	100.00%	114,380	22,407	(28,481)	41,335	31,538	2,545
Instituto Bolsas y Mercados Españoles, S.L., - Sociedad Unipersonal <sup>(1)</sup>	186	26	Madrid	100.00%	10	14	-	(18)	(15)	168
Bolsas y Mercados Españoles Market Data, S.A. <sup>(1)(2)</sup>	2,365	14,013	Madrid	49.71%	4,165	750	(23,195)	36,651	27,512	295
Bolsas y Mercados Españoles Inntech, S.A.- Sociedad Unipersonal <sup>(1)(3)</sup>	14,572	572	Madrid	100.00%	331	(11,893)	-	(30)	(272)	354
BME Post Trade Services, S.A. - Sociedad Unipersonal <sup>(1)</sup>	878	-	Madrid	100.00%	60	13,528	-	700	649	(11,478)
<b>Total</b>	<b>341,413</b>	<b>139,495</b>								

(1) Data taken from the separate financial statements for the year ended 31 December 2018, which are subject to audit, with the exception of those of Instituto Bolsas y Mercados Españoles, S.L. - Sociedad Unipersonal and BME Post Trade Services, S.A. - Sociedad Unipersonal.

(2) Data obtained from the financial statements of Bolsas y Mercados Españoles Market Data, S.A. - Sociedad Unipersonal and its subsidiaries at 31 December 2018, the separate financial statements of which are subject to audit (the only subsidiary not subject to audit: LATAM Exchanges Data, Inc).

(3) Data obtained from the financial statements of Bolsas y Mercados Españoles Inntech, S.A. - Sociedad Unipersonal and its subsidiaries at 31 December 2018, the separate financial statements of which, in addition to those of Open Finance, S.L., are subject to audit (the following subsidiaries are not subject to audit: Difubolsa - Serviços de Difusão e Informação de Bolsa, S.A., Infobolsa Deutschland, GmbH, BME Regulatory Services, S.A.U. and BME Soporte Local Colombia, S.A.S.).

	Data at 31 December 2017 (thousands of euros)									
	Cost (Note 18)	Dividends received (Note 18)	Non-current investments in Group companies and associates							Other equity
			Registered address	Direct ownership interest	Capital	Share premium and reserves	Interim dividend	Results		
Operating	Net									
Sociedad Rectora de la Bolsa de Valores de Madrid, S.A. - Sociedad Unipersonal <sup>(1)</sup>	54,636	59,190	Madrid	100.00%	21,348	7,077	(55,151)	68,981	58,212	1,082
Sociedad Rectora de la Bolsa de Valores de Barcelona, S.A. - Sociedad Unipersonal <sup>(1)</sup>	38,452	15,054	Barcelona	100.00%	8,564	2,912	(13,769)	14,896	14,643	785
Sociedad Rectora de la Bolsa de Valores Bilbao, S.A. - Sociedad Unipersonal <sup>(1)</sup>	25,588	11,028	Bilbao	100.00%	2,957	3,394	(10,465)	8,682	10,863	331
Sociedad Rectora de la Bolsa de Valores de Valencia, S.A. - Sociedad Unipersonal <sup>(1)</sup>	15,774	5,845	Valencia	100.00%	4,111	1,195	(5,687)	2,891	5,846	473
Bolsas y Mercados Españoles Renta Fija, S.A. - Sociedad Unipersonal <sup>(1)</sup>	13,012	3,099	Madrid	100.00%	3,005	3,527	(2,790)	4,096	3,169	1,792
BME Clearing, S.A. - Sociedad Unipersonal <sup>(1)</sup>	52,572	11,715	Madrid	100.00%	18,030	24,475	(10,601)	15,625	11,751	1,437
MEFF Sociedad Rectora del Mercado de Productos Derivados, S.A. - Sociedad Unipersonal <sup>(1)</sup>	8,512	4,112	Madrid	100.00%	6,650	2,296	(3,868)	3,189	4,366	627
MEFF Tecnología y Servicios, S.A. - Sociedad Unipersonal <sup>(1)</sup>	1,373	576	Barcelona	100.00%	60	546	-	1,023	784	-
Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. - Sociedad Unipersonal <sup>(1)</sup>	112,373	31,055	Madrid	100.00%	114,380	22,144	(28,686)	40,731	31,179	2,280
Instituto Bolsas y Mercados Españoles, S.L., - Sociedad Unipersonal <sup>(1)</sup>	166	69	Madrid	100.00%	10	10	-	36	26	148
Bolsas y Mercados Españoles Market Data, S.A. <sup>(1)</sup>	2,315	12,241	Madrid	51.00%	4,061	701	(20,321)	33,735	25,315	245
Bolsas y Mercados Españoles Inntech, S.A. - Sociedad Unipersonal <sup>(1)(2)</sup>	14,506	2,554	Madrid	100.00%	331	12,044	(1,500)	3,078	2,168	289
BME Post Trade Services, S.A. - Sociedad Unipersonal <sup>(1)</sup>	878	-	Madrid	100.00%	60	13,538	-	836	777	(12,255)
<b>Total</b>	<b>340,157</b>	<b>156,538</b>								

(1) Data taken from the separate financial statements for the year ended 31 December 2017, which are subject to audit, with the exception of those of Instituto Bolsas y Mercados Españoles, S.L. - Sociedad Unipersonal and BME Post Trade Services, S.A. - Sociedad Unipersonal.

(2) Data obtained from the financial statements of Bolsas y Mercados Españoles Inntech, S.A. - Sociedad Unipersonal (formerly Infobolsa, S.A. - Sociedad Unipersonal and its subsidiaries at 31 December 2017, the separate financial statements of which, in addition to those of Open Finance, S.L., are subject to audit (the following subsidiaries are not subject to audit: Difubolsa - Serviços de Difusão e Informação de Bolsa, S.A., Infobolsa Deutschland, GmbH, BME Regulatory Services, S.A.U. and BME Soporte Local Colombia, S.A.S.).

Movements in the cost of "Non-current investments in Group companies and associates - Equity Instruments" in 2018 and 2017 were as follows:

**2018**

	Balances at 31 December 2017	Additions due to Incentives Plan (Note 4.13)	Additions	(Disposals)	Balances at 31 December 2018
<b>Cost:</b>					
Sociedad Rectora de la Bolsa de Valores de Madrid, S.A. - Sociedad Unipersonal	54,636	207	-	-	54,843
Sociedad Rectora de la Bolsa de Valores de Barcelona, S.A. - Sociedad Unipersonal	38,452	105	-	-	38,557
Sociedad Rectora de la Bolsa de Valores de Bilbao, S.A. - Sociedad Unipersonal	25,588	100	-	-	25,688
Sociedad Rectora de la Bolsa de Valores de Valencia, S.A. - Sociedad Unipersonal	15,774	84	-	-	15,858
Bolsas y Mercados Españoles Renta Fija, S.A.- Sociedad Unipersonal	13,012	81	-	-	13,093
BME Clearing, S.A. - Sociedad Unipersonal	52,572	169	-	-	52,741
MEFF Sociedad Rectora del Mercado de Productos Derivados, S.A. - Sociedad Unipersonal	8,512	104	-	-	8,616
MEFF Tecnología y Servicios, S.A. - Sociedad Unipersonal	1,373	-	-	-	1,373
Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. - Sociedad Unipersonal	112,373	270	-	-	112,643
Instituto Bolsas y Mercados Españoles, S.L.- Sociedad Unipersonal	166	20	-	-	186
Bolsas y Mercados Españoles Market Data, S.A.	2,315	50	-	-	2,365
Bolsas y Mercados Españoles Inntech, S.A. - Sociedad Unipersonal	14,506	66	-	-	14,572
BME Post Trade Services, S.A. - Sociedad Unipersonal	878	-	-	-	878
<b>Total</b>	<b>340,157</b>	<b>1,256</b>	-	-	<b>341,413</b>

2017

	Balances at 31 December 2016	Additions due to Incentives Plan (Note 4.13)	Additions	Mergers	(Disposals)	Balances at 31 December 2017
<b>Cost:</b>						
Sociedad Rectora de la Bolsa de Valores de Madrid, S.A. - Sociedad Unipersonal	54,362	274	-	-	-	54,636
Sociedad Rectora de la Bolsa de Valores de Barcelona, S.A. - Sociedad Unipersonal	38,281	171	-	-	-	38,452
Sociedad Rectora de la Bolsa de Valores de Bilbao, S.A. - Sociedad Unipersonal	25,458	130	-	-	-	25,588
Sociedad Rectora de la Bolsa de Valores de Valencia, S.A. - Sociedad Unipersonal	15,652	122	-	-	-	15,774
Bolsas y Mercados Españoles Renta Fija, S.A.- Sociedad Unipersonal	12,798	214	-	-	-	13,012
BME Clearing, S.A. - Sociedad Unipersonal	52,335	237	-	-	-	52,572
MEFF Sociedad Rectora del Mercado de Productos Derivados, S.A. - Sociedad Unipersonal	8,386	126	-	-	-	8,512
MEFF Tecnología y Servicios, S.A. - Sociedad Unipersonal	1,344	-	-	5,529	(5,500)	1,373
MEFF Euroservices, S.A., - Sociedad Unipersonal <sup>(1)</sup>	5,529	-	-	(5,529)	-	-
Bolsas y Mercados Españoles Innova, S.A.- Sociedad Unipersonal <sup>(2)</sup>	2,615	-	-	(2,615)	-	-
Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. - Sociedad Unipersonal	112,002	371	-	-	-	112,373
Instituto Bolsas y Mercados Españoles, S.L.- Sociedad Unipersonal	138	28	-	-	-	166
Bolsas y Mercados Españoles Market Data, S.A.	2,250	65	-	-	-	2,315
Bolsas y Mercados Españoles Inntech, S.A. - Sociedad Unipersonal	14,441	59	-	8,890	(8,884)	14,506
Visual Trader Systems, S.L.	-	-	6,275	(6,275)	-	-
BME Post Trade Services, S.A. - Sociedad Unipersonal	878	-	-	-	-	878
<b>Total</b>	<b>346,469</b>	<b>1,797</b>	<b>6,275</b>	<b>-</b>	<b>(8,109)</b>	<b>340,157</b>

(1) Company absorbed in 2017 by MEFF Tecnología y Servicios, S.A. - Sociedad Unipersonal.

(2) Company absorbed in 2017 by Bolsas y Mercados Españoles Inntech, S.A. - Sociedad Unipersonal.

The following corporate operations were carried out within the Group's investees in 2018:

- In January 2018, the shareholders of Bolsas y Mercados Españoles Market Data, S.A. decided to increase the amount of share capital by €104,150 (in the form of 2,083 new shares, each with a par value of €50). This capital increase was fully subscribed and paid up by Sociedad de Bolsas, S.A. and was executed in an instrument dated 9 February 2018 and entered in the Madrid Mercantile Register on 8 March 2018. As a result of the transaction, the shareholding of the Company became diluted from 51% as at 31 December 2017 to 49.71% as at 31 December 2018.

The main additions and disposals in non-current investments in Group companies and associates in 2017 were as follows:

- On 27 April 2017, the sale by Bolsas y Mercados Españoles, equivalent to the carrying amount at 31 March 2017, of 100% of the share capital of Visual Trader Systems, S.L.U. worth €6,275 thousand, to Sociedad Rectora de la Bolsa de Valores de Madrid, S.A. - Sociedad Unipersonal and to Sociedad Rectora de la Bolsa de Valores de Valencia, S.A. - Sociedad Unipersonal, owning 90% and 10% of the capital at that date, was notarised.
- In 2017, the companies Bolsas y Mercados Españoles Innova S.A.U. and Visual Trader Systems, S.L.U. were absorbed by Infobolsa, S.A.U. On 10 May 2017 the respective Governing Bodies of the above-mentioned companies, formed the merger project of the companies "Bolsas y Mercados Españoles Innova S.A.U." and "Visual Trader Systems, S.L.U." (Absorbed Companies) by the company "Infobolsa, S.A.U." (Absorbing Company) and, as a result of the merger by absorption this resulted in the extinction by means of dissolution without liquidation of the Absorbed Companies, with the equity of the latter transferring en bloc to the Absorbing Company. The above-mentioned merger was approved in the resolutions adopted by the Single Shareholder (Bolsas y Mercados Españoles) of the aforementioned companies, all dated 7 June 2017. Furthermore, it was approved to change of the name of "Infobolsa S.A.U." (Absorbing Company) to "Bolsas y Mercados Españoles Innotech, S.A.U.". On 10 July the above-mentioned merger was notarised and filed with the Madrid Mercantile Registry on 21 July 2017. For accounting purposes, the operations of the Absorbed Companies are considered to have been performed by the Absorbing Company as of 1 January 2017.
- In 2017, MEFF Euroservices S.A.U. was absorbed by MEFF Tecnología y Servicios S.A.U. The respective Governing Bodies of the above-mentioned companies, unanimously formed the merger project of the above mentioned entities on 29 and 30 March 2017, through the absorption of the company "MEFF Euroservices, S.A.U." (Absorbed Company) by the company "MEFF Tecnología y Servicios, S.A.U." (Absorbing Company) and, as a result of the merger by absorption this resulted in the extinction by means of dissolution without liquidation of the Absorbed Company, with the equity of the latter transferring en bloc to the Absorbing Company. The Single Shareholder (Bolsas y Mercados Españoles) of these companies by way of resolutions on 25 April 2017, approved the aforementioned merger which was notarised on 29th of May 2017, and which was filed with the Barcelona Companies Register on 10 July 2017. The operations of the Absorbed Company are considered for accounting purposes to have been performed by the Absorbing Company as of 1 January 2017.
- The disposals recognised in 2017 refer to extraordinary dividends worth €5,500 thousand and €8,884 thousand distributed by MEFF Tecnología y Servicios, S.A. - Sociedad Unipersonal and Bolsas y Mercados Españoles Innotech, S.A.- Sociedad Unipersonal to the Company (Note 4.7).

In 2018 and 2017, the Company recognised no impairment losses on its non-current investments in Group companies and associates.

Information on subsidiaries is provided below.

### ***Sociedad Rectora de la Bolsa de Valores de Madrid, S.A. - Sociedad Unipersonal***

This company was incorporated in Madrid on 7 June 1989, under the simultaneous incorporation procedure with the name of Sociedad Promotora de la Sociedad Rectora de la Bolsa de Valores de Madrid, S.A, and on 27 July 1989 then became Sociedad Rectora de la Bolsa de Valores de Madrid, S.A.

In 2009, the company acquired 15,025 shares in Bolsas y Mercados Españoles Sistemas de Negociación, S.A., equivalent to a 25% ownership interest, from Bolsas y Mercados Españoles, for €118.6 thousand. As a result of this purchase, at 31 December 2018 and 2017 the company had a 25% long-term shareholding in Bolsas y Mercados Españoles Sistemas de Negociación, S.A. At 31 December 2018, the Company also held long-term shareholdings in Sociedad de Bolsas, S.A and Bolsas y Mercados Españoles Servicios Corporativos, S.A. with ownership interests of 25%, and 48%. In 2017, the Company sold its ownership interest of 90% in Visual Trader Systems, S.L. to Bolsas y Mercados Españoles, prior to the absorption of Bolsas y Mercados Españoles Inntech, S.A.U.).

In 2011, in accordance with the provisions of the Information Dissemination Protocol of the Bolsas y Mercados Españoles Group, the company participated in the capital increase of Bolsas y Mercados Españoles Market Data, S.A., subscribing 8,408 new shares, each with a par value of €50, equivalent to a 10.35% shareholding. The capital increase was registered with the Madrid Mercantile Register on 16 August 2011. In this connection, in accordance with the aforementioned protocol, on 1 January 2011 the Company transferred the information dissemination business to Bolsas y Mercados Españoles Market Data, S.A. Due to the participation in the capital of Bolsas y Mercados Españoles Market Data, S.A. by Sociedad de Bolsas, S.A., the percentage of the Company's shareholding in Bolsas y Mercados Españoles Market Data, S.A. increased to 10.09% at 31 December 2018.

### ***Sociedad Rectora de la Bolsa de Valores de Barcelona, S.A. - Sociedad Unipersonal***

Sociedad Promotora de la Bolsa de Valores de Barcelona, S.A. was incorporated on 8 June 1989, subsequently becoming Sociedad Rectora de la Bolsa de Valores de Barcelona, S.A. on 26 July 1989.

In 2009, the company acquired 15,027 shares in Bolsas y Mercados Españoles Sistemas de Negociación, S.A., equivalent to a 25% ownership interest, from Bolsas y Mercados Españoles, for €118.6 thousand. As a result of this purchase, at 31 December 2018 and 2017 the company had a 25% long-term shareholding in Bolsas y Mercados Españoles Sistemas de Negociación, S.A. At 31 December 2018 and 2017, the company also held a long-term 25% shareholding in Sociedad de Bolsas, S.A. In 2017, the company liquidated its long-term shareholding of 100% in Centro de Cálculo de Bolsa, S.A.

In 2011, in accordance with the provisions of the Information Dissemination Protocol of the Bolsas y Mercados Españoles Group, the company participated in the capital increase of Bolsas y Mercados Españoles Market Data, S.A., subscribing 8,268 new shares, each with a par value of €50, equivalent to a 10.18% shareholding. The capital increase was registered with the Madrid Mercantile Register on 16 August 2011. Due to the participation in the capital of Bolsas y Mercados Españoles Market Data, S.A. by Sociedad de Bolsas, S.A., the percentage of the Company's shareholding in Bolsas y Mercados Españoles Market Data, S.A. increased to 9.93% at 31 December 2018.

According to the resolutions adopted by the Company's Board of Directors at its meetings of 25 June and 2015 and 27 July 2015, throughout 2015 the book-entry register of the shares of SICAVs (open-ended collective investment schemes), equity securities listed for trading exclusively on the Barcelona Stock Exchange, and non-listed securities registered on the SCLBARN system, were progressively transferred to Iberclear. This process was completed in 2016 with the transfer of the remaining equity securities and the government debt securities of the Generalitat de Catalunya, and the Company ceased providing Clearing and Settlement services in 2016.

***Sociedad Rectora de la Bolsa de Valores de Bilbao, S.A. - Sociedad Unipersonal***

This company was incorporated as a public limited company on 26 July 1989.

In 2009, the company acquired 15,025 shares in Bolsas y Mercados Españoles Sistemas de Negociación, S.A., equivalent to a 25% ownership interest, from Bolsas y Mercados Españoles, for €118.6 thousand. As a result of this purchase, at 31 December 2018 and 2017 the company had a 25% long-term shareholding in Bolsas y Mercados Españoles Sistemas de Negociación, S.A. At 31 December 2018 and 2017, the company also held a long-term 25% shareholding in Sociedad de Bolsas, S.A.

In 2011, in accordance with the provisions of the Information Dissemination Protocol of the Bolsas y Mercados Españoles Group, the company participated in the capital increase of Bolsas y Mercados Españoles Market Data, S.A., subscribing 8,268 new shares, each with a par value of €50, equivalent to a 10.18% shareholding. The capital increase was registered with the Madrid Mercantile Register on 16 August 2011. Due to the participation in the capital of Bolsas y Mercados Españoles Market Data, S.A. by Sociedad de Bolsas, S.A., the percentage of the Company's shareholding in Bolsas y Mercados Españoles Market Data, S.A. increased to 9.93% at 31 December 2018.

In 2015, the sole shareholder resolved to concentrate in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A., Sociedad Unipersonal all the activities relating to central securities depositaries, including those that until that time had been performed by the Book-entry, Clearing and Settlement service of the Sociedad Rectora de la Bolsa de Valores de Bilbao ("SCL BILBAO"). As a result, in 2015, the book-entry register was progressively transferred to Iberclear, and this process concluded in 2016 with the transfer of the remaining equity securities listed for trading exclusively on the Bilbao stock exchange and the government debt issues made by the Basque government and provincial offices with the Company ceasing to provide book-entry, clearing and settlement services in 2016.

***Sociedad Rectora de la Bolsa de Valores de Valencia, S.A. - Sociedad Unipersonal***

This company was incorporated as a public limited company on 25 July 1989.

In 2009, the company acquired 15,025 shares in Bolsas y Mercados Españoles Sistemas de Negociación, S.A., equivalent to a 25% ownership interest, from Bolsas y Mercados Españoles, for €118.6 thousand. As a result of this purchase, at 31 December 2018 and 2017 the company had a 25% long-term shareholding in Bolsas y Mercados Españoles Sistemas de Negociación, S.A. At 31 December 2018 and 2017, the company also held a long-term 25% shareholding in Sociedad de Bolsas, S.A. In 2017, the Company sold its ownership interest of 10% in Visual Trader Systems, S.L. to Bolsas y Mercados Españoles, prior to the absorption of Bolsas y Mercados Españoles Inntech, S.A.U.).

In 2011, in accordance with the provisions of the Information Dissemination Protocol of the Bolsas y Mercados Españoles Group, the company participated in the capital increase of Bolsas y Mercados Españoles Market Data, S.A., subscribing 8,268 new shares, each with a par value of €50, equivalent to a 10.18% shareholding. The capital increase was registered with the Madrid Mercantile Register on 16 August 2011. Due to the participation in the capital of Bolsas y Mercados Españoles Market Data, S.A. by Sociedad de Bolsas, S.A., the percentage

of the Company's shareholding in Bolsas y Mercados Españoles Market Data, S.A. increased to 9.93% at 31 December 2018.

In 2015, the sole shareholder resolved to concentrate all activities carried out in this area by the central securities depositaries in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A., Sociedad Unipersonal, including those that had previously been carried out by the Book-entry, Clearing and Settlement service of the Sociedad Rectora de la Bolsa de Valores de Valencia ("SACL"). In accordance with the foregoing, in 2015 all existing positions in the SACL were progressively transferred to Iberclear. This process was completed on 25 January 2016, resulting in the termination of the agreement signed between Banco de España and Sociedad Rectora de la Bolsa de Valores de Valencia, S.A. - Sociedad Unipersonal on 18 February 2008.

The most important information concerning the main companies in which the four stock exchange management companies have shareholdings is given below:

***Sociedad de Bolsas, S.A.***

Sociedad de Bolsas, S.A. was incorporated in Madrid on 16 March 1989 under the simultaneous incorporation procedure under the name of Mercado Continuo, S.A. Its initial share capital (€8,414 thousand) was subscribed and paid up by the four Spanish stock exchange management companies.

On 1 February 1990, its share capital was redistributed through the purchase and sale of shares between the four Spanish stock exchange management companies, in accordance with Law 24/1988, of 28 July, on the Securities Market which stated that the Company's share capital must be owned by the four stock exchange management companies in equal parts.

On 26 February 1990, Mercado Continuo, S.A. changed its name to Sociedad de Bolsas, S.A., and partially modified its articles of association to adapt them to the requirements of Article 50 of Law 24/1988, of 28 July, on the Securities Market and Articles 18 to 22 of Royal Decree 726/1989, of 23 June, on Stock Exchange Management Companies and Members, Stock Brokers and Collective Funds.

The Company's activity basically involves operating the programs enabling the trading of securities listed on the electronic stock market of the four official Spanish stock exchanges, and supervising the members of the market in relation to these securities.

In order to provide an additional service to market members, at the end of 1991 the Company also acquired the MEFF-30 and FIEX-35 indices, combining them into a single index, the IBEX 35®, which underpins the trading of futures and options on stock markets. The company owns the IBEX indices and is responsible for managing, supervising and marketing them, and publishing them on a daily basis.

The company transferred the information dissemination business to Bolsas y Mercados Españoles Market Data, S.A. on 1 January 2011, in accordance with the Information Dissemination Protocol of the Bolsas y Mercados Españoles Group. In continuance of the aforementioned Protocol, on 20 June 2017, the Second Information Dissemination Protocol was implemented, by virtue of which Bolsas y Mercados Españoles Market Data, S.A. assumes the promotion and marketing of the use of the IBEX indices, owned by Sociedad de Bolsas, S.A.

In January 2018, the Company acquired a shareholding of 2.5% in Bolsas y Mercados Españoles Market Data, S.A., which it maintained at 31 December 2018.

At 31 December 2018 and 2017, it held a long-term 11% shareholding in Bolsas y Mercados Españoles Servicios Corporativos, S.A.

#### ***Bolsas y Mercados Españoles Sistemas de Negociación, S.A.***

Bolsas y Mercados Españoles Sistema de Negociación, S.A. was incorporated in Madrid, for an indefinite period of time, on 21 February 2006, as Mercado Alternativo Bursátil, S.A., via the simultaneous incorporation procedure, by Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A. On 6 May 2010 it adopted its current corporate name.

Its corporate purpose is to organise, manage and oversee the multilateral trading facilities, the Alternative Equity Market (MAB for its initials in Spanish) and Latin American Securities Market (Latibex), and to take responsibility for their organisation and internal functioning, for which it shall be endowed with the necessary resources. The company is therefore legally considered the management company of the MAB and Latibex.

The creation of the MAB was authorised by the Spanish Cabinet, based on a proposal made by the CNMV on 30 December 2005. It is a nationwide organised trading system. Its organisation and operations are supervised by the CNMV and its overriding purpose is to provide an organised system for arranging, settling, clearing and registering trades in:

- a. Shares and other instruments of Collective Investment Institutions
- b. Securities and instruments issued by or relating to small-cap entities
- c. Other securities and instruments which, because of their special characteristics, require specific regulations

MAB currently has four separate securities trading segments:

- a. Open-ended collective investment schemes (SICAVs) and hedge funds (HF).
- b. Venture capital firms.
- c. Growth companies.
- d. Listed real-estate investment trusts (REITs).

Latibex, created pursuant to authorisation by the Council of Ministers on 29 November 1999, is a nationwide organised trading system. Its organisation and operations are supervised by the CNMV and its overriding purpose is to provide a multilateral facility for arranging, settling, clearing and registering trades involving securities issued by entities domiciled in Latin America and previously admitted to trading on a stock exchange in Latin America.

As a prerequisite to becoming the management company of the aforementioned multilateral trading facilities, Sociedad Rectora de la Bolsa de Valores de Madrid, S.A. - Sociedad Unipersonal, Sociedad Rectora de la Bolsa de Valores de Barcelona, S.A. - Sociedad Unipersonal, Sociedad Rectora de la Bolsa de Valores de Valencia, S.A. - Sociedad Unipersonal y Sociedad Rectora de la Bolsa de Valores de Bilbao, S.A. - Sociedad Unipersonal acquired 100% of this company's capital, in equal shares, from Bolsas y Mercados Españoles (until then, the company's sole shareholder). As a result, the four stock exchange management companies became the company's shareholders, each holding a 25% stake.

On 16 April 2010, the company was authorised by the CNMV to transform MAB and LATIBEX (formally organised trading systems) into multilateral trading facilities. Subsequently, on 6 May 2010, the company executed the change in its corporate purpose in a public instrument, expanding it to include organising, managing and overseeing the Latibex market, and adopting its current corporate name.

The Real Estate Investment Trusts ("REITs") Trading segment on the MAB was inaugurated on 28 November 2013.

#### ***Bolsas y Mercados Españoles Market Data, S.A.***

Bolsas y Mercados Españoles Market Data, S.A. was incorporated in Madrid on 23 May 2008 for an indefinite period with a share capital of €61 thousand (consisting of 1,220 shares with a par value of €50 each). Its sole shareholder is Bolsas y Mercados Españoles.

On 22 December 2010, as sole shareholder, the Company decided to increase the amount of share capital by €2,000,000 (in the form of 40,000 new shares, each with a par value of €50, fully subscribed and paid up by the Company). The public deed for the capital increase was executed on 28 December 2010, submitted to the Companies Register on 29 December 2010 and placed on file on 3 January 2011.

During 2011, the Company decided to increase the amount of share capital by €2,000,000 (in the form of 40,000 new shares, each with a par value of €50). This share capital increase was fully subscribed and paid up by the Madrid, Barcelona, Bilbao and Valencia stock exchange companies, Bolsas y Mercados Españoles Renta Fija .S.A. – Sociedad Unipersonal, formerly AIAF Mercado de Renta Fija, S.A. - Sociedad Unipersonal, BME Clearing, S.A. - Sociedad Unipersonal, formerly MEFF Sociedad Rectora de Productos Derivados de Renta Variable, S.A. - Sociedad Unipersonal and Bolsas y Mercados Españoles, and registered in the Madrid Mercantile Register on 16 August 2011.

In January 2018, the shareholders decided to increase the amount of share capital by €104,150 (in the form of 2,083 new shares, each with a par value of €50). This capital increase was fully subscribed and paid up by Sociedad de Bolsas, S.A. and was executed in an instrument dated 9 February 2018 and entered in the Madrid Mercantile Register 8 March 2018.

At 31 December 2018, the Company's shareholders and their ownership interests were as follows:

Company	Ownership interest
Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A.	49.71%
Sociedad Rectora de la Bolsa de Valores de Madrid, S.A. - Sociedad Unipersonal	10.09%
Sociedad Rectora de la Bolsa de Valores de Barcelona, S.A. - Sociedad Unipersonal	9.93%
Sociedad Rectora de la Bolsa de Valores de Valencia, S.A. - Sociedad Unipersonal	9.93%
Sociedad Rectora de la Bolsa de Valores de Bilbao, S.A. - Sociedad Unipersonal	9.93%
MEFF Sociedad Rectora del Mercado de Productos Derivados, S.A. - Sociedad Unipersonal	7.77%
Bolsas y Mercados Españoles Renta Fija, S.A. - Sociedad Unipersonal	0.14%
Sociedad de Bolsas, S.A.	2.50%

The Company took on the information dissemination business on 1 January 2011, in accordance with the Information Dissemination Protocol of the Bolsas y Mercados Españoles Group. In continuance of the aforementioned Protocol, on 20 June 2017, the Second Information Dissemination Protocol was implemented, by virtue of which Bolsas y Mercados Españoles Market Data, S.A. assumes the promotion and marketing of the use of the IBEX indices, owned by Sociedad de Bolsas, S.A.

The company's corporate purpose is:

- a. To receive, process, prepare, manage, disseminate, market and distribute any type of financial, economic, stock market, monetary and commercial information of any type by electronic or other means.
- b. To prepare, develop and market programs, computer materials, systems or other elements designed to capture, handle, disseminate and use all kinds of financial, economic, stock market, monetary and commercial information.
- c. To receive, process, develop, handle, disseminate and distribute information on transactions in financial instruments and communicate this information to all kinds of national or international, public or private institutions and authorities.
- d. To perform consultancy and advisory activities related to the procedures, development and management of the aforementioned activities.

Such activities may be carried out directly by the company or via interests in the activities of other companies with a similar corporate purpose, to which end it may promote the incorporation of such companies or take equity interests in them.

The Company will carry on the activities comprising its corporate purpose without prejudice to the application of the supervisory and legal regimes, administrative control and any inspections to which the information on these activities may be subject.

"LATAM Exchanges Data, Inc." was incorporated on 15 May 2018 as a company in accordance with the laws of the State of Florida. The main registered office of the company is in the city of Miami, (United States of America). The fully subscribed and paid up shares total \$1,000 thousand (€873 thousand on 31 December 2018), distributed among 100 ordinary shares which were fully subscribed and paid up by Bolsas y Mercados Españoles Market Data, S.A. (51%) and Bolsa Mexicana de Valores, S.A.B. de Capital Variable (49%).

The corporate purpose of this company is the design, commercialisation and sale of the information pertaining to the Latin American markets.

***BME Clearing, S.A. – Sociedad Unipersonal***

MEFF Sociedad Rectora de Productos Derivados, S.A. - Sociedad Unipersonal, was incorporated on 7 December 1988 under the name OM Ibérica, S.A., and commenced operations on 8 November 1989.

Its principal activity was the management of the Equity Derivative Financial Products Market and the clearing and settlement house for operations in this market. In 2010, as a result of publication of Royal Decree 1282/2010, of 15 October, regulating official secondary markets for futures, options and other derivative financial instruments, the company amended its Articles of Association, mainly to include the change in its name to MEFF Sociedad Rectora de Productos Derivados, S.A. and the inclusion in its corporate purpose of the performance of activities set forth in Article 59 of the Securities Market Act, as well as those provided by Article 44 ter relating to the central counterparty activities stipulated in said Royal Decree, its corporate purpose now being understood to include all activities permitting this purpose to be fulfilled and which are within the law, in particular those rules governing the markets at any given time.

In this connection, on 21 December 2010, the CNMV published in the Official State Gazette (BOE) the new official secondary futures and options markets (MEFF) Rule Book, which entered into force on 24 January 2011.

In 2011, in accordance with the provisions of the Information Dissemination Protocol of the Bolsas y Mercados Españoles Group, the company participated in the capital increase of Bolsas y Mercados Españoles Market Data, S.A., subscribing 6,473 new shares, each with a par value of €50, equivalent to a 7.97% shareholding. The capital increase was registered with the Madrid Mercantile Register on 16 August 2011. In this connection, in accordance with the aforementioned protocol, on 1 January 2011 the company transferred the information dissemination business to Bolsas y Mercados Españoles Market Data, S.A.

On 28 June 2012, the Boards of Directors of MEFF Sociedad Rectora de Productos Financieros Derivados de Renta Fija, S.A. - Sociedad Unipersonal and the company approved the merger and takeover by the company of MEFF Sociedad Rectora de Productos Derivados, S.A. - Sociedad Unipersonal with the latter being wound up through dissolution without liquidation and the transfer en bloc of its assets and liabilities to MEFF Sociedad Rectora de Productos Derivados, S.A. - Sociedad Unipersonal, which has acquired through universal succession the rights and obligations of MEFF Sociedad Rectora de Productos Financieros Derivados de Renta Fija, S.A. - Sociedad Unipersonal.

Further, on 28 and 29 June 2012, the Boards of Directors of the company and MEFF Tecnología y Servicios, S.A. – Sociedad Unipersonal, agreed the partial spin-off of MEFF Tecnología y Servicios, S.A. - Sociedad Unipersonal in favour of the company. This involved transferring the business unit comprising the derivatives market technical and human resources to MEFF Tecnología y Servicios, S.A. - Sociedad Unipersonal, in favour of the company, which acquired all the assets and liabilities, rights and obligations of this business unit through universal succession.

The public deed of merger and partial spin-off was executed on 26 November 2012, and filed with the Barcelona and Madrid Mercantile Registers on 14 and 28 December 2012.

The merger and partial spin-off described above were conducted to reorganise the Bolsas y Mercados Españoles Group companies involved in activities in the derivatives markets, providing the technical services on which this market is based, to increase the Group's efficiency and reorganise the activities of the companies involved.

Lastly, as a result of the new fixed income securities central counterparty activities carried out by the Company, its Rule Book was amended on 31 October 2012.

On 27 June 2013, the Board of Directors of BME Clearing, S.A. – Sociedad Unipersonal and MEFF Sociedad Rectora del Mercado de Productos Derivados, S.A. – Sociedad Unipersonal, agreed the partial spin-off of BME Clearing, S.A. – Sociedad Unipersonal (the spun off company) to MEFF Sociedad Rectora del Mercado de Productos Derivados, S.A. - Sociedad Unipersonal (the beneficiary). This involved transferring the business unit comprising the assets and technical and human resources necessary to manage the official secondary market for the derivative products of BME Clearing, S.A. – Sociedad Unipersonal to MEFF Sociedad Rectora del Mercado de Productos Derivados, S.A. – Sociedad Unipersonal, which acquired all the assets and liabilities, rights and obligations of the business unit through universal succession.

The deed for the partial spin-off was executed on 9 September 2013 and filed with the Madrid Mercantile Register on 30 September 2013. From that date, BME Clearing's corporate purpose is to intervene on its own account in the clearing and settlement of securities or financial instruments as set forth at that time in Article 44 ter of the Securities Market Act and the implementing provisions thereof applicable at any given time.

The partial spin-off described above was conducted to reorganise the Bolsas y Mercados Españoles Group companies involved in activities in the derivatives markets and the technical services on which this market is based with a view to making the supervised Group's structure more efficient and reorganising the activities of the companies involved.

On 13 December, transferred its shareholding in Bolsas y Mercados Españoles Market Data, S.A. and Bolsas y Mercados Españoles Servicios Corporativos, S.A. to MEFF Sociedad Rectora del Mercados de Productos Derivados, S.A.U.

On 16 September 2014, the CNMV informed BME Clearing S.A. - Sociedad Unipersonal that it had been granted authorisation to perform clearing services as a central counterparty, in accordance with article 14 of Regulation (EU) 648/2012 of the European Parliament and Council, of 4 July 2012, relative to OTC derivatives, central counterparties and trade repositories, and point 1 of article 44 ter. of Law 24/1988, of 28 July, on the Securities Market.

On 29 July 2015, the CNMV informed BME Clearing S.A. - Sociedad Unipersonal that it had been granted authorisation to extend its activities, under Article 15 of EMIR, to provide services as central counterparty for equity (Equity Segment) and derivatives financial instruments (OTC) on interest rates (IRS), likewise authorising the amendment of the Rule Book of BME Clearing S.A. – Sociedad Unipersonal, the General Conditions of the Equity Segments and the General Conditions of the Derivatives (OTC) Segment on interest rates.

Therefore, with the entry into force of the reform of the Spanish securities clearing, settlement and registration system from 27 April 2016, the Company incorporated into its activity the clearing of trades on securities admitted to trading on the Spanish Stock Exchanges and on the MAB and Latibex multilateral trading systems.

On 1 June 2017, BME Clearing S.A.U. obtained authorisation to extend its services as central counterparty to GAS contracts, with physical delivery, which form part of the CCP's Energy Segment.

#### ***MEFF Tecnología y Servicios, S.A. - Sociedad Unipersonal***

MEFF Tecnología y Servicios, S.A, formerly Mercado Español de Futuros Financieros Services, S.A, was incorporated with limited liability on 4 July 1996.

On 11 May 2006, MEFF Tecnología y Servicios signed a contract with Red Eléctrica de España, S.A., through which this latter company authorised MEFF Tecnología y Servicios to operate as a third party authorised to make collections and payments, and issue the invoices, as well as receive and manage collateral, in its role as CCP between electricity suppliers and purchasers, referred to as Market Subjects. Red Eléctrica de España, S.A. is the operator of the Spanish electricity system and, as established by Law 54/1997 amended by Royal Decree Law 5/2005, is responsible, inter alia, for the settlement and notification of payments and collections, as well as the receipt and management of collateral, where applicable, for operations performed by Market Subjects in relation to system adjustments and the power guarantee.

On 28 and 29 June 2012, the Boards of Directors of MEFF Sociedad Rectora de Productos Derivados, S.A. - Sociedad Unipersonal and the company, agreed the partial spin-off of the company to MEFF Sociedad Rectora de Productos Derivados, S.A. - Sociedad Unipersonal. This involved transferring the business unit comprising the derivatives market technical and human resources to MEFF Sociedad Rectora de Productos Derivados, S.A. – Sociedad Unipersonal, which acquired all the assets and liabilities, rights and obligations of the business unit through universal succession. The public deed of the partial spin-off was executed on 26 November 2012, and filed with the Barcelona and Madrid Mercantile Registries on 14 and 28 December 2012.

Also in 2012, MEFF Sociedad Rectora de Productos Financieros Derivados de Renta Fija, S.A. - Sociedad Unipersonal was absorbed by MEFF Sociedad Rectora de Productos Derivados, S.A. - Sociedad Unipersonal - see above - and this, together with the partial spin-off described above was conducted to reorganise the Bolsas y Mercados Españoles Group companies involved in activities in the derivatives markets and the technical services on which this market is based with a view to making the supervised Group's structure more efficient, and to reorganise the activities of the companies involved.

On 25 April 2017, the Sole Shareholder (Bolsas y Mercados Españoles) de MEFF Tecnología y Servicios, S.A. - Sociedad Unipersonal and MEFF Euroservices, S.A., - Sociedad Unipersonal, approved the merger of the latter by the former, a merger that was notarised on 29 May 2017 and recorded in the Barcelona Companies Register on 10 July 2017.

#### ***Bolsas y Mercados Españoles Renta Fija, S.A. - Sociedad Unipersonal***

The corporate purpose of Bolsas y Mercados Españoles Renta Fija, S.A. - Sociedad Unipersonal after the merger with Sistema Electrónico de Negociación de Activos Financieros, S.A, as described below, is to supervise, manage and operate the fixed income securities market, AIAF MERCADO DE RENTA FIJA (the "AIAF Market"), to supervise, manage and operate the multilateral trading facility Sistema Electrónico de Negociación de Activos Financieros (SENAF.SMN), and to supervise, manage and operate the Mercado Alternativo de Renta Fija (MARF) multilateral trading facility and the activities performed through this platform.

AIAF Mercado de Renta Fija is an official, active, regulated and decentralised secondary market for fixed income securities. It was authorised by a Ministry for the Economy and Finance Order, of 1 August 1991, and its official status was recognised in accordance with the Transitional Provision Six of Law 37/1998, of 16 November, of the Reform of Act 24/1988, of 28 July, of the Securities Market.

On 22 April 2009, the Board of Directors of AIAF Mercado de Renta Fija, S.A. - Sociedad Unipersonal and Sistema Electrónico de Negociación de Activos Financieros, S.A. (absorbed company), approved the merger by absorption of Sistema Electrónico de Negociación de Activos Financieros, S.A. by AIAF Mercado de Renta Fija, S.A. - Sociedad Unipersonal, with the former being wound up through dissolution without liquidation.

At the meetings held on 25 May 2009, the sole shareholder of AIAF Mercado de Renta Fija, S.A. - Sociedad Unipersonal and the General Shareholders' Meeting of Sistema Electrónico de Negociación de Activos Financieros, S.A. approved the merger of the two entities through the absorption of Sistema Electrónico de Negociación de Activos Financieros, S.A. by AIAF Mercado de Renta Fija, S.A. - Sociedad Unipersonal, and the winding up by dissolution without liquidation of the former, and the subsequent transfer en bloc of the absorbed company's assets and liabilities to the absorbing company, which acquired all the rights and obligations of the absorbed company by universal succession.

The public merger deed was executed on 17 July 2009 and filed with the Companies Register on 22 July 2009.

In 2011, in accordance with the provisions of the Information Dissemination Protocol of the Bolsas y Mercados Españoles Group, the company participated in the capital increase of Bolsas y Mercados Españoles Market Data, S.A., subscribing 113 new shares, each with a par value of €50, equivalent to a 0.14% shareholding. The capital increase was registered with the Madrid Mercantile Register non 16 August 2011. In this connection, in accordance with the aforementioned protocol, on 1 January 2011 the Company transferred the information dissemination business to Bolsas y Mercados Españoles Market Data, S.A. Due to the entry into the capital of Bolsas y Mercados Españoles Market Data, S.A. by Sociedad de Bolsas, S.A., the percentage of the Company's shareholding in Bolsas y Mercados Españoles Market Data, S.A. remains at 0.14% at 31 December 2018.

Since 7 October 2013, AIAF Mercado de Renta Fija is the governing body of the Mercado Alternativo de Renta Fija (MARF) multilateral trading facility.

In addition, at 31 December 2018 and 2017, it held a long-term 9% stake in Bolsas y Mercados Españoles Servicios Corporativos, S.A.

***Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. - Sociedad Unipersonal***

Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Sociedad de Sistemas) was incorporated on 7 June 2000 under the name Promotora para la Sociedad de Gestión de los Sistemas Españoles de Liquidación, S.A.

This company's initial corporate purpose resulted from Act 44/2002 of 22 November, on measures for the reform of the financial system (the Spanish Finance Act), which established the legal changes necessary to complete the integration of the registration, clearing and settlement systems and designed a legal regime to enable the creation of the Sociedad de Sistemas (Systems Company) by integrating the S.C.L.V. and CADE.

In application of the aforementioned provisions of the Financial Systems Act, the Universal Extraordinary General Meeting held on 22 January 2003 adopted, inter alia, the following resolutions: to change the company's name to "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A." and to amend the corporate purpose and the articles of association and to increase the company's share capital by means of non-cash contributions, namely: (i) 100% of the share capital of the S.C.L.V., contributed by Bolsas y Mercados Españoles; and (ii) the necessary resources to carry out the relevant public debt book-entry market functions

consisting, inter alia, of goodwill in respect of government debt clearing, settlement and registration activity transferred from CADE to Sociedad de Sistemas, contributed by Banco de España.

Lastly, with economic effect from 1 January 2003, Sociedad de Sistemas merged and absorbed the S.C.L.V. under the terms laid down in the Financial Systems Act.

Sociedad de Sistemas currently has the following functions:

- a. Keeping the accounting record of securities represented in the form of book entries listed for trading on the Government Debt Book-entry Market, in accordance with the provisions of the Securities Market Act; of securities listed for trading on the Spanish Stock Exchanges, as designated by the Governing Companies; and of other securities admitted to trading on official secondary markets and multilateral trading facilities, as designated by the governing bodies of the markets and systems.
- b. Keeping the accounting records of other securities not listed for trading on official secondary markets, regulated markets or multilateral trading facilities.
- c. Managing the settlement and, as necessary, the clearing of securities and cash arising from security trading.
- d. To provide the services for which it has been authorised pursuant to Regulation (EU) No 909/2014 of the European Parliament and of the Council of 23 July 2014 on improving securities settlement in the European Union and on central securities depositories and amending Directives 98/26/EC and 2014/65/EU and Regulation (EU) No 236/2012.
- e. Providing services in connection with the European emission rights trading and registration system.
- f. Any other duties assigned to it by the Spanish government, subject to prior reports from the CNMV and, if applicable, Banco de España

The Company may not carry out or include as part of its corporate purpose any activities for which it is not legally authorised or for the exercise of which the Law requires any kind of administrative authorisation it does not hold.

The reform of the Spanish securities clearing, settlement and registration system (instigated by Law 32/2011, of 4 October, and culminating in the first final provision of Law 11/2015, of 18 June, with the aim of standardising Spanish post-trading activities in line with those of our main European partners) involves three main changes: a) a move to a holdings-based registration system for equity securities; b) the introduction of a central counterparty (CCP) and c) the bringing together the current settlement systems, CADE and SCLV, into a single platform.

With the entry into force of the Reform, since 27 April 2016, the Company has managed the following securities settlement systems: the ARCO securities settlement system and the clearing and settlement system for transactions carried out in the book-entry government debt market and the AIAF fixed income market.

On 18 September 2017, the second phase of the Reform was completed with (a) inclusion in the ARCO Settlement System for the settlement of securities included up until that time on the clearing and settlement system for transactions carried out in the book-entry government debt market and the AIAF fixed income market and (b) the migration of the Eurosystem to the Target2 Securities (T2S) settlement platform, thus permitting the standardisation of the post-trade systems of the Spanish market with those of the other European markets.

At 31 December 2018 and 2017, the Company held long-term shareholdings in Bolsas y Mercados Españoles Servicios Corporativos, S.A. and Regis-TR, S.A., with ownership interests of 21% and 50% respectively.

Significant information concerning Regis-TR, S.A. is provided below.

#### **Regis-TR, S.A.**

On 9 December 2010, Regis-TR, S.A. was incorporated in Luxembourg for an indefinite period by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. - Sociedad Unipersonal and Clearstream Banking, S.A., with share capital totalling €3,600 thousand (in the form of 36,000 shares, each with a par value of €100, fully subscribed and paid up, in equal amounts, by the two companies).

Its corporate purpose is:

- a. The company will act as a trade repository and authorised information system under the provisions of the applicable Luxembourg legislation.
- b. Its corporate purpose is the administration and registration of information relating to any derivative contract and with transactions (hereinafter "Derivatives", including, but not limited to, over-the-counter derivatives (OTCs), exchange traded derivatives (ETDs), contracts and trades) entered into by financial and non-financial counterparties, as well as the reporting of information received on these derivatives, inter alia, to the market Supervisory authorities and regulatory authorities and derivative market participants.
- c. The purpose of the company is the administration and registration of information relating to any trade on wholesale energy products (hereinafter, "Wholesale market energy products", including, but not limited to contracts, the execution of transactions and derivatives relating to the production, supply, transport and distribution of electricity and natural gas, and information on the capacity and use of facilities for the production, storage, consumption and transmission of electricity and natural gas and the use of liquefied natural gas (LNG) facilities, including non-scheduled and scheduled non-availability of these facilities) agreed between participants in the wholesale energy market, including the transmissions to the operators of the system, operators of storage and liquefied natural gas systems, together the reporting in its own name and on behalf of others of all data gathered on wholesale energy products, inter alia, to the Agency for the Cooperation of Energy Regulators (ACER) as well as the market supervisory authorities and regulators, via automatic means of access to such information and/or prior request by the aforementioned authorities, as well as to the participants of the wholesale energy market.
- d. To provide collateral evaluation and management services in relation to Derivatives. It may also delegate its services to a third party, and perform any commercial activity with regard to intellectual property in relation to the company's corporate purpose described above.
- e. To provide supplementary financial, commercial and/or industrial services necessary to fulfil and develop its corporate purpose.

It is a private entity and therefore no quoted market prices for its shares are available. There is no contingent liability with regard to the Group's stake in the joint venture.

***BME Post Trade Services, S.A. - Sociedad Unipersonal***

The company's corporate purpose is to design, establish, create, exploit and market, in any format, all kinds of products, services, systems, procedures and IT networks, devised to capture orders, information and any class of message issued or received by entities acting as central depositories or engaged in keeping accounting records for securities and financial instruments, and the provision of services related to these entities.

Link Up Capital Markets, S.A., was incorporated by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A., -Sociedad Unipersonal, together with a plurality of shareholders. In 2013 and 2014, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. - Sociedad Unipersonal performed a series of successive acquisitions from previous shareholders, a process that terminated on 14 January 2014 with the acquisition of 1.71% of the capital of Link Up Capital Markets, S.A. - Sociedad Unipersonal, an operation that resulted in a 100% shareholding.

On 21 November 2014, Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A. acquired 100% of the share capital of Link Up Capital Markets, S.A. from Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. - Sociedad Unipersonal, for €878 thousand, equivalent to the theoretical carrying amount of the shares of Link Up Capital Markets, S.A. at 31 October 2014.

On 7 September 2016, the Company changed its name to BME Post Trade Services, S.A. - Sociedad Unipersonal (from Link Up Capital Markets, S.A. - Sociedad Unipersonal).

***Instituto Bolsas y Mercados Españoles, S.L. - Sociedad Unipersonal***

This company was incorporated in Madrid, for an indefinite time period, on 28 July 2006.

Its corporate purpose is to organise and give courses, seminars, lectures, postgraduate programmes, advanced training and, in general, any training activity connected with the financial industry and the securities markets, and to draw up, edit and publish related academic material of all kinds.

### ***Bolsas y Mercados Españoles Inntech, S.A.U.***

This company was incorporated in Madrid in May 1990 under the name of Sociedad de Difusión de Información de la Bolsa de Valores de Madrid, S.A.

In 2008, Sociedad Rectora de la Bolsa de Valores de Madrid, S.A. - Sociedad Unipersonal sold its entire shareholding in Bolsas y Mercados Españoles Inntech, S.A.U., formerly Infobolsa, S.A. - Sociedad Unipersonal, equivalent to a holding of 50%, to Bolsas y Mercados Españoles.

On 25 February 2016, Bolsas y Mercados Españoles Sociedad Holding de Mercados y Sistemas Financieros, S.A. acquired 50% of Infobolsa, S.A. from Deutsche Börse, A.G. For €8,200 thousand, and as of that date owns 100% of the company. Bolsas y Mercados Españoles now indirectly owns through Infobolsa, S.A. - Sociedad Unipersonal, 81% of the share capital of Open Finance, S.L., 100% of Difubolsa – Serviços de Difusão e Informação de Bolsa, S.A. and 100% de Infobolsa Deutschland, GmbH, all of which are directly owned by Infobolsa, S.A.U. - Sociedad Unipersonal.

On 25 March 2011, Infobolsa, S.A. - Sociedad Unipersonal acquired 62% of the share capital of Open Finance, S.L., for €3,514 thousand. Furthermore, in a supplementary agreement, Infobolsa, S.A. – Sociedad Unipersonal and all non-controlling shareholders of Open Finance, S.L. signed long-term sale-purchase agreements on the remaining 38% capital of Open Finance, S.L. (cross options). On 1 July 2014, Infobolsa, S.A. - Sociedad Unipersonal acquired 19% of the share capital of Open Finance, S.L., for €550 thousand. On 8 March 2018, Bolsas y Mercados Españoles Inntech, S.A.U. acquired an additional shareholding of 9% of the capital in Open Finance S.L. for the amount of €285 thousand, and as a result, as at 31 December 2018, was the owner of 90% of the shares in said company.

"BME Soporte Local Colombia, S.A.S." was incorporated on 5 January 2017 as a simplified joint stock company, incorporated in accordance with the laws of the Republic of Colombia. The share capital is represented by 150 million ordinary shares with a par value of 1 Colombian peso, fully subscribed and paid up by Infobolsa, S.A.U.

"BME Regulatory Services, S.A.U." was incorporated on 12 May 2017 as a limited company with a share capital of 60 thousand registered shares with a par value of 1 euro each, fully subscribed and paid up by Infobolsa, S.A.U.

On 7 June 2017, the Sole Shareholder Bolsas y Mercados Españoles, approved the merger of the companies Bolsas y Mercados Españoles Innova S.A.U. and Visual Trader Systems, S.L.U. (Absorbed Companies) by Infobolsa, S.A. - Sociedad Unipersonal (Absorbing Company), as well as the change of the corporate name of Infobolsa, S.A. Sociedad Unipersonal to the present name of Bolsas y Mercados Españoles Inntech, S.A. - Sociedad Unipersonal.

Therefore, at 31 December 2018, the company had a shareholding of 100% in BME Soporte Local Colombia, S.A.S. and BME Regulatory Services, S.A.U.

### ***MEFF Sociedad Rectora del Mercado de Productos Derivados, S.A. - Sociedad Unipersonal***

MEFF Sociedad Rectora del Mercado de Productos Derivados, S.A. – Sociedad Unipersonal was incorporated in Madrid, for an indefinite period of time, on 21 November 2012 by Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A. with share capital of €60 thousand (consisting of 60,000 shares with a par value of €1 each, all of them fully subscribed and paid up).

Its corporate purpose was to analyse and prepare projects related to developing and managing markets for financial products.

On 27 June 2013, the Board of Directors of BME Clearing, S.A. – Sociedad Unipersonal and MEFF Sociedad Rectora del Mercado de Productos Derivados, S.A. – Sociedad Unipersonal, agreed the partial spin-off of BME Clearing, S.A. – Sociedad Unipersonal (the spun off company) to MEFF Sociedad Rectora del Mercado de Productos Derivados, S.A. - Sociedad Unipersonal (the beneficiary). This involved transferring the business unit comprising the assets and technical and human resources necessary to manage the official secondary market for the derivative products of BME Clearing, S.A. – Sociedad Unipersonal to MEFF Sociedad Rectora del Mercado de Productos Derivados, S.A. – Sociedad Unipersonal, which acquired all the assets and liabilities, rights and obligations of the business unit through universal succession.

On 26 June 2013, BME, as the sole shareholder of both companies, agreed the partial spin-off to this company and the amendment of its articles of association including, inter alia, the change of its name to MEFF Sociedad Rectora del Mercado de Productos Derivados, S.A.U. and its corporate purpose which, on authorisation by the Ministry of Economy and Competitiveness, became that of a management company of an official secondary market for futures and options, "to oversee and manage trading and recording trades in futures, options and other derivative financial instruments, irrespective of the underlying assets, provided for in Article 2 of Law 24/1988 of 28 July on the Securities Market."

On 5 September 2013, as the sole shareholder of the company, it carried out a capital increase with cash contributions of €6,590,000 through the issuance of 6,590,000 shares of €1 par value each, with an issue premium of €0.2019 per new share.

The deeds for the partial spin-off and capital increase were granted on 9 September 2013 and filed with the Madrid Mercantile Register on 30 September 2013.

At 31 December 2018 and 2017, the Company held long-term shareholdings in Bolsas y Mercados Españoles Servicios Corporativos, S.A. with ownership interests of 11% and 7.97% respectively. Due to the participation in the capital of Bolsas y Mercados Españoles Market Data, S.A. by Sociedad de Bolsas, S.A., the percentage of the Company's shareholding in Bolsas y Mercados Españoles Market Data, S.A. stood at 7.77% at 31 December 2018 (7.97% at 31 December 2017). Both shareholdings were acquired by virtue of the sale and purchase agreement entered into with BME Clearing S.A.U on 13 December 2013.

## **10. Current investments in Group companies and associates**

The breakdown of this balance sheets item in 2018 and 2017 is as follows:

	Thousands of euros	
	2018	2017
Other financial assets (Note 18)	6,907	7,095
	<b>6,907</b>	<b>7,095</b>

"Other financial assets" includes the debit balance of €5,717 thousand (€5,923 thousand in 2017) for the difference between the portion of the consolidated taxable income recognised for each of these companies in the tax

group and the amount received by Bolsas y Mercados Españoles from these companies in relation to payments on account, a debit balance of €1,144 thousand (€1,166 thousand in 2017) for the result of settlement of each of these companies under the Special Companies Group System for Value-Added Tax (Note 15-a) and €46 thousand at 31 December 2018, corresponding mainly to the outstanding amount receivable for the transfers of health benefit obligations (Note 14) (intercompanies current account balance for the amount of €6 thousand as at 31 December 2017).

## **11. Current payables to Group companies and associates**

In 2017, to make the Group's cash management during the performance of its business activities more efficient, the Company signed an agreement with Bankinter, S.A. and some of the Group's companies for a centralised current account to be managed by the Company into which the current account balances of the different signatory companies are fed.

Under this agreement, in 2017 the Company signed:

- a "Framework Service Provision Agreement - Cash Optimisation System" with Bankinter, S.A. to regulate the Company's and its subsidiaries' cash management centralisation system.
- a "Cash pooling agreement" with some of the Group's companies, which can be considered a loan agreement, through which cash positions are transferred. By virtue of this agreement, the balance in favour of each of the Group's companies will accrue an annual Euribor interest rate plus 0.5 percent, which will be calculated on the average monthly balance in its favour during the calendar month. The duration of these agreements is indefinite and at 31 December 2018, the signatory Group's companies were Sociedad Rectora de la Bolsa de Valores de Madrid, S.A. - Sociedad Unipersonal, Sociedad Rectora de la Bolsa de Valores de Barcelona, S.A. - Sociedad Unipersonal, Sociedad Rectora de la Bolsa de Valores Bilbao, S.A. - Sociedad Unipersonal, Sociedad Rectora de la Bolsa de Valores de Valencia, S.A. - Sociedad Unipersonal, Bolsas y Mercados Españoles Renta Fija, S.A.- Sociedad Unipersonal, MEFF Tecnología y Servicios, S.A. - Sociedad Unipersonal and BME Servicios Corporativos, S.A.

In accordance with the foregoing, under "Current payables to Group companies and associates" of the statement of financial position at 31 December 2018 and 31 December 2017, the Company included €29,178 thousand and €38,628 thousand, respectively for the debt incurred with the Group's companies due to the current account balances that those companies placed at the Company's disposal as the centralised bank account manager, and €6 thousand for accrued and unpaid interest at 31 December 2018 (€7 thousand as at 31 December 2017) (Note 18). Accrued interest for 2018 and 2017 in favour of the Group's companies as remuneration for the Cash pooling agreement totalled €74 thousand and €21 thousand respectively and is recognised under "Financial expenses - Payables to Group companies and associates" in the income statement (Note 18).

## **12. Information on the nature and level of risk of financial instruments**

As described in Note 1, the Company is the head of the Bolsas y Mercados Españolas Group, and subject to its risk control and management policies. Therefore, the corporate Continuity and Risk Committee is responsible for developing the risk control and management policy, monitoring and analysing the risks arising from the various activities carried on by the companies in the Group in the framework of a scheme of management coordinated through Business Units and Corporate Areas, as described in section E of the Annual Corporate Governance report and Note 24 of the consolidated financial statements of the Bolsas y Mercados Españolas Group published on 27 February 2019.

The main financial risks to which the Company is exposed are discussed below:

### **a) Exposure to credit risk**

The Company's main financial assets are reverse repurchase agreements in which the Company invests its surplus cash, trade and other receivables, current investments in Group companies and associates and available-for-sale financial assets, which represent its maximum exposure to credit risk in relation to financial assets.

The credit risk associated with reverse repurchase agreement and liquid funds is minimal, since the counterparties are banks assigned adequate ratings by international credit rating agencies.

Credit risk associated with trade and other receivables relates mainly to the balance with Group entities that have a satisfactory solvency and liquidity position. In any event, credit risk attributable to trade receivables is reflected in the balance sheet net of the provisions for insolvency estimated by the Company's management based on experience of previous years and their assessment of the prevailing economic situation.

### **b) Exposure to liquidity risk**

To ensure its liquidity and ability to meet the payment obligations arising from its activity, the Company has the cash balances sheet in the balance sheet (Note 7).

### **c) Exposure to interest rate risk**

As indicated previously, given that the portfolio of financial assets exposed to interest rate risk is mainly made up of reverse repos (with public debt as the underlying asset), exposure to interest rate risk is minimal as maturities are very short-term and returns adapt quickly to changes in interest rates.

Details of the carrying amounts of financial assets grouped by maturity from shortest to longest and in terms of their effective interest rate are provided in Note 7.

**d) Exposure to other market risks**

The main risks and uncertainties faced by the Company in terms of delivering its strategic targets relate to trends in market trading volumes which, in turn, are the key revenue drivers of its subsidiaries.

Experience shows that financial markets are subject to cycles of varying duration and intensity, which have a significant influence on ongoing business. Additionally, as the Company operates in a highly regulated sector, any changes in the regulatory framework could affect the Company's ability to improve on its results.

**e) Concentration risk.**

The Company does not a significant concentration of credit risk.

### 13. Equity

Movements in the Equity of Bolsas y Mercados Españolas in 2018 and 2017 were as follows:

	Thousands of euros									
	Capital	Legal and statutory reserves	Other reserves	Own shares and equity holdings	Profit/(loss) for the year	Interim dividend (Note 3)	Other equity instruments	Valuation adjustments	Total	Final dividend
Balances at 1 January 2017	250,847	54,016	30,718	(13,313)	150,694	(83,096)	6,939	1,360	398,165	-
Distribution of 2016 profit	-	-	1,125	-	(150,694)	83,096	-	-	(66,473)	66,473
Profit/(loss) for the year	-	-	-	-	148,433	-	-	-	148,433	-
Interim dividend from profit for 2017	-	-	-	-	-	(83,133)	-	-	(83,133)	-
Actuarial (gains)/losses (Note 14)	-	-	(11)	-	-	-	-	-	(11)	-
Incentives Plan	-	-	-	1,352	-	-	162	-	1,514	-
Transactions with treasury shares	-	-	-	(465)	-	-	-	-	(465)	-
Valuation adjustments and change in tax rate	-	-	-	-	-	-	-	830	830	-
Other changes	-	-	517	-	-	-	-	-	517	-
<b>Balances at 31 December 2017</b>	<b>250,847</b>	<b>54,016</b>	<b>32,349</b>	<b>(12,426)</b>	<b>148,433</b>	<b>(83,133)</b>	<b>7,101</b>	<b>2,190</b>	<b>399,377</b>	<b>66,473</b>
Balances at 1 January 2018	250,847	54,016	32,349	(12,426)	148,433	(83,133)	7,101	2,190	399,377	-
Distribution of 2017 Profit/(loss)	-	-	481	-	(148,433)	83,133	-	-	(64,819)	64,819
Profit/(loss) for the year	-	-	-	-	133,025	-	-	-	133,025	-
Interim dividend from profit for 2018	-	-	-	-	-	(83,078)	-	-	(83,078)	-
Actuarial (gains)/losses (Note 14)	-	-	21	-	-	-	-	-	21	-
Incentives Plan	-	-	-	1,286	-	-	(1,674)	-	(388)	-
Transactions with treasury shares	-	-	-	(4,267)	-	-	-	-	(4,267)	-
Valuation adjustments and change in tax rate	-	-	-	-	-	-	-	274	274	-
Other changes	-	-	1,376	-	-	-	-	-	1,376	-
<b>Balances at 31 December 2018</b>	<b>250,847</b>	<b>54,016</b>	<b>34,227</b>	<b>(15,407)</b>	<b>133,025</b>	<b>(83,078)</b>	<b>5,427</b>	<b>2,464</b>	<b>381,521</b>	<b>64,819</b>

#### Registered capital

At 31 December 2018 and 2017, Bolsas y Mercados Españoles' share capital consisted of 83,615,558 fully subscribed and paid up shares with a par value of €3.00 each. The Company's shares are listed on the electronic trading system ("continuous market") of the Spanish stock exchanges and all enjoy the same voting and dividend rights.

At 31 December 2018 and 2017, the breakdown of shareholders holding interests of 3% or over in Bolsas y Mercados Españoles, according to the information in Shareholders' Register, which contains trades carried out in 2018 and 2017, was as follows:

Name or corporate name of shareholder	Ownership interest	
	2018	2017
Corporación Financiera Alba, S.A.	12.06%	12.06%

At 31 December 2018, "State Street Bank and Trust Co" appeared in the Shareholder Register with stakes in BME's share capital of 3.82% (lower than 3% at 31 December 2017). However, the Company believes that these shares are held in custody for third parties and that, as far as BME is aware, none of these hold over 3% of the company's share capital or voting rights.

## **Reserves**

### *Legal reserve*

Under Article 274 of the Companies Act, an amount equal to 10% of the profit for the year must be earmarked for the legal reserve until such reserve represents at least 20% of share capital. The legal reserve can be used to increase capital provided that the remaining reserve balance does not fall below 10% of the increased share capital amount. Except as mentioned above, until the legal reserve exceeds 20% of share capital, it can only be used to offset losses, provided that sufficient other reserves are not available for this purpose.

At year-end 2018 and 2017, this reserve was fully provisioned.

### *Other reserves*

The changes in this heading in 2018 and 2017 include €1,376 thousand and €517 thousand relating to the net gain of the tax effect recognised by the Group as a result of the settlement of the second and first three-year period of the 2014-2019 Plan, respectively, (Note 4.13).

The remaining reserves are unrestricted.

### **Own shares and equity holdings**

At year-end 2018 and 2017, the breakdown of treasury shares held by the Company was as follows:

	No. of shares	Par value (euros)	Average acquisition price (euros)	Total acquisition cost (Thousands of euros)
Treasury shares at 31 December 2018	604,003	3.00	25.51	15,407
Treasury shares at 31 December 2017	489,258	3.00	25.40	12,426

At its meeting on 31 July 2008, the Board of Directors of the Company approved the acquisition of 337,333 shares in BME, equivalent to 0.40% of share capital, and the acquisition was carried out in August 2008, for the purpose of implementing the share-based payment plan approved in 2008, which was due for settlement on 31 December 2010. However, as the targets established under this plan had not been met at that date, no share-based bonuses were paid to beneficiaries.

In June 2017, to cover the settlement of the first three-year period of the 2014-2019 Variable Remuneration Plan, the Company delivered 53,301 treasury shares to the beneficiaries of said Plan (see Note 4.13), the fair value of which at the date of delivery was €1,682 thousand. The cost of these treasury shares, in the amount of €1,352 thousand, was derecognised.

In June 2018, to cover the settlement of the second three-year period of the 2014-2019 Variable Remuneration Plan, the Company delivered 50,550 treasury shares to the beneficiaries of said Plan (see Note 4.13), the fair value of which at the date of delivery was €1,517 thousand. The cost of these treasury shares, in the amount of €1,286 thousand, was derecognised.

In 2018 and 2017 the Company acquired 165,295 treasury shares and 17,726 treasury shares, in the amounts of €4,267 thousand and €465 thousand.

### **Other equity instruments**

This includes the amount of compound financial instruments having the nature of equity, the changes in equity owing to employee compensation, and other items not included in other equity items. At 31 December 2018 and 2017, the only items under this heading, in the respective amounts of €5,427 thousand and €7,101 thousand, relate to the equity instruments for staff remuneration stipulated in Note 4.13.

In 2018 and 2017, provisions were recognised in "Other equity instruments" resulting from the Pluri-Annual Share-Based Variable Remuneration Plan in effect at the time, in the respective amounts of €2,457 thousand and €3,310 thousand (Note 4.13).

In 2017, the Company derecognised the estimated fair value at 31 December 2016 of the equity instruments for the first three-year period of the 2014-2019 Plan, for the beneficiaries of the Plan, in the amount of €3,148 thousand (excluding, for these purposes, 50% of the fair value of the Plan attributed to the beneficiaries of Bolsas y Mercados Españoles Inntech, S.A.U. (Note 9), accrued until its full integration with the Group, for the amount of €10 thousand) (Note 4.13).

In 2018, the Company derecognised the estimated fair value at 31 December 2017 of the equity instruments for the second three-year period of the 2014-2019 Plan, corresponding to the beneficiaries of the Plan, in the amount of €4,131 thousand (Note 4.13).

#### **Valuation adjustments**

This balance sheets heading reflects the effect (net of the tax effect) of changes in the fair value of assets classified as available-for-sale that, pursuant to Note 4.4 above, must be classified directly in equity. These changes are recognised in the income statement when the assets giving rise to them are sold.

The change in this heading in 2018 and 2017 was as follows:

	Thousands of euros
Balance at 1 January 2017	1,360
Net valuation gains (loss)	830
Balance at 31 December 2017	2,190
Net valuation gains (loss)	274
<b>Balance at 31 December 2018</b>	<b>2,464</b>

Net valuation gains (losses) recognised are entirely for valuation adjustments due to changes in the fair value of the Company's shareholding in Bolsa Mexicana de Valores, S.A., de C.V. (Note 8).

## 14. Provisions and contingencies

### Non-current provisions

The breakdown of this item on the balance sheets at 31 December 2018 and 2017 and the main changes during those years are as follows:

	Thousands of euros					
	Long-term employee benefit obligations (Note 4.11)		Other provisions		Total	
	Pension obligations					
	2018	2017	2018	2017	2018	2017
Balance at 1 January	676	633	3,522	3,911	4,198	4,544
Net provision (release) with a charge (debit) to income (Notes 15-c and 16)	62	51	-	-	62	51
Net provision (release) with a charge (debit) to equity (Note 13)	(21)	11	-	-	(21)	11
Amounts used and other (Note 15-c)	21	(19)	(1,017)	(389)	(996)	(408)
<b>Balance at 31 December</b>	<b>738</b>	<b>676</b>	<b>2,505</b>	<b>3,522</b>	<b>3,243</b>	<b>4,198</b>

### Long-term employee benefits - Pension obligations

Long-term employee benefits are for long-term defined benefit obligations and other long-term employee benefits (Note 4.11).

The Company measured the present value of pension obligations using the following criteria:

- Calculation method: "Projected credit unit", this considers each year of service as the generator of an additional unit of a right to remuneration, with each unit being valued separately.
- Actuarial assumptions used: unbiased and mutually compatible. In general, the most important actuarial assumptions used in the calculations are as follows:

	Retirement bonuses		Health benefits		Loyalty bonuses	
	2018	2017	2018	2017	2018	2017
Discount rate	1.43%	1.32%	1.58%-1.76%	1.35%-1.68%	0.10%	0.06%
Mortality tables	PER2000-P	PER2000-P	PER2000-P	PER2000-P	PER2000-P	PER2000-P
Retirement age	65 years	65 years	65 years	65 years	-	-
Expected return on plan assets	1.43%	1.32%	-	-	-	-
Benefit growth rate	1.0%	1.0%	3.5%	3.5%	3.3%	3.3%

- Discount rate: The Company determined the discount rate by reference to market yields at the end of the reporting period on high quality corporate bonds and debentures of a currency and term consistent with the currency and term of the post-employment benefit obligations. Specifically, the Company used the market yields of the Markit iBoxx € Corporates AA indices.

The changes in the net accumulated balances of these provisions in 2018 and 2017 were as follows:

	Thousands of euros			
	Retirement bonuses	Health benefits	Loyalty	Total
<b>Balances at 31 December 2016</b>	<b>56</b>	<b>549</b>	<b>28</b>	<b>633</b>
Increases due to:				
Service cost (Note 16) (*)	24	16	-	40
Actuarial gains and losses (net) (*)	2	9	-	11
Financial expenses	1	10	-	11
Decreases due to:				
Premium payment for externalisation and benefits paid	(19)	-	-	(19)
<b>Balances at 31 December 2017</b>	<b>64</b>	<b>584</b>	<b>28</b>	<b>676</b>
Increases due to:				
Service cost (Note 16) (*)	29	16	5	50
Actuarial gains and losses (net) (*)	(7)	(14)	-	(21)
Financial expenses	1	11	-	12
Transfers	-	45	-	45
Decreases due to:				
Premium payment for externalisation and benefits paid	(24)	-	-	(24)
<b>Balances at 31 December 2018</b>	<b>63</b>	<b>642</b>	<b>33</b>	<b>738</b>

(\*) The cost of services for the current period, amounting to €5 thousand in 2018 (no amount for this item in 2017) for performance, loyalty and length-of-service bonuses are recognised under "Staff Costs" in the "Wages, salaries and similar expenses" account of the income statement (Note 16).

The amounts recognised in the income statement in respect of retirement bonuses were as follows:

Long-term employee benefit obligations - Retirement bonuses	Thousands of euros	
	2018	2017
Current service cost	28	23
Interest costs	6	6
Expected return on insurance policies	(5)	(5)
Past service cost	1	1
	<b>30</b>	<b>25</b>

The changes in the fair value of the retirement obligations assumed by the Company were as follows:

Long-term employee benefit obligations - Retirement bonuses	Thousands of euros	
	2018	2017
Present value of obligations at 1 January	448	420
Current service cost	28	23
Interest costs	6	6
Actuarial (gains)/losses	(10)	(4)
Transfers	37	3
Benefits paid	(24)	-
<b>Present value of obligations at 31 December</b>	<b>485</b>	<b>448</b>

The changes in the fair value of the insurance policies linked to the retirement obligations were as follows:

Long-term employee benefit obligations - Retirement bonuses	Thousands of euros	
	2018	2017
Fair value of insurance policies linked to pensions at 1 January	371	350
Expected return on insurance policies	5	5
Actuarial gains/(losses)	(3)	(6)
Transfers	37	3
Benefits paid and others	(25)	-
Premiums paid	25	19
<b>Fair value of insurance policies linked to pensions at 31 December</b>	<b>410</b>	<b>371</b>

The status of retirement bonus commitments at year-end 2018 and 2017 is shown below:

	Thousands of euros	
	2018	2017
Present value of obligations	485	448
Less-		
Fair value of plan assets	(410)	(371)
Unrecognised past service cost	(12)	(13)
<b>Balance of retirement obligations</b>	<b>63</b>	<b>64</b>

#### *Other provisions*

Other provisions includes forecast expenses or outflows of funds in the course of the Company's normal activities.

## **15. Tax matters**

### ***a) Consolidated tax group***

Bolsas y Mercados Españoles files consolidated tax returns. Under prevailing tax legislation, the Consolidated Tax Group includes Bolsas y Mercados Españoles as Parent Company plus all the consolidated entities as subsidiaries, except Sociedad Rectora de la Bolsa de Valores de Bilbao, S.A., Sociedad Unipersonal, Difubolsa - Serviços de Difusão e Informação de Bolsa, S.A., Infobolsa Deutschland, GmbH, BME Soporte Local Colombia S.A.S., Regis-TR, S.A. and LATAM Exchanges Data, Inc. On 1 January 2017 Bolsas y Mercados Españoles Inntech, S.A.U., formerly Infobolsa, S.A. and Open Finance, S.L., and since its incorporation

(12 May 2017) BME Regulatory Services, S.A.U. were included in the Consolidated Tax Group.

At a meeting on 17 December 2014, the Board of Directors of Bolsas y Mercados Españoles unanimously agreed to adopt the Special Companies Group System for Value-Added Tax, exercising the option stipulated in Article 163 sexies.Five of Law 37/1992, as of 1 January 2015. Subsequently, on 29 December 2014, Bolsas y Mercados Españoles applied to pay tax under the Special System, with the Company as Parent and the following as subsidiaries: Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U., BME Clearing S.A.U., MEFF Sociedad Rectora del Mercado de Productos Derivados, S.A.U., Sociedad de Bolsas, S.A., Bolsas y Mercados Españoles Sistemas de Negociación, S.A. and Bolsas y Mercados Españoles Market Data, S.A.

Effective as of 1 January 2017, the following companies were incorporated into the aforementioned Special System: Sociedad Rectora de la Bolsa de Valores de Madrid, S.A.U., Sociedad Rectora de la Bolsa de Valores de Barcelona, S.A.U., Sociedad Rectora de la Bolsa de Valores de Valencia, S.A.U., Bolsas y Mercados Españoles Renta Fija, S.A.U. and BME Post Trade Services, S.A.U.

Accordingly, the Company recognised a debit balance under "Current investments in Group companies and associates" for the settlement of VAT of each of the subsidiaries adhering to the Special System (Notes 10 and 18) and the heading "Other payables - VAT payables" includes the net balance for the tax obligations of all of the companies adhering to Special Companies Group System for Value-Added Tax.

**b) Balances with public bodies**

Receivables from and payable to public bodies at 31 December 2018 and 2017 are as follows:

	Thousands of euros	
	2018	2017
<b>Non-current assets:</b>		
Deferred tax assets	3,027	3,435
	<b>3,027</b>	<b>3,435</b>
<b>Current assets:</b>		
Current tax assets-		
Income tax paid on account	37,096	41,128
Other tax assets	-	256
	<b>37,096</b>	<b>41,384</b>
<b>Non-current liabilities:</b>		
Deferred tax liabilities	821	729
	<b>821</b>	<b>729</b>
<b>Current liabilities:</b>		
Current tax liabilities-		
Corporation tax payable	42,664	47,296
Other payables-		
Social Security, payables	54	49
Taxation authorities, tax withholdings	8,746	10,121
VAT payable	1,144	1,072
	<b>9,944</b>	<b>11,242</b>
	<b>52,608</b>	<b>58,538</b>

At 31 December 2018 and 2017, "Tax withholdings payable" included withholdings on dividends of €8,030 thousand and €9,476 thousand, respectively.

**c) Reconciliation of accounting profit to taxable income**

The reconciliation of accounting profit to taxable income is as follows:

	Thousands of euros	
	2018	2017
Accounting profit before tax	131,110	146,604
Permanent differences:		
Reversal of impairment of investees (Note 4.6)	955	955
Other non-deductible costs	257	250
Exemption of dividends (Note 9)	(139,562)	(154,930)
Other (Note 13)	1,834	689
Temporary differences:		
Arising in the year-		
Long-term employee benefit obligations (Notes 14, 16 and 19)	1,264	1,564
Other non-current/current provisions	-	150
Other (Notes 16 and 19)	84	201
Arising in prior years-		
Long-term employee benefit obligations	(1,812)	(1,399)
Other non-current/current provisions (Note 14)	(1,167)	(689)
<b>Taxable income</b>	<b>(7,037)</b>	<b>(6,605)</b>

**d) Taxes recognised in equity**

The breakdown of taxes recognised in equity at year-end 2018 and 2017 is as follows:

	Thousands of euros					
	2018			2017		
	Increase / Balance	Decrease / Balance	Total	Increase / Balance	Decrease / Balance	Total
<b>Deferred tax:</b>						
Arising in the year-						
Available-for-sale financial assets (Note 8)	-	(92)	(92)	-	(277)	(277)
Arising in prior years-						
Available-for-sale financial assets	-	(729)	(729)	-	(452)	(452)
Long-term employee benefit obligations	351	-	351	351	-	351
Total deferred tax	351	(821)	(470)	351	(729)	(378)
<b>Other:</b>						
Arising in prior years-						
Other (Note 13)	281	-	281	738	-	738
<b>Total taxes recognised directly in Equity</b>	<b>632</b>	<b>(821)</b>	<b>(189)</b>	<b>1,089</b>	<b>(729)</b>	<b>360</b>

e) **Reconciliation of taxable income to income tax expense**

The reconciliation between taxable profit and income tax expense in 2018 and 2017 is as follows:

	Thousands of euros	
	2018	2017
<b>Taxable income</b>	<b>(7,037)</b>	<b>(6,605)</b>
At tax rate of 25%	(1,759)	(1,651)
Impact of temporary differences	408	43
Tax credits:		
Other	(46)	(36)
Offset of tax loss carryforwards	-	-
Positive adjustments to income	(60)	(13)
<b>Total income tax expense</b>	<b>(1,457)</b>	<b>(1,657)</b>

Income tax payable for 2018 amounted to €1,457 thousand (€1,657 thousand in 2017), and is recognised under "Income tax expense" in the income statement, in the amount of €1,915 thousand (€1,829 thousand in 2017), with a debit to equity in the amount of €458 thousand (with a charge to Equity for €172 thousand in 2017).

f) **Income tax expense**

The breakdown of income tax expense is as follows:

	Thousands of euros	
	2018	2017
<b>Current tax:</b>		
From continuing operations	(2,263)	(1,859)
<b>Deferred tax:</b>		
From continuing operations	348	30
<b>Total tax expense</b>	<b>(1,915)</b>	<b>(1,829)</b>

**g) Recognised deferred tax assets and liabilities**

The breakdown of recognised deferred tax assets and liabilities in 2018 and 2017 is as follows:

	Thousands of euros			
	Deferred tax assets		Deferred tax liabilities	
	2018	2017	2018	2017
Valuation adjustment - available-for-sale financial assets (Note 8)	-	-	821	729
	-	-	821	729
Temporary differences:				
Long-term employee benefit obligations	756	893	-	-
Other current/non-current provisions	664	956	-	-
Other	1,607	1,586	-	-
	3,027	3,435	-	-
<b>Total deferred tax assets and liabilities</b>	<b>3,027</b>	<b>3,435</b>	<b>821</b>	<b>729</b>

The deferred tax assets indicated above were recognised in the balance sheet as the Board of Directors considered that, based on the best estimate of the Company's future earnings, including certain specific tax planning initiatives, it is probable that these assets will be recovered.

**h) Tax loss carryforwards**

At year-end 2018 and 2017, Bolsas y Mercados Españoles had unused tax loss carryforwards, deriving from losses in 2002, totalling €1,146 thousand. According to current legislation, there are no time restrictions of the use of these carryforwards (Note 4.6).

**i) Years open for inspection and tax audits**

At 31 December 2017, refunds of undue Income relating to the self-assessment of income tax (fiscal consolidation regime) for 2011 and 2012, were recognised in "Trade and other receivables - Current tax assets - Other tax assets" on the balance sheet. In March 2018, a return of said undue income occurred, which together with the corresponding late payment interested totalled of €59 thousand, and was recognised under "Finance income – Marketable securities and other financial instruments - Other" in the income statement.

Under current legislation, taxes cannot be deemed to have been definitively settled until the tax returns filed have been reviewed by the tax authorities or until the four-year statute of limitations has expired. At 31 December 2018, the Company had all transactions carried out over the last four years open for review by the tax authorities in respect of the applicable taxes.

Due to the different possible interpretations of tax regulations applicable to the Company's operations, any tax audits of the carried out by the tax authorities could result in contingent tax liabilities, the amount of which cannot be objectively quantified at present. Nevertheless, the Company's Directors consider the possibility of significant contingent liabilities arising from these inspections to be remote and, in any event, that the resulting tax liability would not have a material impact on the Company's annual accounts.

## **16. Staff costs**

The breakdown of this heading is as follows:

	Thousands of euros	
	2018	2017
Wages, salaries and similar expenses	5,630	5,465
Social welfare expenses	634	704
Provisions and other staff costs	268	213
	<b>6,532</b>	<b>6,382</b>

"Wages, salaries and similar expenses" included €649 thousand (€791 thousand in 2017) related to the provision accrued in relation to the part of the estimated fair value of the equity instruments granted to employees under the "Share-based Variable Remuneration Plans" recognised in profit and loss in the specific year the beneficiaries provided their services to the Company with a credit to "Other equity instruments" (Notes 4.13, 13, 15-c and 19).

Further, the heading "Provisions and other staff costs" includes provisions for employee benefits in 2018 of €45 thousand (€40 thousand in 2017) (Note 14).

"Social welfare expenses" includes €91 thousand in 2018 (€190 thousand in 2017), for the annual contribution to the insurance policy taken out in 2006 with Aegon Seguros de Vida, Ahorro e Inversión, S.A., in the way of a supplementary pension to senior management (Notes 4.11, 15-c and 19).

The average number of employees in 2018 and 2017 by professional category was as follows:

	Average number of Employees	
	2018	2017
Senior management	6	5
Middle management	9	9
Specialist technicians	18	15
Auxiliary staff	7	6
	<b>40</b>	<b>35</b>

The breakdown by gender at 31 December 2018 and 2017 by professional category was as follows:

	Employees			
	2018		2017	
	Men	Women	Men	Women
Senior management	5	1	5	1
Middle management	4	5	4	4
Specialist technicians	5	14	6	10
Auxiliary staff	1	7	-	7
	<b>15</b>	<b>27</b>	<b>15</b>	<b>22</b>

In compliance with Additional Provision Twenty-six of Organic Law 3/2007, dated 22 March, regarding effective gender equality, the breakdown of the Board of Directors of Bolsas y Mercados Españoles by gender at 31 December 2018 is: men, 72.73% and women, 27.27%.

Wages and salaries payable to employees amounted to €2,733 thousand at 31 December 2018 (€2,704 thousand at 31 December 2017), recognised under “Trade and other payables - Other payables” on the liabilities side of the balance sheet.

At 31 December 2018, advances and loans had been granted to Company employees for €42 thousand (€46 thousand at 31 December 2017) and recognised under “Trade and other receivables – Other receivables” in the balance sheet on said date.

#### **17. Other operating costs - external services**

The breakdown, by item, of this income statement heading for 2018 and 2017 is as follows:

	Thousands of euros	
	2018	2017
Lease of offices and installations	117	126
Information technology equipment and computer software	169	133
Communications network	20	21
Travel, marketing and promotion	2,419	2,285
Independent professional services	3,060	2,375
Information services	25	27
Power and utilities	21	22
Security, cleaning and maintenance	52	52
Publications	122	121
Other expenses (Note 19):	4,089	3,799
	<b>10,094</b>	<b>8,961</b>

The amounts pending payment for all these concepts at year-end 2018 and 2017 are recognised under “Trade and other payables - Other payables” on the liabilities side of the balance sheet.

Fees paid to PricewaterhouseCoopers Auditores, S.L. for the audit of the financial statements in 2018 amounted to €260 thousand (€247 thousand in 2017). In addition, fees paid to the auditor for other services in 2018 amounted to €44 thousand (€26 thousand in 2017) relating to assurance and other inspections required by the auditor for €6 thousand (€6 thousand in 2017) and the with verification report with a limited scope of security of the Non-Financial Information Statement for the amount of €38 thousand (€20 thousand for the review relating to the Corporate Social Responsibility Report of 2017).

**Information on deferred payments to suppliers in commercial transactions**

Information on the average payment period to suppliers required by additional provision three of Law 15/2010 is given below, taking into consideration the amendments introduced by Law 31/2014 of 3 December, which amends Spain's Corporate Enterprises Act for the improvement of corporate governance:

	2018	2017
	Days	Days
Average supplier payment period	42.76	36.89
Ratio of operations paid	44.12	37.91
Ratio of operations pending payment	16.30	10.95
	Thousands of euros	Thousands of euros
Total payments made	7,534	7,026
Total payments pending	387	277

**Information on leases**

Future minimum rentals payable by the Group under operating leases on buildings is as follows:

	Thousands of euros <sup>(*)</sup>
Within one year	131
After one year but not more than five years	-
More than five years	-

(\*) Amounts not updated for RPI.

These buildings, under an operating lease, are the operating headquarters of the Company. The lease expires in 2019, with automatic annual renewal.

In addition, it should be noted that these contracts do not contain contingent fees, restrictions or purchase options, but do contain annual review clauses for the contract validity periods, using the Retail Price Index ("RPI") as the reference.

### **Losses, impairment and changes in trade provisions**

Following the assessment of possible impairment losses under "Trade and other receivables" performed in 2018 and 2017, impairment losses of €1 thousand were recognised in 2017 (no amount for this item in 2018).

Balances of trade and other receivables (except "Receivables from Group Companies and associates", "Other accounts receivables" and "Current tax assets") past due at 31 December 2018 and 2017 amounted to €41 thousand and €2 thousand and were subject to impairment adjustments and provisioned at 1.3% and 9% at both year-ends.

### **18. Balances with related parties**

At 31 December 2018 and 2017, the Company had the following balances with Bolsas y Mercados Españoles Group companies (Note 1):

	Thousands of euros	
	2018	2017
<b>Assets:</b>		
Non-current investments in Group companies and associates (Note 9)	341,413	340,157
Non-current investments (Note 8)	19	18
Trade and other receivables - Customers, Group companies and associates	1,910	1,569
Current investments in Group companies and associates (Notes 10 and 15)	6,907	7,095
	<b>350,249</b>	<b>348,839</b>
<b>Liabilities:</b>		
Current payables to Group companies and associates (Note 11)	29,184	38,635
Trade and other payables - Other payables	168	229
	<b>29,352</b>	<b>38,864</b>
<b>Expenses:</b>		
Other operating costs-		
External services	885	648
Taxes other than income tax	4	4
Financial expenses -		
Current payables to Group companies and associates (Note 11)	74	21
	<b>963</b>	<b>673</b>
<b>Income:</b>		
Net turnover-		
Dividends (Note 9)	139,495	156,538
Other sales and rendering of services (Note 4.7)	7,629	4,997
	<b>147,124</b>	<b>161,535</b>

In relation to the balances outstanding and transactions carried out in 2018 with its significant shareholder, Corporación Financiera Alba, S.A., dividends for the net amount of €14,540 thousand euros were paid, once the withholdings set forth in prevailing tax legislation, amounting to €3,411 thousand had been applied.

**19. Remuneration of Bolsas y Mercados Españoles' Board of Directors and Senior Management and breakdown of directors' participation in companies with identical or similar corporate purposes or activities on their own account or on the account of others.**

Remuneration paid in 2018 and 2017 to current or former members of the Board of Directors and the Company's senior management, by item, was as follows:

**2018**

	Thousands of euros				Equity-settled share-based payments (Maximum number of Theoretical Shares) <sup>(*)</sup>						
					2014-2019 Plan			2017-2020 Plan	2018-2023 Plan		
	Salaries <sup>(**)</sup>	Attendance fees	Other items	Pension funds and others	First three-year period	Second three-year period	Third three-year period	One-off three-year period	First three-year period	Second three-year period	Third three-year period
Board of Directors	2,267	349	534	69	26,664	25,267	31,694	34,254	36,273	-	-
Senior management (Note 16)	2,466	71	437	26	40,243	35,522	41,669	26,912	32,660	-	-

(\*) Represents the maximum amount payable to beneficiaries at the end of each plan (Note 4.13) if all the targets established are met. The maximum number of theoretical shares includes the shares allocated to the former and serving members of the Board of Directors and Senior Management acting as such on the allocation date.

(\*\*) The amount of Salaries payable to the Board of Directors includes the amount received by the Executive Directors as Fixed and Variable Remuneration (in thousands of euros).

**2017**

	Thousands of euros				Equity-settled share-based payments (Maximum number of Theoretical Shares) <sup>(*)</sup>						
					2011-2016 Plan			2014-2019 Plan			2017-2020 Plan
	Salaries <sup>(**)</sup>	Attendance fees	Other items	Pension funds and others	First three-year period	Second three-year period	Third three-year period	First three-year period	Second three-year period	Third three-year period	One-off three-year period
Board of Directors	2,106	446	421	14	18,712	19,707	19,567	26,664	25,267	31,694	34,254
Senior management (Note 16)	2,356	71	472	190	36,095	38,019	37,749	40,243	35,522	41,669	26,912

(\*) Represents the maximum amount payable to beneficiaries at the end of each plan (Note 4.13) if all the targets established are met. The maximum number of theoretical shares includes the shares allocated to the former and serving members of the Board of Directors and Senior Management acting as such on the allocation date. The maximum number of shares allocated to the second and third three-year period of the 2014-2019 Plan includes 10,175 shares and 10,323 shares for the Chief Executive Officer, the accrual of which during 2017 for the amount of €84 thousand and €57 thousand is detailed under "External services - Other expenses" of the income statement.

(\*\*) The amount of Salaries payable to the Board of Directors includes the amount received as Fixed and Variable Remuneration (in thousands of euros).

The General Shareholders' Meeting held on 27 April 2017 agreed to establish the number of members that form the Board of Directors at thirteen, within the minimum and maximum number set forth in article 26.1 of the Articles of Association, proceeding to appoint Javier Hernani Burzako as Executive Director. The amendments to the Directors' Remuneration Policy were also approved.

At its meetings on 28 May 2018 and 24 May 2017, the Board of Directors adopted the resolution establishing the amounts of the remuneration corresponding to Directors of the Company acting as such, the fixed emoluments and per diems for attending meetings of the Board of Directors and its delegated committees during 2018 and 2017, respectively, as well as the amount of the fixed remuneration of the Chairman and Chief Executive Officer and the variable remuneration system of the Chairperson and the Chief Executive Officer corresponding to both periods, which accrue prior to the close of each period, the foregoing in accordance with the Company's Remuneration Policy.

In 2018 and 2017, the following resolutions were adopted, amongst others:

- the amount of fixed remuneration to be paid to Mr Antonio Zoido Martínez (Chairperson of the Board of Directors) in 2018 and 2017, which totalled €732 thousand in both years, and the way in which the variable remuneration paid to Mr Zoido was calculated for 2018 and 2017, totalling €313 thousand (payable in 2019) and €413 thousand (paid in 2018). From 2016, the criteria taken into account for the calculation of the Chairperson's variable remuneration are the ordinary variable remuneration in the prior year and the degree of compliance with quantitative (performance of consolidated EBITDA) and qualitative variables.
- the amount of fixed remuneration to be paid to Mr Javier Hernani Burzako as CEO in 2018 and 2017, which totalled €500 thousand in 2018 and €299 thousand in 2017, and the way in which the variable remuneration was calculated for 2018 and 2017, totalling €214 thousand (payable in 2019) and €282 thousand (paid in 2018). From 2017, the criteria taken into account for the calculation of the CEO's variable remuneration are the ordinary variable remuneration in the prior year and the degree of compliance with quantitative (performance of consolidated EBITDA) and qualitative variables.
- the fixed amount to be received by the members of the Board of Directors pursuant to article 40 of the Articles of Association (statutory considerations), including the CEO, totalling €488 thousand in 2018 (€360 thousand in 2017). Also, in 2018 and 2017 an additional fixed amount for the Lead Director of €20 thousand was paid.
- attendance fees for current and former members of the Board of Directors for attending meetings of the Board of Directors, Audit Committee, Appointments and Remuneration Committee and Markets and Systems Operating Procedures Committee in 2018: €349 thousand (€446 thousand in 2017).

At the Ordinary General Shareholders' Meetings of 30 April 2014, 27 April 2017 and 26 April 2018 shareholders approved the implementation of various Share-Based Variable Remuneration Plans (2014-2019 Plan, 2017-2020 Plan and 2018-2023, respectively), according to which beneficiaries, including executive directors and Senior Management, would be able to receive a determined number of BME shares subject to delivery of the targets set to this end in the respective plans (Notes 4.13, 14, 15-c and 16). Therefore,

- The heading "Wages, salaries and similar expenses" for 2018 includes the accrual of the part of the estimated fair value of the equity instruments granted to the Company's senior management for the amount of €494 thousand (€537 thousand in 2017) (Note 16), while the part for executive directors, non-employees, for the amount of €552 thousand (€722 thousand in 2017) is recognised under "Other operating costs - External services - Other" (Notes 4.13, 13, 15-c) and 17).
- On 31 December 2016, the first three-year period of the 2014-2019 Plan expired. The Appointments and Remuneration Committee, at its meeting of 24 May 2017, validated the coefficients applicable to the theoretical units convertible into shares assigned to each beneficiary of the first three-year period of the 2014-2019 Plan at 1.5 for the efficiency ratio and 0 for total shareholder return (TSR), putting the number of shares

deliverable to Directors at 13,332, and the number of shares deliverable to senior management at 20,118 (valued at €420 thousand and €635 thousand, respectively). In June 2017, the Plan was settled through the net delivery, once the withholdings set forth in prevailing tax legislation had been applied, of 7,435 shares and 11,673 shares (Notes 4.13 and 13).

- The second three-year period of the 2014-2019 Plan expired on 31 December 2017. The Appointments and Remuneration Committee, at its meeting of 28 May 2018, validated the coefficients applicable to the theoretical units convertible into shares assigned to each beneficiary of the second three-year period of the 2014-2019 Plan at 1.5 for the efficiency ratio and 0 for total shareholder return (TSR), putting the number of shares deliverable to Directors at 17,787, and the number of shares deliverable to senior management at 14,558 (valued at €534 thousand and €437 thousand, respectively). In June 2018, the Plan was settled through the net delivery, once the withholdings set forth in prevailing tax legislation had been applied, of 10,030 shares and 8,428 shares (Notes 4.13 and 13).
- The third three-year period of the 2014-2019 Plan matured on 31 December 2018, with the settlement due to take place in 2019.

#### ***Termination benefits***

In the event of termination of the contractual relationship with Mr Antonio J. Zoido Martínez, he is entitled to receive an amount equal to three times the fixed annual remuneration at the time of termination. The aforementioned payment to the Chairman shall not be made in the event that he voluntarily leaves his position, fails to fulfil his duties or any of the cases needed for Bolsas y Mercados Españoles to be able to take corporate action against him for liability concur.

In the event of the resignation of the Mr Javier Hernani Burzako, the revocation of his powers, or the termination of the contract at the initiative of the CEO due to a default on the obligations assumed by the Company, the CEO shall have the right: "To receive the greater of the two following amounts: (i) payment of the amount equivalent to two years' fixed and annual variable remuneration existing at the moment of termination of the employment relationship as CEO or (ii) the legal compensation pursuant to the Workers' Statute at that time for any dismissal considered unfair. If termination results from a failure to fulfil his duties as CEO of the Company duly declared by a court and/or any of the cases needed for BME to be able to take corporate action against him for liability concur, neither resumption of the employment relationship nor payment of the aforementioned amount shall occur."

With respect to Senior Management, one senior executive has signed a senior management contract with the right to receive compensation in the event of dismissal equivalent to twenty-two months of the gross annual salary, unless employment law stipulates higher compensation. In addition, two senior executives are under ordinary employment contracts and are entitled to severance compensation equivalent to forty-five days' salary per year of service.

***Information required under Article 229 of the Corporate Enterprises Act***

In accordance with Article 229 of the Corporate Enterprises Act, in order to enhance the transparency of corporations, the Company's Directors explicitly state that they have not incurred in the conflicts of interest set forth in Article 229.1 of the Corporate Enterprises Act, and they are certain that none of the situations mentioned therein apply to the persons related to them.

**20. Financial structure**

As indicated in Note 1, the Company is the Parent of the Bolsas y Mercados Españoles Group. Note 9 shows information on the companies making up the Group and the most significant changes occurring thereto in 2018 and 2017.

**21. Events after the reporting period**

At the date of authorisation for issue of these financial statements, no significant events have occurred that have not been disclosed herein.



**Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A.**

**Individual Directors' Report for 2018**

**1. Business performance and situation of the Company**

Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A. (hereinafter, the "Company", "Bolsas y Mercados Españoles" or "BME") is the parent company of the Bolsas y Mercados Españoles Group and its income mainly comes from the dividends received from investees.

In 2018, net turnover totalled €147,585 thousand (-8.9% versus 2017) of which €139,952 thousand was for dividend income from investees and €7,629 thousand for income from providing services to subsidiaries.

Operating costs in 2018 (defined as the sum of "Staff costs" and "Other operating costs") were €16,673 thousand, 8.6% up on costs in the previous year.

Net profit totalled €133,025 thousand in 2018, 10.4% down on the figure of €148,433 thousand reported in 2017.

The Company's business performance, insofar as its income comes from the distribution of subsidiary dividends, is closely linked to the Group companies' business performance.

The accumulated net profit of the Group attributed to the Parent totalled €136.3 million in 2018, a decrease of 11.1% compared to net profit for 2017. The accumulated EBITDA for the year (defined as earnings before interest, taxes, depreciation and amortisation, and calculated as "Revenue" less "Staff costs" and "Other operating costs") amounted to €186.1 million, a drop of 11.3% year-on-year.

In 2018, operating costs for the Group rose 7.4% on the previous year to €118.1 million.

The accumulated efficiency ratio of the Group, which measures the level of resources used to generate the Group's net revenue, and is calculated as "Operating costs" over "Net revenue", stood at 38.8% compared to the ratio of 34.4% for 2017.

The Group's return on equity (ROE), which measures the return obtained by shareholders on the funds invested in the Company and therefore, measures the capacity that the company has to remunerate its shareholders, and is calculated as "Profit attributable to Parent" divided by average "Shareholder Equity" for the year, and stands at 33.1% compared to the 36.1% obtained in the previous year.

Lastly, the coverage ratio of the base cost, which indicates the coverage of the Group's operating costs with revenue not linked to market volumes and measures the diversification of the Company towards revenue not linked to market activity, and is calculated as the revenue not linked to market volumes over "Operating costs", ended the year at 122%.

A detailed analysis of the Group's business performance and performance predicted for 2018 is featured in the Consolidated Directors' Report.

## **2. Main risks and uncertainties**

BME, as the Group's parent company, is exposed to all of the risks to which the Group is exposed.

The presence of BME throughout the whole value chain in the management of several financial markets, exposes it to a variety of risks: Note 24 to the consolidated financial statements contains a full description of the risks.

The implementation of the **risk control and management policy**, defined by the Board of Directors and administered by the Management Committee, falls to the Continuity and Risk Committee in its capacity as the body responsible for monitoring and analysing the risks arising from the various activities carried on by Group companies within a framework of coordinated management through business units and corporate areas. The Continuity and Risk Committee also draws up the corporate Risk Map, which is maintained by the parties in charge of managing the risks identified, and by the Chief Risk Officer.

The Continuity and Risk Committee has constructed an Integrated Risk Management System (IRMS) following the methodological framework specified in the COSO II report. According to the nature of each specific risk, the following lines of action are carried on in parallel:

- Business risks are managed on a decentralised basis; each business unit or corporate area is autonomous, and all units and areas report to the Continuity and Risk Committee.
- Corporate risks (strategic, financial, regulatory, technology, human resources and non-financial) are managed on a centralised basis, coordinated among the different areas and treated at corporate level, with homogeneous reporting to the Continuity and Risk Committee.

Maintenance of the corporate Risk Map requires that each risk officer regularly update the information on each identified global risk needed for management and control; new events and controls are identified and action plans are rearranged as necessary.

As per the IRMS methodology, the Continuity and Risk Committee receives information corresponding to the main occurrences of identified risks, any changes in how they are assessed, measures to mitigate them, action plans and the status thereof. The Risk Management Report is based on this

information and the updating of the information on risks is managed by the Committee itself. Once approved by the Continuity and Risk Committee, this report, and its conclusions, is distributed to the Audit Committee and BME's Board of Directors every six months by the Finance Director, in her capacity as Chairperson of the Continuity and Risk Committee.

BME Group's risk control system has been drawn up in accordance with international standards. Its functioning is explained in more detail in Section E of the Annual Corporate Governance Report. Section F also includes information on the Internal Control over Financial Reporting System (ICFRS).

### **3. Events after the reporting period**

No significant events occurred after the date of the statement of financial position that have not been recorded in the financial statements.

### **4. Outlook for the Company**

The Company's results in future years will mainly be determined by the dividends received from the subsidiaries receive, which will mainly depend on the performance of their results.

Trading in Equities on the Spanish stock exchange totalled €41,407 billion in January 2019, up 6.8% on the previous month and the best result since October 2018. The number of trades stood at 3.6 million, 15% more than in December.

Turning to the Financial Derivatives market, trading in IBEX 35® Futures was 4.8% higher than in December, but down 4.3% year-on-year. The volume of Stock Futures traded has improved by 328.3% year-on-year. The open position for IBEX 35® Futures and Options grew 17.3% and 12.5% for the month, respectively, while Stock Futures and Options rose by 11.9% and 7.6%, compared to January 2018.

In Fixed-Income, the total volume traded over the platforms managed by BME in January stood at €33,417 billion, 240.8% more than in December and 71.5% more than January 2018.

The solidity of BME's business model with its highly diversified range of products and services, based around its six business units, and its highly positive operating leverage means we can look forward to the year ahead, confident that the Group will be able to achieve its targets for profitability and efficiency.

### **5. Research and development activities**

BME continues to develop its model for innovation and technological improvement, based on the design and the development of in-house applications to provide services to the business units. BME continued to develop high added-value projects in 2018:

- Development of the systems for the provision of new services (Authorised Publishing Agent, Transaction Cost Analysis, Cross Border Services and the trading of FX Rolling products).
- Development of new features for REGIS-TR.

## Acquisition of treasury shares

At its meeting on 31 July 2008, the Board of Directors of the Company approved the acquisition of 337,333 shares in BME, equivalent to 0.40% of share capital, and the acquisition was carried out in August 2008, for the purpose of implementing the share-based payment plan approved in 2008, which was due for settlement on 31 December 2010. However, as the targets established under this plan had not been met at that date, no share-based bonuses were paid to beneficiaries.

For the periods 2014 to 2018, and as a result of the settlement of the first, second and third three-year periods of the 2011-2016 share-based payment Plan and the first and second three-year period of the 2014-2019 share-based payment Plan, the balance of treasury shares was reduced by 73,627; 67,790 and 71,083, and 53,301 and 50,550 shares delivered to plan beneficiaries, respectively. In 2016, 2017 and 2018 the Company acquired 400,000, 17,726 and 165,295 treasury shares respectively, in the amounts of €10,478 thousand €465 thousand and €4,267 thousand in each period.

Therefore, as a result of the deliveries and acquisitions made, the Company held 604,003 and 489,258 treasury shares at 31 December 2018 and 2017.

## 6. Use of financial instruments

BME applies a policy of maximum prudence in the investment of its liquid resources. The Board of Directors has laid down specific guidelines that restrict financial instruments to investments in Spanish government debt, autonomous governments' debt, debt issued by the member states of the third phase of European Economic and Monetary Union, fixed income issues on the AIAF market guaranteed by the Spanish government, and fixed income issues on the AIAF market classified by Bank of Spain as suitable for monetary policy operations and the management of collateral presented before payment systems. The Board of Directors has also adopted a portfolio structure involving the investment of own treasury positions, primarily in the short term, while allowing part of these positions to be invested in the longer term (3-5 years) to maximise returns. Moreover, by virtue of the renewal of the authorisation for the purchase of treasury shares, approved at the last General Meeting, the Board adopted a resolution concerning the conditions and limits for the purchase of treasury shares, delegating the necessary powers to the executive chairman and the general manager the necessary powers to enable each or either of them to carry out the full process of the purchase of BME shares.

## 7. Other relevant information

### 8.1 Stock market data

2018 was a tough year for the Spanish market as a whole. The IBEX 35® benchmark dropped 15.0% from 10,043.9 at year-end 2017 to end 2018 at a level of 8,539.9. Performance in the fourth quarter was particularly poor, with the index falling 9.0% from the September close. With this backdrop, the BME share price closed 2018 at €24.32 per share, accumulating a fall of 8.4% compared to the 2017 year-end.

The BME total shareholder return, including the dividends paid and reinvested, was a negative 2.3%. IBEX 35 ® with dividend with comparable methodology had a negative return of 11.5%.

In the accumulated figure for the year, the BME share registered decreases of 18% for the average cash volumes traded, 11.7% in the number of securities and 11.9% in the number of trades.

<b>Bolsas y Mercados Españoles (Share price performance)</b>	<b>Total at 31/12/18</b>	<b>Total at 31/12/17</b>	<b>Δ</b>
BME's share performance			
Higher quote	30.20	33.60	-10.1%
Lower quote	23.82	25.56	-6.8%
Average quote	27.63	29.96	-7.8%
Closing quote	24.32	26.55	-8.4%
BME's trading daily turnover (Mill. Euros)			
Higher daily turnover	15.9	19.3	-17.6%
Lower daily turnover	0.8	0.8	0.0%
Average daily turnover	4.1	5.0	-18.0%
BME's shares trading (Mill. Shares)			
	37.7	42.7	-11.7%
BME's number of trades			
	181,605	206,195	-11.9%

## 8.2 Dividend policy

BME is continuing its policy of maximising shareholder returns, with a proposed ordinary dividend pay-out of 96% of 2018 profit subject to approval at the Shareholders' Meeting.

The following table summarises the total amounts and amounts per share distributed in 2017 (the first refers to the 2017 profit) and two interim dividends paid out of 2018 profit

Year	Date of payment	Gross amount per share	Net amount per share	Type	Total amount (gross) shared (thousands of euros)
2017	11-May	0.78	0.6318	Ordinary (Complementary)	64,819
2018	14-Sep	0.40	0.324	Ordinary (Interim)	33,261
2018	28-Dec	0.60	0.486	Ordinary (Interim)	49,817

## 8.3 Average payment period

The entry into force of Law 31/2014 of 3 December, amending Law 15/2010 of 5 July, which in turn amended Law 3/2004 of 29 December, establishes measures to combat late payment in commercial transactions, requires that companies expressly include information on the payment periods to their

suppliers in the notes to the financial statements and, in the case of listed companies, that they publish such information on their websites.

Article 262.1 of Spain's Corporate Enterprises Act also establishes the obligation for this information to be published in the Directors' Report. In connection with this compulsory information, the average payment period operated by BME in 2018 was 43 days (see Note 17 to these financial statements). The Group's average payment period is 37 days.

This average payment period was calculated in accordance with the provisions of the Spanish Accounting and Auditing Institute's Resolution of 29 January 2016 concerning the information to be disclosed in financial statements in connection with average payment periods to suppliers in commercial transactions, published in the "BOE" Official State Gazette on 4 February 2014, applicable to the financial statements for years commencing at 1 January 2015.

#### **8. Non-financial information statement**

BME does not meet the requirements established in paragraph three of article 262.1 of the Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010, of 2 July in its wording as amended by Law 11/2018, of 28 December, amending the Code of Commerce, the Corporate Enterprises Act approved by Royal Legislative Decree 1/2010, of 2 July, and Law 22/2015, of 20 July, on the Auditing of Accounts, concerning non-financial information and diversity, therefore, it must not include in the Separate Directors' Report a Separate Non-Financial Information Statement or prepare a separate report with the same content as that provided for the consolidated financial statements as per article 49, sections 5, 6 and 7 of the Code of Commerce, due to not meeting the requirements set forth in the abovementioned article 262.

#### **9. Annual Corporate Governance Report**

Pursuant to article 540 of the Corporate Enterprises Act, as amended by Law 31/2014, of 3 December, which amended the Securities Market Act to improve corporate governance, the Bolsas y Mercados Españoles Group has prepared the Annual Corporate Governance Report for 2018 (forming part of this separate Directors' Report) with the content established in this article, Order ECC/461/2013, of 20 March, determining the content and structure of the annual corporate governance report, the annual remuneration report and other disclosures of listed public companies, savings banks and other entities that issue securities for trading on official securities markets, and CNMV Circular 2/2018, of 12 June, amending CNMV Circular 5/2013 of 12 June and 4/2013 of 12 June and replacing the annual corporate governance report and annual directors' remuneration report with the aim of adapting their content to the recent regulatory changes to implement some technical adjustments.

**ANNUAL CORPORATE GOVERNANCE REPORT  
OF LISTED COMPANIES**

**ISSUER IDENTIFICATION**

YEAR-END DATE

**31.12.2018**

Tax Identification No. (C.I.F.)

**A-83.246.314**

Company Name:

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

Registered Office:

**PLAZA DE LA LEALTAD, 1 (MADRID)**

**ANNUAL CORPORATE GOVERNANCE REPORT  
OF LISTED COMPANIES**

**A CAPITAL STRUCTURE**

**A.1 Complete the table below with details of the share capital of the company:**

Date of last change	Share capital (Euros)	Number of shares	Number of voting rights
02/07/2013	250,846,674.00	83,615,558	83,615,558

**Please state whether there are different classes of shares with different associated rights:**

Yes  No

**A.2 Please provide details of the company's significant direct and indirect shareholders at year end, excluding any directors:**

Name of shareholder	% of shares carrying voting rights		% of voting rights through financial instruments		% of total voting rights
	Direct	Indirect	Direct	Indirect	
CORPORACIÓN FINANCIERA ALBA, S.A.	12.06%	0.00%	0.00%	0.00%	12.06%

**Remarks**

The information disclosed in this section is based on the Shareholder Register, which contains transactions carried out in 2018.

At 31 December 2018 "State Street Bank and Trust CO" appeared in the Shareholder Register with stakes in the share capital of BME exceeding 3%. However, the Company understands that these shares are held in custody on behalf of third parties.

**Breakdown of the indirect holding:**

**State the most significant shareholder structure changes during the year:**

**A.3 In the following tables, list the members of the Board of Directors (hereinafter "directors") with voting rights in the company:**

Name of director	% of shares carrying voting rights		% of voting rights through financial instruments		% of total voting rights	% voting rights that can be transmitted through financial instruments	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
ANTONIO J. ZOIDO MARTÍNEZ	0.04%	0.00%	0.00%	0.00%	0.04%	0.00%	0.00%
JAVIER HERNANI BURZAKO	0.02%	0.00%	0.00%	0.00%	0.02%	0.00%	0.00%
IGNACIO GARRALDA RUIZ DE VELASCO	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
JOAN HORTALÁ I ARAU	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
JUAN MARCH JUAN	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
SANTOS MARTINEZ-CONDE GUTIERREZ-BARQUÍN	0.01%	0.00%	0.00%	0.00%	0.01%	0.00%	0.00%
DAVID MARÍA JIMÉNEZ-BLANCO CARRILLO DE ALBORNOZ	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
JUAN CARLOS URETA DOMINGO	0.02%	0.04%	0.00%	0.00%	0.06%	0.23%	0.00%

<b>Total percentage of voting rights held by the Board of Directors</b>	<b>0.15 % (*)</b>
---	-------------------

Remarks
<p>(*) This percentage represents the total direct and indirect voting rights of members of the Board of Directors attributed to Company shares. This figure does not include the equity held by the shareholder represented on the Board of Directors justifying the qualification of two (2) of its members as proprietary directors. At 31 December 2018 the stake held by this shareholder was 12.06% of the share capital.</p> <p>Based on the above, the total share capital represented by the Board of Directors at 31 December 2018 stood at 12.21% of share capital.</p>

At 31 December 2018 the executive Directors were beneficiaries of three medium-term variable remuneration Plans to be implemented by the Company and its subsidiaries, designed for members of the management team, including the executive Directors who, in accordance with Article 219.1 of the Corporate Enterprises Act, were approved by the company's Ordinary General Shareholders' Meetings on 30 April 2014, 27 April 2017 and 26 April 2018 and notified to the Spanish Securities Market Commission (CNMV) at these dates.

Share-based Variable Remuneration Plan approved on 30 April 2014.

This Plan, which covered the years 2014, 2015 and 2016, consisted of the promise to deliver in 2017, 2018 and 2019 ordinary shares of BME to the members of the Company's management team, including executive Directors, provided that the stipulated conditions were met.

The specific number of shares to be granted to the beneficiaries shall depend on the performance of BME's Efficiency Ratio and *Total Shareholder Return*, compared with another five (5) benchmarked entities, and shall be calculated by dividing in two the number of theoretical units assigned in each financial year 2014, 2015 and 2016, each being linked to one of the two indicators, and each being multiplied by a factor of 0 to 1.5 according to BME's final ranking among the benchmarked companies.

The maximum number of BME shares included in the Plan is 555,048, representing 0.66% of BME's share capital, of which a maximum of 79,992 shares shall be granted to Antonio Zoido Martínez and 6,894 shares to Joan Hortalá i Arau, as executive Directors. This maximum number of shares did not include any shares that may be allocated to Mr. Javier Hernani Burzako, who was appointed Managing Director at the time the theoretical share-convertible units were allocated.

At 31 December 2018 the third period of the Plan expired and shall be settled up in 2019, although at the date of this report no data are available to establish compliance with the targets set in the Plan and, where applicable, the specific number of shares to be received by each of the beneficiaries, including the executive Directors.

In execution of this Plan, the Appointments and Remuneration Committee, at its meeting on 25 May 2016, granted Mr. Zoido Martínez and Mr. Hortalá i Arau the theoretical units corresponding to the third period of the Plan.

Thus, the maximum theoretical number of shares that may be received in 2019 totalled 31,693 in the case of Mr. Zoido Martínez and 2,580 in the case of Mr. Hortalá i Arau, accounting for 0.038% and 0.003% of the share capital of BME respectively.

The maximum theoretical number of shares that may be received by Mr. Hernani Burzako in 2019 arising from the theoretical units allocated in 2016 as the Company's Managing Director is 10,323, accounting for 0.012% of the share capital of BME.

Medium-term remuneration scheme approved on 27 April 2017.

This Plan was based on the allocation in 2017 of a number of theoretical units which shall serve as the basis for calculating any shares to be delivered, subject to fulfilment of the objectives of the Plan in the year 2020.

The specific number of shares to be granted in the year 2020 shall depend on the performance of BME's Efficiency Ratio and *Total Shareholder Return* on its share price, compared with another five (5) benchmarked entities, and shall be calculated by dividing in two the number of theoretical units assigned in 2017, each being linked to one of the two indicators, and each being multiplied by a factor

of 0 to 1.5 according to BME's final ranking among the benchmarked companies.

The maximum number of shares included in the Plan is 190,263 shares, accounting for 0.23% of the share capital of BME, of which a maximum of 24,067 may be allocated to Mr. Antonio Zoido Martínez, 10,203 shares to Mr. Javier Hernani Burzako and 2,550 to Mr. Joan Hortalá i Arau, as executive Directors, accounting for 0.029%, 0.012% and 0.003% of the share capital of BME respectively.

Share-based Variable Remuneration Plan approved on 26 April 2018.

This Plan is based on the allocation of a number of theoretical units in 2018, 2019 and 2020, as the basis for calculating the BME shares to be delivered to the beneficiaries, if appropriate, subject to fulfilment of the Plan's objectives in 2021, 2022 and 2023, respectively.

The specific number of shares to be delivered shall depend on the evolution of the *Total Shareholder Return* (TSR) for the BME share in each of the Plan Measurement Periods, with respect to the evolution of this indicator for another five (5) benchmarked entities, provided this is positive, and shall be calculated by applying to the number of theoretical units allocated a coefficient between 0 and 1.5, depending on the position finally taken up in the classification of the five (5) benchmarked companies.

The maximum number of shares included in the Plan is 486,003 shares, accounting for 0.58% of the share capital of BME, of which a maximum of 67,719 may be allocated to Mr. Antonio Zoido Martínez, 41,097 to Mr. Javier Hernani Burzako and 10,092 to Mr. Joan Hortalá i Arau, as executive Directors, accounting for 0.081%, 0.048% and 0.012% of the share capital of BME respectively.

In execution of this Plan, the Appointments and Remuneration Committee, at its meeting held on 28 May 2018, proceeded with allocation of the theoretical units corresponding to the first period of the Plan, i.e. from 1 January 2018 to 31 December 2020, under the following terms: 15,049 theoretical units to Mr. Antonio J. Zoido Martínez, 9,133 theoretical units to Mr. Javier Hernani Burzako and 2,243 theoretical units to Mr. Joan Hortalá i Arau.

Thus, the maximum theoretical number of shares that may be received in 2021 total 22,573 in the case of Mr. Zoido Martinez, 13,699 in the case of Mr. Hernani Burzako and 3,364 in the case of Mr. Hortalá i Arau, accounting for 0.027%, 0.016% and 0.004% of the share capital of BME, respectively.

#### **Breakdown of the indirect holding:**

**A.4 If applicable, state any family, commercial, contractual or corporate relationships that exist among significant shareholders to the extent that they are known to the company, unless they are insignificant or arise in the ordinary course of business, except those stated in section A.6:**

**A.5 If applicable, state any commercial, contractual or corporate relationships that exist between significant shareholders and the company and/or its group, unless they are insignificant or arise in the ordinary course of business:**

**A.6 Describe the relationships, unless insignificant for the two parties, that exist between significant shareholders or shareholders represented on the Board and directors, or their representatives in the case of proprietary directors. Explain, as the case may be, how the significant shareholders are represented. Specifically, state those directors appointed to**

represent significant shareholders, those whose appointment was proposed by significant shareholders and/or companies in its group, specifying the nature of such relationships or ties. In particular, mention the existence, identity and post of directors, or their representatives, as the case may be, of the listed company, who are, in turn, members of the Board of Directors or their representatives of companies that hold significant shareholdings in the listed company or in group companies of these significant shareholders.

Name or company name of related director or representative	Name or company name of related significant shareholder	Company name of the group company of the significant shareholder	Description of relationship/post
JUAN MARCH JUAN	CORPORACIÓN FINANCIERA ALBA, S.A.	CORPORACIÓN FINANCIERA ALBA, S.A.	FIRST DEPUTY CHAIRMAN
SANTOS MARTÍNEZ-CONDE Y GUTIÉRREZ-BARQUÍN	CORPORACIÓN FINANCIERA ALBA, S.A.	CORPORACIÓN FINANCIERA ALBA, S.A.	CEO

Remarks
<p>Mr. Juan March Juan, who is an external proprietary Director of the Company on behalf of the significant shareholder Corporación Financiera Alba, S.A., is a Director of Banca March, S.A. and First Deputy Chairman of Artá Capital S.G.E.C.R., S.A., companies forming part of the significant shareholder's group.</p> <p>Mr. Santos Martínez-Conde y Gutiérrez-Barquín, who is an external proprietary Director of the Company on behalf of the significant shareholder Corporación Financiera Alba, S.A., is a Director of Banca March, S.A., Artá Capital S.G.E.C.R., S.A., Artá Partners, S.A., Deyá Capital, S.C.R., S.A. and Deyá Capital IV, S.C.R., S.A., companies forming part of the significant shareholder's group.</p>

**A.7 State whether the company has been notified of any shareholders' agreements that may affect it, in accordance with Articles 530 and 531 of the Ley de Sociedades de Capital ("Corporate Enterprises Act" or "LSC"). If so, describe these agreements and list the party shareholders:**

Yes  No

**State whether the company is aware of any concerted actions among its shareholders: If so, provide a brief description:**

Yes  No

If any of the aforementioned agreements or concerted actions have been modified or terminated during the year, please specify expressly:

**A.8 State whether any individual or company exercises or may exercise control over the company in accordance with Article 5 of the Ley de Mercados de Valores (“Spanish Securities Market Act” or “LMV”). If so, please identify them:**

Yes  No

**A.9 Complete the following table with details of the company’s treasury shares:**

At the close of the year:

Number of direct shares.	Number of indirect shares (*)	Total percentage of share capital
604,003	0	0.72%

(\*) through:

Explain any significant changes during the year:

**A.10 Provide a detailed description of the conditions and terms of the authority given to the Board of Directors to issue, repurchase, or dispose of treasury shares.**

Authorisation for the issue of shares

Pursuant to item seven on the agenda, the Ordinary General Shareholders' Meeting on 28 April 2016 agreed to grant authorisation to the Board to increase share capital, within a maximum period of five (5) years, up to 50% of the Company's share capital at the time of such authorisation, on one or more occasions, in the amount determined by it, and to set the terms and conditions of the capital increase, and also granted authorisation to the Board to exclude preferential subscription rights, limited to share capital increases not exceeding, either individually or together, 20% of the Company's share capital at the time of such authorisation.

Pursuant to item eight on the agenda, the same Ordinary General Shareholders' Meeting empowered the Board of Directors to issue, among other instruments, securities convertible to and/or exchangeable for BME shares, and warrants (options to subscribe to new shares or to purchase outstanding shares of the Company), and other similar securities granting the direct or indirect right to subscribe to or to purchase new or outstanding Company shares, on one more occasions, within a maximum period of five (5) years from the date of adoption of said agreement, in a total maximum amount of €1,500 million, with authorisation extended to the following aspects and powers: to set the conditions for each issue; increase share capital by the amount necessary to cater for conversion or subscription requests; exclude preferential subscription rights; and determine the

conversion and/or swap ratio, and the time of occurrence.

This agreement clearly stipulates that authorisation to increase share capital may only be exercised if the sum of the capital required to execute the issue of convertible debentures or bonds, the exercise of warrants and any other share capital increases agreed pursuant to the authorisations granted by the General Meeting do not exceed 50% of the Company's share capital at the time of authorisation, and 20% of this total share capital if the issue of convertible debentures or bonds or warrants on newly issued shares waives preferential subscription rights.

Authorisation to acquire treasury shares

Pursuant to item eight on the agenda, the Ordinary General Shareholders' Meeting on 30 April 2015 agreed to grant authorisation to the Company's Board to, either directly or through any of its subsidiaries, over a maximum period of five (5) years from the date of approval, at any time and on as many occasions as it deems appropriate, proceed to purchase shares in compliance with the conditions established in the legislation applicable, and particularly the following: (i) that at no time may the nominal value of the treasury shares purchased, directly or indirectly, when added to any already held by BME and its subsidiaries, exceed 10% of BME's subscribed share capital; (ii) that purchase may not render equity less than the amount of share capital plus the reserves legally restricted or restricted by the Articles of Association; (iii) that the shares acquired must be fully paid up and free of any liens or encumbrances, and not subject to the fulfilment of any kind of obligation; and (iv) that the acquisition price per share must not be less than the par value or more than 20% of the share price listing on the Spanish Electronic Trading Platform (SIBE) at the time of the acquisition.

**A.11 Estimated working capital:**

	%
<b>Estimated working capital</b>	87.06%

**A.12 State whether there are any restrictions (article of associations, legislative or of any other nature) placed on the transfer of shares and/or any restrictions on voting rights. In particular, state the existence of any type of restriction that may inhibit a takeover attempt of the company through acquisition of its shares on the market, and those regimes for the prior authorisation or notification that may be applicable, under sector regulations, to acquisitions or transfers of the company's financial instruments.**

Yes  No

Description of restrictions
<p>There are no restrictions under the law or under the Articles of Association on the acquisition or transfer of stakes in BME's equity, notwithstanding the stipulations below.</p> <p>Despite the absence of legal restrictions on the acquisition of a shareholding in BME, the revised text of the Ley del Mercado de Valores (hereinafter, Spain's Securities Market Act), approved by Royal Legislative Decree 4/2015 of 23 October, grants the CNMV the power to object to the acquisition of significant stakes in the capital of BME pursuant to Royal Decree 361/2007 of 16</p>

March implementing Securities Market Act 24/1988 of 28 July concerning stakes in the capital of companies which manage secondary markets or securities registration, clearing and settlement systems.

In accordance with the aforementioned Royal Decree the CNMV must be previously informed of any acquisition of BME shares which could reach directly or indirectly any of the following percentages of its capital or voting rights: 1%, 5%, 10%, 15%, 20%, 25%, 33%, 40% or 50%, or a lesser percentage that nonetheless permits the exercise of significant influence over the Company. "Significant influence" shall in any case be understood as the ability to appoint or remove at least one member of the Board.

The CNMV shall have a time limit of sixty business days from the date of its acknowledgement of receipt of the notification to object to the intended acquisition, notwithstanding interruptions in the computation of the time limit allowed under Article 86 bis of Royal Decree 217/2008 of 15 February, partially amended by Royal Decree 1464/2018 of 21 December in relation to Article 176 of the Spain's Securities Market Act. If, during this time, the CNMV issues no statement, no objection shall be deemed to exist.

Pursuant to the provisions of Royal Decree 361/2007 of 16 March, this period is reduced for acquisitions of a significant stake equal to or higher than 1% but lower than 5%, or equal to or greater than 5% but less than 10%, of the Company's capital, in which case it shall be understood that the CNMV does not object if it has not issued a statement within the ten (10) business days or thirty (30) business days, respectively, following the date on which the information is relayed or from the time at which any additional information is furnished.

The CNMV may challenge the acquisition proposed if it considers there are reasonable grounds for doing so on the basis of the criteria established by Commission Delegated Regulation (EU) 2017/1943 of 14 July 2016 supplementing Directive 2014/65/EU of the European Parliament and of the Council with regard to regulatory technical standards on information and requirements for the authorisation of investment firms, and furthermore when it considers this is necessary to guarantee proper functioning of markets or to prevent any distortions in markets, and if equivalent treatment of Spanish companies is not forthcoming in the country of origin of the acquirer, or of the party that controls the acquirer directly or indirectly. The CNMV shall notify the Ministry of Finance and Businesses of its objection to the significant holding and the reasons on which this is based.

In addition, even though there are no legal restrictions on voting rights, Article 178 of the Spain's Securities Market Act restricts the exercise of this right in the event of the irregular acquisition of significant holdings, i.e. shares acquired without the preceptive authorisation of the CNMV, in the terms described.

**A.13 State if the shareholders have resolved at a meeting to adopt measures to neutralise a take-over bid pursuant to the provisions of Act 6/2007.**

Yes  No

**If so, please explain the measures approved and the terms under which such limitations would cease to apply:**

**A.14 State if the company has issued shares that are not traded on a regulated EU market.**

Yes  No

**If so, please list each type of share and the rights and obligations conferred on each.**

## **B GENERAL SHAREHOLDERS' MEETING**

**B.1 State whether there are any differences between the quorum established by the LSC for General Shareholders' Meetings and those set by the company and if so, describe them in detail:**

Yes  No

**B.2 State whether there are any differences in the company's manner of adopting corporate resolutions and the manner for adopting corporate resolutions described by the LSC and, if so, explain:**

Yes  No

**Describe how it is different from that contained in the LSC.**

**B.3 State the rules for amending the company's Articles of Association. In particular, state the majorities required for amendment of the Articles of Association and any provisions in place to protect shareholders' rights in the event of amendments to the Articles of Association.**

The Articles of Association and the Regulations of the Shareholders' Meeting set no special rules for amendments to the Articles of Association.

The procedure for amending the Articles of Association is governed by Articles 285 and following of the Corporate Enterprises Act, according to which changes in the Articles of Association must be agreed by the Shareholders' Meeting and the following requirements must be met:

- a) The Directors or, as appropriate, the shareholders submitting the proposal, shall draft the wording of the proposed amendment in full and shall also draft a written report justifying the proposal.
- b) The notice convening the Shareholders' Meeting must clearly set out the points to be amended and make reference to shareholders' right to inspect, at the registered office, the full text of the proposed amendments and of their supporting rationale, and to demand gratuitous delivery of such documents, which must also be made available to shareholders on the corporate website in accordance with Article 518 of the Corporate Enterprises Act.
- c) The resolution must be approved at the General Shareholders' Meeting in accordance with the rules on quorum and majorities laid down in Articles 194 and 201 of the Corporate Enterprises Act.

Article 197 bis of the Corporate Enterprises Act includes the requirement for separate votes on items or groups of items that are substantially independent and, under all circumstances, amendments to the Articles of Association.

As well as being subject to the normal rules governing Spanish public limited companies, as a holding vehicle for companies that manage central counterparties, central securities depositories and secondary markets in Spain, BME is also subject to Additional Provision Six of the Securities Market Act, which states that amendments to its Articles of Association must be authorised by the

CNMV.

**B.4 Give details of attendance at General Shareholders' Meetings held during the year of this report and the previous year:**

Date of General Meeting	Attendance data				Total
	% physically present	% present by proxy	% distance voting		
			Electronic voting	Other	
28/04/2016	14.16%	27.90%	0.06%	1.41%	43.53%
Of which, free float:	1.00%	27.44%	0.06%	1.41%	29.91%
27/04/2017	16.08%	27.02%	0.09%	1.49%	44.68%
Of which, free float:	3.34%	27.02%	0.09%	1.49%	31.94%
26/04/2018	14.02%	28.23%	0.06%	1.09%	43.40%
Of which, free float:	1.26%	28.23%	0.06%	1.09%	30.64%

**B.5 State whether at the general meetings held during the year any items on the agenda were not approved by the shareholders for any reason.**

Yes  No

**B.6 State if the Articles of Association contain any restrictions requiring a minimum number of shares to attend General Shareholders' Meetings, or on distance voting:**

Yes  No

**B.7 State whether it has been established that certain decisions other than those established by law exist that entail an acquisition, disposal or contribution to another company of essential assets or other similar corporate transactions that must be subject to the approval of the General Shareholders' Meeting.**

Yes  No

**B.8 State the address and manner of access to the page on the company website where one may find information on corporate governance and other information regarding General Shareholders' Meetings that must be made available to shareholders through the company website.**

In the "Shareholders and Investors" section of the corporate website, [www.bolsasymercados.es](http://www.bolsasymercados.es).

## COMPANY ADMINISTRATIVE STRUCTURE

### C.1 Board of Directors

#### C.1.1 Maximum and minimum number of directors established in the Articles of Association and the number set by the general meeting:

Maximum number of directors	15
Minimum number of directors	9
Number of directors set by the general meeting	13

#### C.1.2 Please complete the following table on directors:

Name of director	Natural person representative	Director category	Position on the Board	Date first appointed to Board	Last re-election date	Method of selection to Board
ANTONIO J. ZOIDO MARTÍNEZ	-	EXECUTIVE	CHAIRMAN	15/02/2002	27/04/2017	GENERAL SHAREHOLDERS' MEETING RESOLUTION
JAVIER HERNANI BURZAKO	-	EXECUTIVE	CEO	27/04/2017	27/04/2017	GENERAL SHAREHOLDERS' MEETING RESOLUTION
IGNACIO GARRALDA RUIZ DE VELASCO	-	INDEPENDENT	FIRST DEPUTY CHAIRMAN	27/02/2014	26/04/2018	GENERAL SHAREHOLDERS' MEETING RESOLUTION
DAVID MARÍA JIMÉNEZ-BLANCO CARRILLO DE ALBORNOZ	-	INDEPENDENT	LEAD INDEPENDENT DIRECTOR	26/04/2018	26/04/2018	GENERAL SHAREHOLDERS' MEETING RESOLUTION
MARÍA HELENA DOS SANTOS FERNANDES DE SANTANA	-	INDEPENDENT	DIRECTOR	28/04/2016	28/04/2016	GENERAL SHAREHOLDERS' MEETING RESOLUTION
ANA ISABEL FERNÁNDEZ ÁLVAREZ	-	INDEPENDENT	DIRECTOR	26/04/2018	26/04/2018	GENERAL SHAREHOLDERS' MEETING RESOLUTION

JOAN HORTALÁ I ARAU	-	EXECUTIVE	DIRECTOR	15/02/2002	27/04/2017	GENERAL SHAREHOLDERS' MEETING RESOLUTION
JUAN MARCH JUAN	-	PROPRIETARY	DIRECTOR	30/10/2014	30/04/2015	GENERAL SHAREHOLDERS' MEETING RESOLUTION
ISABEL MARTÍN CASTELLÁ	-	INDEPENDENT	DIRECTOR	26/04/2018	26/04/2018	GENERAL SHAREHOLDERS' MEETING RESOLUTION
SANTOS MARTÍNEZ-CONDE Y GUTIÉRREZ BARQUÍN	-	PROPRIETARY	DIRECTOR	30/10/2014	30/04/2015	GENERAL SHAREHOLDERS' MEETING RESOLUTION
JUAN CARLOS URETA DOMINGO	-	INDEPENDENT	DIRECTOR	26/04/2018	26/04/2018	GENERAL SHAREHOLDERS' MEETING RESOLUTION

<b>Total number of directors</b>	11
----------------------------------	----

**State if any directors, whether through resignation, dismissal or any other reason, have left the Board during the period subject to this report:**

Name of director	Director type at time of leaving	Date of last appointment	Date director left	Specialised committees of which he/she was a member	Indicate whether the director left before the end of the term
MANUEL OLIVENCIA RUIZ	INDEPENDENT	30/04/2014	01/01/2018	APPOINTMENTS AND REMUNERATION COMMITTEE	YES
MARGARITA PRAT RODRIGO	INDEPENDENT	30/04/2014	26/04/2018	EXECUTIVE COMMITTEE AUDIT COMMITTEE	NO

ÁLVARO CUERVO GARCÍA	INDEPENDENT	30/04/2014	26/04/2018	EXECUTIVE COMMITTEE AUDIT COMMITTEE APPOINTMENTS AND REMUNERATION COMMITTEE	NO
KAREL LANNOO	INDEPENDENT	30/04/2014	26/04/2018	MARKETS AND SYSTEMS OPERATING PROCEDURES COMMITTEE	NO
CARLOS FERNÁNDEZ GONZÁLEZ	OTHER EXTERNAL DIRECTOR	30/04/2014	26/04/2018	APPOINTMENTS AND REMUNERATION COMMITTEE	NO

Reason for leaving and other remarks
Mr. Manuel Olivencia Ruiz passed away on 1 January 2018. Ms. Margarita Prat Rodrigo, Mr. Álvaro Cuervo García, Mr. Karel Lannoo and Mr. Carlos Fernández González departed their Company directorships on 26 April 2018 as these were about to expire and, for various reasons, they could not be renewed.

**C.1.3 Complete the following tables regarding the members of the Board and their categories:**

**EXECUTIVE DIRECTORS**

Name or company name of director	Post in organisational chart of the company
ANTONIO J. ZOIDO MARTÍNEZ	CHAIRMAN
<b>Profile</b>	
<p><i>Graduated in Law from Madrid's Complutense University. Furthered his studies in other European and American institutions.</i></p> <p><i>He was Chairman of the World Federation of Exchanges (WFE) from 2001 to 2002 and of the Federation of European Stock Exchanges (FESE) from 1996-1998. Chairman of Servicio de Compensación y Liquidación de Valores, S.A. (2000 to 2002). Chairman of Sociedad de Bolsas, S.A. (1994-2002). MEFF Vice-Chairman (1991-2004). Director of the International Accounting Standards Committee (IASC). Trustee of the International Financial Reporting Standards Foundation (IFRS), supervisor of the International Accounting Standards Board (IASB) (2010-2016). Chairman of the European Capital Markets Institute. Board member of Santander Investment Finance, S.V., S.A. and of</i></p>	

*Santander Consumer Finance, S.A.*

*He is currently Executive Chairman of Bolsas y Mercados Españoles Sociedad Holding de Mercados y Sistemas Financieros, S.A., and Chairman of Sociedad Rectora de la Bolsa de Valores de Madrid, S.A.U. He is a director of Sociedad de Bolsas, S.A. He is a member of the Advisory Board of Clearstream International, Director of Operador del Mercado Ibérico de Energía-Polo Español, S.A. (OMIE), and representative of BME as member of the Board of Directors of Operador do Mercado Ibérico (Portugal) SGPS, S.A. (OMIP).*

*He is also Chairman of the Social Council of the University of Extremadura and Vice-Chairman of the National Archaeological Museum's Board of Trustees.*

<b>Name or company name of director</b>	<b>Post in organisational chart of the company</b>
JAVIER HERNANI BURZAKO	CEO

**Profile**

*Graduated in Economics and Business Management from the University of Deusto; a Master's Degree in European Studies, specialising in Economics, from the College of Europe in Bruges (Belgium); and a Master's Degree in Advanced Management from the University of Deusto, where he completed his PhD. He has been CEO of BME since April 2017.*

*Between December 2012 and April 2017 he served as Managing Director of BME, where since March 2003 he has worked as Finance Director and member of the Coordination Committee.*

*In the Group, he is Director of Sociedad Rectora de la Bolsa de Valores de Bilbao, S.A.U. and of Bolsas y Mercados Españoles Market Data, S.A., and joint director of BME Inntech, S.A.U. and of Bolsas y Mercados Españoles, Servicios Corporativos, S.A.*

*Previously, he was Deputy General Manager of Sociedad Rectora de la Bolsa de Valores de Bilbao, S.A.U. (December 1998-March 2003), which he represented as a member of the Board of Directors of Servicio de Compensación y Liquidación de Valores (SCLV) until it merged with Iberclear. He sat on the Contracts and Supervisory Committee of MEFF until it merged with BME, and on various international forums such as the Federation of Ibero-American Stock Exchanges (FIABV) and the World Federation of Exchanges (WFE). He also served as Finance Director at Norbolsa, S.V.B. between September 1989 and December 1998, and as European financial sector consultant at Coopers & Lybrand in Brussels between June 1988 and August 1989.*

<b>Name or company name of director</b>	<b>Post in organisational chart of the company</b>
JOAN HORTALÁ I ARAU	DIRECTOR

**Profile**

*Professor of Economic Theory at Barcelona University.*

*Business professor, Graduate in Law, with a degree and PhD in Economics, with the Extraordinary Prize, from Barcelona University. He obtained diplomas from a number of foreign universities and is a Doctor in Economics from the London School of Economics and Political Science. Member of the Royal Academy of Economic and Financial Sciences.*

*Previously Dean of the Economics Faculty, and has held various posts at Barcelona University and on Spain's Scientific Research Council. He is the author of various books covering his specialist subject and publishes works and articles in Spanish and foreign journals. He has overseen 46 PhD theses. He is Manager of "Cuadernos de Economía". He is a member of the Advisory Board of the Autonomous University of Madrid.*

*He has been Councillor on the Barcelona City Council, member of the Catalan Parliament and Industry and Energy Director for the Catalan regional government.*

*Has held directorships at various public and private companies. Within the Group he has been Director of Servicio de Compensación y Liquidación de Valores, S.A. and Iberclear and Vice-Chairman of MEFF. He currently chairs Sociedad Rectora de la Bolsa de Valores de Barcelona, S.A.U. and is Director of Sociedad de Bolsas, S.A. and of the Iberoamerican Federation of Exchanges (FIAB).*

<b>Total number of executive directors</b>	3
<b>Percentage of Board</b>	27.27%

#### **PROPRIETARY DIRECTORS**

<b>Name of director</b>	<b>Name or company name of the significant shareholder represented or that has proposed their appointment</b>
JUAN MARCH JUAN	CORPORACIÓN FINANCIERA ALBA, S.A.
<b>Profile</b>	
<p><i>Degree in Business Administration and Management from the Colegio Universitario de Estudios Financieros (CUNEF) and an Executive MBA from IESE.</i></p> <p><i>From 2006 to 2009 he worked at Goldman Sachs (London) where he performed his activities in the advisory service departments in the natural resources, energy, industrial, transport and infrastructure industries, and in trading, corporate finance and similar transactions in the capital markets for Euro-Asian companies.</i></p> <p><i>In 2009 he joined the March Group as Associate Director of Artá Capital, S.G.E.C.R., S.A., a venture capital company with approximately €800 million in assets under management, used to channel the development capital investment of CFA and other private investors.</i></p> <p><i>In 2010 Mr. March Juan was appointed Director of Corporación Financiera Alba, S.A.</i></p> <p><i>In 2012 he was appointed a member of the Board of Banca March, S.A.</i></p>	

*He is currently Deputy Chairman of Corporación Financiera Alba and of Artá Capital.  
He is a Director of Mecalux, S.A., and has been a member of the Board of Directors of the Pepe Jeans-Hackett Group, Cobra Gestión de Infraestructuras, S.A. and OCIBAR, S.A.*

Name of director	Name or company name of significant shareholder represented or that has proposed their appointment
SANTOS MARTÍNEZ-CONDE Y GUTIÉRREZ-BARQUÍN	CORPORACIÓN FINANCIERA ALBA, S.A.
<b>Profile</b>	
<p><i>A civil engineer, with a Master's Degree in Business Administration and Management and a Degree in Nuclear Technology from the Universidad Pontificia de Comillas ICAI-ICADE.</i></p> <p><i>Between 1979 and 1998 he worked in a professional capacity at a number of engineering companies and also in the financial sector: Sener, Técnica Naval e Industrial, S.A., Técnicas Reunidas, S.A., Bestinver, S.A., Corporación Borealis, S.A. and Banco Urquijo, S.A.</i></p> <p><i>Mr. Martínez-Conde y Gutiérrez-Barquín has also held the position of Director at many listed and unlisted companies.</i></p> <p><i>Mr. Martínez-Conde is currently the Chief Executive Officer of Corporación Financiera Alba, S.A., and holds the position of Director at Banca March, S.A., Acerinox, S.A., Indra Sistemas, S.A., CIE Automotive, S.A., Artá Capital, S.G.E.C.R., S.A., Artá Partners, S.A., Deyá Capital, S.C.R., S.A. and Deyá Capital IV, S.C.R., S.A.</i></p>	

<b>Total number of proprietary directors</b>	2
<b>Percentage of the Board</b>	18.18%

### **INDEPENDENT DIRECTORS**

Name of director
IGNACIO GARRALDA RUIZ DE VELASCO
<b>Profile</b>
<p><i>Graduate in Law from Madrid's Universidad Complutense.</i></p> <p><i>He was Trade Collegiate Broker between 1976 and 1982, when he gained his qualification to act as Forex and Stock Market Broker and began work at the Madrid Stock Exchange. He has been a Notary on unpaid leave since 1989.</i></p> <p><i>He was Founding Member of AB Asesores Bursátiles, S.A., where he served as Vice- Chairman until</i></p>

2001. He was Vice-Chairman of AB Morgan Stanley Dean Witter, S.V., S.A. (1989 to 2001) and Chairman of Bancoval, S.A. (1994 - 1996). Between 1991 and 2009 he was a Director of Sociedad Rectora de la Bolsa de Valores de Madrid, S.A.

He has been Chairman of Mutua Madrileña since 2008, where he has been a Director since 2002, and was Second Vice-Chairman from 2005 to 2008. He was appointed CEO on 27 June 2013, and was renewed in the post on 14 May 2015.

He has also worked as external proprietary Director at Caixabank, S.A. since 2017, and as external independent Director at ENDESA since 2015. Between 2013 and 2017 he was a Director at Faes Farma, S.A. and Consorcio de Compensación de Seguros.

He is Deputy Chairman of Fundación Lealtad and member of the Board of Trustees of Museo y Fundación Reina Sofía, Fundación Teatro Real, Real Instituto Elcano and Fundación Príncipe de Asturias.

<b>Name of director</b>
-------------------------

DAVID MARÍA JIMÉNEZ-BLANCO CARRILLO DE ALBORNOZ
---

<b>Profile</b>
----------------

Graduate in Economics and Business from the Colegio Universitario de Estudios Financieros (CUNEF).

Since 2016, he has served as General Manager of Strategy and Restructuring at Abengoa, S.A.

In 2018 he was appointed external independent Director of Árima Real Estate Socimi, S.A., and is Chairman of its Audit and Control Committee and a member of its Appointments and Remuneration Committee.

Since 2010 he has served as a Director and member of the Investment Committee at Gawa Capital Management, an investment management firm.

Between 2014 and 2018 he was an independent external Director at Axiare Patrimonio Socimi, S.A., where he served as Chairman of the Audit Committee until 2017, and as Chairman of the Remuneration Committee from 2017 to 2018. He has also been a Trustee of Fundación Pablo Horstmann since 2018.

In 2011 and 2012, he was an independent Director and member of the Audit Committee at Atento Inversiones y Teleservicios, S.A.

Between 2013 and 2016 he was Chief Financial Officer (CFO) at World Duty Free Group, and between 2010 and 2013 he was Co-Founder and Partner at BK Partners, an investment management firm.

Between 2006 and 2009, he was Chairman and Chief Executive Officer at Merrill Lynch Capital Markets España, S.A., S.V., serving as Head of Global Markets and Investment Banking for Spain and Portugal. Furthermore, he was a member of the Investment Banking Operating Committee for Europe, the Middle East and Africa at Merrill Lynch.

Between 1995 and 2006 he worked at Goldman Sachs International, in different positions at the London and Madrid offices. Between 2004 and 2006 he served as Managing Director.

<b>Name of director</b>
MARÍA HELENA DOS SANTOS FERNANDES DE SANTANA
<b>Profile</b>
<p><i>She is a member of the Board of Directors, Coordinator of the Staff, Appointments and Governance Committee and member of the Audit, Risk and Controls Committee at OI, S.A., a member of the Audit Committee at ITAU UNIBANCO HOLDING, S.A.; and of XP Investimentos, S.A.; coordinator of the Audit Committees Forum at IBGC - Instituto Brasileiro de Governança Corporativa since 2017; member of the Management Board at the IBGC FOUNDATION, a body forming part of the INTERNATIONAL ACCOUNTING STANDARDS BOARD (IASB); and a member of the Consultative Committee of the MERCADO DE GOVERNANÇA DE ESTATAIS de BM&amp;FBOVESPA and of the Mergers and Acquisitions Committee ("CAF"), and also a member of the B3 Issuers and Structurers Market Consultative Committee.</i></p> <p><i>She was also a member of the Board of Directors and Chairman of the Corporate Governance Committee at COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO, S.A. between 2013 and 2017; a member of the Board of Directors and Coordinator of the Audit Committee at TOTVS, S.A. between 2013 and 2017; a member of the Board of Directors at CPFL ENERGÍA, S.A. between 2013 and April 2015; Executive Chairman of the Brazilian Securities And Exchange Commission (COMISIÓN DE VALORES MOBILIARIOS (CVM)) between 2007 and 2012; Director of this Commission between 2006 and 2007; and representative of the Commission on the FINANCIAL STABILITY BOARD (FSB) between 2009 and 2012.</i></p> <p><i>She was previously Chairman of the Executive Committee of the International Organisation of Securities Commissions (IOSCO) between 2011 and 2012, while also a member of the INTERNATIONAL INTEGRATED REPORTING COMMITTEE (IIRC); and Vice-Chairman of the Brazilian Institute of Corporate Governance or INSTITUTO BRASILEIRO DE GOVERNANÇA between 2004 and 2006, and member of its Board of Directors since 2001.</i></p> <p><i>She worked in Special Projects at the SÃO PAULO STOCK EXCHANGE (now known as B3) between 1994 and 2006, and was Executive Superintendent of Corporate Relations between 2000 and 2006. In this post, she was responsible for the supervision of listed companies and development of the "Novo Mercado" or New Market segment, which requires high standards of corporate governance.</i></p>

<b>Name of director</b>
ANA ISABEL FERNÁNDEZ ÁLVAREZ
<b>Profile</b>
<p><i>Degree and Doctorate from the Faculty of Economics and Business, University of Oviedo.</i></p> <p><i>She is professor of Financial Economics at the University of Oviedo since January 1991 and Colegio Universitario de Estudios Financieros, CUNEF, since September 2014.</i></p> <p><i>She is currently Director of Colegio Universitario de Estudios Financieros and Managing Director at CUNEF, S.L. She sits on the Board of Directors and has been a member of the Audit and Compliance</i></p>

Committee and Risk Committee at Mapfre, S.A. since July 2016. She is also a member of the Board at Mapfre Global Risks and Mapfre RE Compañía de Reaseguros, S.A. In addition, she has been a member of the Board of Trustees at the Princess of Asturias Foundation since March 2015 and the Banco Sabadell Foundation since January 2015.

Between 2010 and 2014, she was a Director at the National Securities Market Commission and since 2011 has undertaken international duties at the European Securities and Markets Authority (ESMA). Since February 2015, she has been a member of the Corporate Reporting Consultative Working Group (CWG CR) and previously, a member of its Board (June 2011 to June 2013), member of the Financial Innovation Standing Committee (FISC) (November 2011 to July 2014) and member of the Financial Innovation and Consumer Protection Subcommittee of the Joint Committee of the European Banking Authority (EBA), European Insurance and Occupational Pensions Authority (EIOPA) and European Securities and Markets Authority (ESMA) (June 2012 to July 2014).

She has published numerous articles in renowned magazines in the field of corporate finance, corporate governance and banking and financial regulations, and has participated at a range of national and international forums. She has served as the Chair of the Scientific Association of Business Management and Economy (ACEDE) and editor of the magazine CEDE.

<b>Name of director</b>
ISABEL MARTÍN CASTELLA
<b>Profile</b>
<p>Graduate in Economics and Business from the Complutense University, Madrid. In 1997, she passed the entrance exam and was accepted into Spain's Higher Corps of Commercial Technicians and Economists.</p> <p>Since 2015, she has sat on the Board of Directors at Sacyr, S.A., as an independent Director, chairing its Audit and Corporate Governance Committee.</p> <p>Furthermore, since 2017 she has sat on the Board of Directors at Unicaja Banco, S.A. as an independent Director and Lead Director, Chairman of the Risk Committee and a member of the Audit and Regulatory Compliance Committee.</p> <p>She is a member of the Advisory Board at Venture Capital Management Firm GED and sits on the Board of GED Infraestructuras.</p> <p>Between 1977 and 1985, she occupied a range of posts at the Ministry of Finance and the Ministry of Trade and Tourism; and between 1985 and 1987 she served as Chief of Staff to the Vice-Chairman of the Spanish Institute of Industry (INI), and sat on the Board of a range of companies in the INI Group and on the Economic and Social Committee of the European Communities.</p> <p>She served as Deputy Manager at Banco Central Hispano and Banco Santander between 1987 and 2000. Between 2000 and 2006, she was Vice-Chairman and member of the Board of Directors at the European Investment Bank (EIB) in Luxembourg. Between 2006 and 2011, she occupied the post of Manager of the Madrid International Financial Centre Association.</p> <p>Furthermore, in 2012 and 2013, she was Chair of the Spanish State-owned company, Expansión</p>

*Exterior.*

*Between 2013 and September 2015, she was a member of the Supervisory Board of ING Verzekeringen N.V, the insurance holding of ING Groep N.V, now Nationale Nederlanden N.V., and until 2017 she sat on the Supervisory Board of ING Groep N.V. and ING Bank. N.V. Holding.*

<b>Name of director</b>
JUAN CARLOS URETA DOMINGO
<b>Profile</b>
<p><i>Graduate in Law and Economics (Lawyer specialising in economics) from the University of Deusto (Bilbao). He successfully became a State Attorney in 1980 (currently on unpaid leave), and has worked as a stockbroker at the Madrid Stock Exchange since 1986.</i></p> <p><i>He is currently executive Chairman of Renta 4 Banco S.A.</i></p> <p><i>He is also a member of the Board of Directors of Sociedad Rectora de la Bolsa de Valores de Madrid, S.A.U. and of Saint Croix Holding Immobilier, SOCIMI, S.A., and consultant to a range of Spanish and foreign business groups.</i></p> <p><i>Between 2010 and 2016, he was Chairman of the Financial Studies Foundation and Spanish Institute of Financial Analysts.</i></p> <p><i>Between 2002 and 2006 Mr. Ureta served as a member of the Board of Directors at BME and previously, between 1996 and 2003, he sat on the Board of Servicio de Compensación y Liquidación de Valores (now Iberclear).</i></p>

<b>Number of independent directors</b>	6
<b>Percentage of the Board</b>	54.55%

State whether any independent director receives from the company or any company in the group any amount or benefit other than compensation as a director, or has or has had a business relationship with the company or any company in the group during the past year, whether in his or her own name or as a significant shareholder, director or senior executive of a company that has or has had such a relationship.

In this case, include a statement by the Board explaining why it believes that the director in question can perform his or her duties as an independent director.

#### **OTHER EXTERNAL DIRECTORS**

Identify the other external directors and state the reasons why these directors are considered neither proprietary nor independent, and detail their ties with the company or its management or shareholders:

Total number of other external directors	N.A.
Percentage of the Board	N.A.

State any changes in status that has occurred during the period for each director:

C.1.4 Complete the following table with information relating to the number of female directors at the close of the past 4 years, as well as the category of each:

	Number of female directors				% of directors for each category			
	FY 2018	FY 2017	FY 2016	FY 2015	FY 2018	FY 2017	FY 2016	FY 2015
Executive					0.00%	0.00%	0.00%	0.00%
Proprietary					0.00%	0.00%	0.00%	0.00%
Independent	3	2	2	1	50%	33.33%	33.33%	20.00%
Other external	0	0	0	0	0.00%	0.00%	0.00%	0.00%
<b>Total</b>	<b>3</b>	<b>2</b>	<b>2</b>	<b>1</b>	<b>27.27%</b>	<b>16.67%</b>	<b>16.67%</b>	<b>9.09%</b>

Remarks
At 31 December 2018 and 2015, the Board of Directors contained eleven (11) Directors, and of twelve (12) Directors at 31 December 2017 and 2016. At 31 December 2018, 2017 and 2016 the Board of Directors contained six (6) independent Directors, and five (5) independent Directors at 31 December 2015.

C.1.5 State whether the company has diversity policies in relation to the Board of Directors of the company on such questions as age, gender, disability and training and professional experience. Small and medium-sized enterprises, in accordance with the definition set out in the Accounts Audit Act, will have to report at least the policy they have implemented in relation to gender diversity.

Yes  No  Partial policies

Should this be the case, describe these diversity policies, their objectives, the measures and way in which they have been applied and their results over the year. Also state the specific measures adopted by the Board of Directors and the appointments and remuneration committee to achieve a balanced and diverse presence of directors.

In the event that the company does not apply a diversity policy, explain the reasons why.

**Description of policies, objectives, measures and how they have been implemented, including results achieved**

Since 2014 the Board of Directors has operated medium and long-term planning of the structure and composition of the Board (hereinafter, "Medium and long-term Planning for the Board of Directors"), which includes the criteria that must determine the structure and composition of the Board of Directors, and defines the profile of knowledge, skills and professional experience required of Board appointees in due consideration of each category.

For the selection of candidates to independent Directors or "other external Directors", and for the Board of Directors to reflect diversity of knowledge and professional experiences, the Appointments and Remuneration Committee considers whether their professional experiences and profiles differ from and are complementary to those of the other members of the Board of Directors at any given time. Moreover, the Appointments and Remuneration Committee, as part of its competence for proposing the appointment of Directors considered independent or "other external Directors", ensures that the selection process takes account of gender diversity criteria, to give priority to criteria relating to the professional experience and profiles of candidates, and the nationality or habitual residence of candidates, circumstances which may be considered relevant for the purposes of giving the Board of Directors an alternative vision from the point of view of culture.

The courses of action intended to attain a balanced presence in terms of gender diversity in 2018, and the outcome of these, are described in section C.1.7 of this report.

Regarding the appointment of candidates as proprietary Directors, it should be pointed out that, since the proposal to appoint the person to take up the directorship is the exclusive prerogative of the significant shareholder, the Appointments and Remuneration Committee shall be notified that there was no gender discrimination in the selection process.

In any case, selection criteria in relation to profiles and professional experience are given priority in the process of identification of candidates for the posts of executive Directors.

**C.1.6 Describe the means, if any, agreed upon by the appointments committee to ensure that selection procedures do not contain hidden biases which impede the selection of female directors and that the company deliberately seeks and includes women who meet the target professional profile among potential candidates and which makes it possible to achieve a balance between men and women:**

**Explanation of means**

At its meeting on 23 December 2015, the Appointments and Remuneration Committee agreed to set the target for the gender with the lesser representation on the Board of Directors at 30% of the total number of Directors and, in order to attain this percentage, agreed that for each vacancy for an independent Director to be filled, at least 50% of the professional CVs considered by the Appointments and Remuneration Committee would belong to women.

Within the scope of its duty to propose the appointment of independent Directors and "other

external Directors", the Appointments and Remuneration Committee, particularly in 2018, has actively sought female candidates to fill vacancies for independent directorships arising since the Company's shares were first admitted for trading, also ensuring that the Director selection processes do not discriminate due to gender diversity.

As a result of these measures, the majority of the proposed appointees as independent Directors submitted by the Appointments and Remuneration Committee since shares were admitted for trading on the Stock Exchanges have been women. It should be pointed out that in 2018, of the four (4) proposed appointees as independent Directors, two (2) were female, which is 50% of the proposed appointments.

Moreover, with regard to the other categories of Director, the Appointments and Remuneration Committee ensures that selection procedures are not biased against female candidates.

**In the event that there are few or no female directors in spite of any measures adopted, please explain the reasons that justify such a situation:**

**C.1.7 Describe the conclusions of the appointments committee regarding verification of compliance with the selection policy for directors; in particular, as it relates to the goal of ensuring that the number of female directors represents at least 30% of the total membership of the Board of Directors by the year 2020.**

The Medium and long-term Planning for the Board of Directors, mentioned above in section C.1.5 of this report, includes the agreement by the Appointments and Remuneration Committee to set the percentage of the gender with lesser representation on the Board of Directors as 30% by the year 2020.

Following a proposal by the Appointments and Remuneration Committee, in 2017 the Board of Directors approved an internal procedure for selection of candidates for independent Directors or "other external Directors" (hereinafter, the procedure for selection of candidates as Directors) the purpose of which was an orderly planned proposal of these categories of Director to fill any vacancies arising on the Board of Directors at any given time.

In the same year, following the expiry of the terms of six (6) Directors, five (5) of which could not be re-elected for various reasons, the Appointments and Remuneration Committee, on the basis of the medium and long-term planning of the Board of Directors, embarked upon an analysis of the composition and structure of the Board, with a particular focus on the personal and professional competences that should be offered to this body, and consequently to its Committees, to make the composition balanced and well suited to its requirements.

In this exceptional situation, the Appointments and Remuneration Committee felt it was advisable to carry out the different phases of the procedure to select candidates for Directors in order to ensure the procedure took place in an organised and planned manner, with the active participation of members of the Board of Directors in the proposals of appointees in order to successfully renew the management body.

Firstly, the Appointments and Remuneration Committee determined the personal and professional profile of candidates for Directors, a process which considered criteria of diversity in the selection

process, diversity of gender and also professional experience and nationality, or place of residence, with a particular emphasis on a search for female profiles.

At the same time as the profile of candidates was being drawn up, the Appointments and Remuneration Committee selected the independent expert from different companies with which it would work to identify candidates.

Subsequently, when the personal and professional profiles of candidates for directorships had been determined, the Appointments and Remuneration Committee issued a request for members of the Board of Directors and the independent expert to submit their proposals.

Following an analysis of the professional CVs received, the Appointments and Remuneration Committee verified the coincidence of general requisites for Directors candidates and the specific requisites for independent Directors, and submitted a proposal to the Board of Directors of the candidates it felt were most suitable and most in line with the needs of the Board of Directors.

At the behest of the Appointments and Remuneration Committee, the Board of Directors submitted to the Ordinary General Shareholders' Meeting the re-election of the independent Director whose term was expiring and could be renewed, and the appointment of four (4) independent Directors, of which two (2) were women.

The Appointments and Remuneration Committee considers that the level of compliance of the medium and long-term planning of the Board of Directors and the procedures for selection of candidates throughout 2018 was satisfactory, since it permitted the Appointments and Remuneration Committee and the Board of Directors to assess the diversity of knowledge, competence and experience on the Board of Directors and the personal and professional characteristics that candidates must have to meet the needs of the body and its delegated Committees as a result of the considerable number of vacancies that would be arising on the Board of Directors.

Specifically, the Appointments and Remuneration Committee appreciated as a positive move the measures adopted to increase the presence of female Directors on the Board of Directors, which stood at 27.27% of the total members of the Board, thereby moving closer to the target of 30% of Board members for the gender with lesser representation.

**C.1.8 If applicable, please explain the reasons for the appointment of any proprietary directors at the request of shareholders with less than a 3% equity interest:**

**State whether the Board has failed to meet any formal requests for membership from shareholders whose equity interest is equal to or higher than that of others at whose request proprietary directors have been appointed. If this is the case, please explain why the aforementioned requests were not met:**

Yes  No

**C.1.9 State the powers delegated by the Board of Directors, as the case may be, to directors or Board committees:**

<b>Name of director</b>
ANTONIO J. ZOIDO MARTÍNEZ
<b>Brief description</b>
<p>Pursuant to the provisions of Article 13 of Board of Directors Regulations, the Chairman of the Board shall be the Company's most senior institutional representative, have the power to represent it on an individual basis and be the guiding force behind the governance of the Company and Group companies, also fomenting the Board's functions of driving, directing and supervising the Company's ordinary business, and watching over the Board's responsibilities with regard to relations with shareholders and the markets.</p> <p>These powers include the commercial and legal representation of the Company, representation of the Company at Shareholders' meetings and meetings of the Board of Directors and similar Boards of companies in which it holds a stake; the power to incorporate companies, associations, foundations and all types of legal entities; the power to hire and dismiss employees, establish their duties and compensation; draw up all types of contract in the name of the Company; delegate power to whoever they see fit and other powers necessary to run of the business.</p>

<b>Name of director</b>
JAVIER HERNANI BURZAKO
<b>Brief description</b>
<p>By virtue of the agreement adopted by the Board of Directors on 27 April 2017, all powers of the Board of Directors have been delegated to the Chief Executive Officer, with the exception of those that cannot be delegated by law.</p>

<b>Name of director</b>
EXECUTIVE COMMITTEE
<b>Brief description</b>
<p>By virtue of the agreement adopted by the Board of Directors on 27 July 2006, all powers of the Board of Directors have been delegated to the Executive Committee, with the exception of those that cannot be delegated by law.</p>

**C.1.10 Identify any members of the Board who are also directors or officers in other companies in the group of which the listed company is a member:**

Name of director	Name of group member	Position	Does the director have executive powers?
ANTONIO J. ZOIDO MARTÍNEZ	SOCIEDAD RECTORA DE LA BOLSA DE VALORES DE MADRID, S.A.U.	CHAIRMAN	YES
ANTONIO J. ZOIDO MARTÍNEZ	SOCIEDAD DE BOLSAS, S.A.	DEPUTY CHAIRMAN	NO
JAVIER HERNANI BURZAKO	SOCIEDAD RECTORA DE LA BOLSA DE VALORES DE BILBAO, S.A.U.	DIRECTOR	NO
JAVIER HERNANI BURZAKO	BOLSAS Y MERCADOS ESPAÑOLES MARKET DATA, S.A.	DIRECTOR	NO
JAVIER HERNANI BURZAKO	BOLSAS Y MERCADOS ESPAÑOLES SERVICIOS CORPORATIVOS, S.A.	JOINT DIRECTOR	YES
JAVIER HERNANI BURZAKO	BOLSAS Y MERCADOS ESPAÑOLES INNTECH, S.A	JOINT DIRECTOR	YES
JOAN HORTALÁ I ARAU	SOCIEDAD RECTORA DE LA BOLSA DE VALORES DE BARCELONA, S.A.U.	CHAIRMAN	YES
JOAN HORTALÁ I ARAU	SOCIEDAD DE BOLSAS, S.A.	DIRECTOR	NO
JUAN CARLOS URETA DOMINGO	SOCIEDAD RECTORA DE LA BOLSA DE VALORES DE MADRID, S.A.U.	DIRECTOR	NO

**C.1.11 List any legal-person directors of your company who are members of the Board of Directors of other companies listed on official securities markets other than group companies, and have communicated that status to the Company:**

Name of director	Name of listed company	Position
------------------	------------------------	----------

IGNACIO VELASCO	GARRALDA RUIZ DE		CAIXABANK, S.A.	DIRECTOR
IGNACIO VELASCO	GARRALDA RUIZ DE		ENDESA, S.A.	DIRECTOR
DAVID CARRILLO DE ALBORNOZ	MARÍA JIMÉNEZ-BLANCO		ÁRIMA REAL ESTATE, SOCIMI, S.A.	DIRECTOR
JUAN MARCH JUAN			CORPORACIÓN FINANCIERA ALBA, S.A.	DEPUTY CHAIRMAN
SANTOS GUTIÉRREZ-BARQUÍN	MARTÍNEZ-CONDE	Y	CORPORACIÓN FINANCIERA ALBA, S.A.	CEO
SANTOS GUTIÉRREZ-BARQUÍN	MARTÍNEZ-CONDE	Y	ACERINOX, S.A.	DIRECTOR
SANTOS GUTIÉRREZ-BARQUÍN	MARTÍNEZ-CONDE	Y	INDRA SISTEMAS, S.A.	DIRECTOR
SANTOS GUTIÉRREZ-BARQUÍN	MARTÍNEZ-CONDE	Y	CIE AUTOMOTIVE, S.A.	DIRECTOR
ANA ISABEL FERNÁNDEZ ÁLVAREZ			MAPFRE, S.A.	DIRECTOR
ISABEL MARTÍN CASTELLA			SACYR, S.A.	DIRECTOR
ISABEL MARTÍN CASTELLA			UNICAJA BANCO, S.A	DIRECTOR
JUAN CARLOS URETA DOMINGO			RENTA 4 BANCO, S.A.	CHAIRMAN
JUAN CARLOS URETA DOMINGO			SAINT CROIX HOLDING IMMOBILIER SOCIMI, S.A.	DIRECTOR
MARIA FERNANDES DE SANTANA	HELENA DOS SANTOS		OI, S.A.	DIRECTOR

Remarks
María Helena dos Santos Fernandes de Santana is a member of the Audit Committee at ITAU UNIBANCO HOLDING, S.A and at XP INVESTIMENTOS, S.A.

**C.1.12 State whether the company has established rules on the number of boards on which its directors may hold seats, providing details if applicable, identifying, where appropriate, where this is regulated:**

Yes  No

<b>Explanation of the rules and identification of the document where this is regulated</b>
Article 23 of the Board of Directors' Regulations establishes that the Company's non-executive Directors may not hold directorships in more than four (4) companies whose shares are listed for trading on domestic or foreign stock exchanges. Directorships in companies belonging to the same Group and those in representation of the same significant shareholder they represent in the Company shall be considered a single post. Executive Directors may not hold directorships at any listed company.

**C.1.13 State total remuneration received by the Board of Directors:**

<b>Board remuneration in financial year (thousands euros)</b>	3,071 (*)
<b>Amount of vested pension interests for current members (thousands euros)</b>	2,629
<b>Amount of vested pension interests for former members (thousands euros)</b>	0

<b>Remarks</b>
(*) This figure does not include the value of shares that, if appropriate, shall be transferred to executive Directors on the expiry of the third validity period of the medium-term variable remuneration plan described in section A.3 of this Report.

**C.1.14 Identify senior management staff who are not executive directors and their total remuneration accrued during the year: (\*)**

<b>Name or corporate name</b>	<b>Post(s)</b>
RAMÓN ADARRAGA MORALES	DIRECTOR OF INFORMATION AND ADDED-VALUE SERVICES
JAIME AGUILAR FERNÁNDEZ-HONTORIA	DIRECTOR OF LEGAL COUNCIL
MARTA BARTOLOMÉ YLLERA	FINANCE DIRECTOR
JESÚS BENITO NAVEIRA	HEAD OF SETTLEMENT AND

	REGISTRATION
LUIS MARÍA CAZORLA PRIETO	GENERAL SECRETARY AND SECRETARY TO THE BOARD
PABLO MALUMBRES MUGUERZA	DIRECTOR OF CORPORATE COMMUNICATIONS
FRANCISCO NICOLÁS TAHOCES	TECHNOLOGY DIRECTOR
ARANTZA TELLERÍA DE LA FUENTE	DIRECTOR OF INTERNAL AUDIT DEPARTMENT
JORGE YZAGUIRRE SCHARFHAUSEN	CHAIRMAN OF MEFF AND BME RENTA FIJA AND DIRECTOR OF EQUITIES, DERIVATIVES AND FIXED INCOME

<b>Total senior management remuneration (thousands euros)</b>	3,002 (**)
---	------------

Remarks
<p>(*) Senior management includes members of the Management Committee and the General Secretary and Secretary to the Board and, in accordance with the instructions in the model corporate governance report, the Head of the Internal Audit Department.</p> <p>(**) The total remuneration received by senior management includes remuneration received from both BME and other Group companies.</p> <p>This amount includes the estimated amount of variable remuneration for 2018; post-employment benefits in favour of these executives in the amount of €38,000, consisting of the annual periodic contribution to the insurance arranged as a supplementary pension; premiums payable for a collective life assurance policy carrying social provision benefits to cover retirement, death and permanent disability; and the Group's contributions to defined-contribution plans.</p> <p>This figure does not include the €284,000 paid in 2018 to members of senior management as per diems, or the amount of the shares that, where appropriate, shall be received by members of senior management as a result of expiry of the third validity period of the Share-based Variable Remuneration Plan described in section A.3 of this Report.</p>

**C.1.15 State whether the Board rules were amended during the year:**

Yes  No

### Description of amendment

At its meeting on 31 January 2018, the Board of Directors agreed to amend Article 21.2 c) of Board of Directors Regulations for the purposes of adaptation to the competences attributed to the Markets and Systems Operating Procedures Committee by the BME Group's new Internal Code of Conduct in terms of its interpretation and monitoring.

Pursuant to the provisions of Article 528 of the Corporate Enterprises Act, the Company notified to the Ordinary General Shareholders' Meeting on 26 April 2018 of this amendment to the Board of Directors Regulations, which was registered in the Mercantile Registry on 17 July 2018.

#### **C.1.16 Specify the procedures for selection, appointment, re-election and removal of directors: the competent bodies, steps to follow and criteria applied in each procedure.**

Procedures for appointing, re-electing, evaluating and removing Directors are described in Articles 26, 36 and 38 of the Articles of Association and Articles 6, 10, 20, 22 and 23 of its Board of Directors Regulations. The criteria for selection of candidates are set out in the Medium and long-term Planning for the Board of Directors referred to in section C.1.5 of this report, implemented by the Board of Directors at the behest of the Appointments and Remuneration Committee in the "Procedure for the selection of candidates qualifying as independent or "other external Directors".

##### 1.- Appointment.

##### 1. A.- Responsibility.

The number of Company Directors as per the maximum (15) and minimum (9) set by the Articles of Association, as well as the appointment of Directorships, shall be established at the General Shareholders' Meeting.

In accordance with the agreement approved at the Ordinary General Shareholders' Meeting held on 27 April 2017, the Board of Directors shall comprise thirteen (13) members.

However, if any vacancies exist, the Board of Directors, by virtue of the powers of co-option legally attributed to it, may appoint the persons to fill these vacancies until the next General Shareholders' Meeting is held, for which the condition of shareholder shall not be necessary. Should a vacancy arise after the General Shareholders' Meeting has been called but before it has been held, the Board of Directors may appoint a Director until the next General Shareholders' Meeting is held.

##### 1. B.- Appointment requirements.

Candidates proposed by the Board of Directors for appointment or re-election as Directors must be persons of acknowledged prestige, solvency and honourability, who have the necessary expertise for the performance of their functions. Moreover, those who have reached the age of 75, in the case of non-executive Directors, and the age of 70 in the case of executive Directors, cannot be appointed or re-elected as Directors.

The Medium and long-term planning for the Board of Directors sets out the additional requirements that must be met by the candidates for Director depending on the category of directorship that they are to undertake.

The proposed Board candidates must not be affected by any conflict of interests or prohibition set out in the Articles of Association and Board of Directors Regulations, and need not be shareholders to be appointed as Directors.

In accordance with the provisions of Article 23 of the Board of Directors Regulations, the Company's non-executive Directors may only hold the position of director on four (4) Boards of companies the shares of which are admitted for trading on Stock Exchanges, in the terms set out in section C.1.12 of this report, and executive Directors may not hold the position of director in any listed company.

1. C.- Term of office.

– The Directors shall hold office for a period of four (4) years and may be re-elected on one or more occasions for the same term of office.

1. D.- Procedure.

The Appointments and Remuneration Committee is responsible for proposing the appointment or re-election of members of the Board of Directors if they are independent or other external Directors, and the Board of Directors is responsible for doing so in all other cases. In the latter case, a preliminary report shall be issued by the Appointments and Remuneration Committee.

Pursuant to regulations, the proposals for appointment shall be accompanied by an explanatory report by the Board of Directors in which the proposed candidate's competence, experience and merit are evaluated. This shall be attached to the minutes of the General Meeting or of the Board meeting.

Following a proposal by the Appointments and Remuneration Committee, within the scope of its competences to propose and appoint independent or other external Directors, the Board approved the aforementioned "Procedure for the selection of candidates qualifying as independent or other external Directors", which establishes the procedure to be followed in the event of a vacancy on the Board of Directors which the Appointments and Remuneration Committee considers must be filled by an independent Director or "other external Director".

To summarise, this Procedure establishes that the Appointments and Remuneration Committee shall initially determine the academic profile, professional experience and diversity criteria that must be met by the candidate, and to this end it shall take account of the Medium and long-term Planning of the Board, and shall take account of the various profiles of professional training and experience of members of the Board of Directors at any given time.

When the Appointments and Remuneration Committee has received the professional CVs of the candidates from Directors and, where applicable, from the external consultant or consultants, it shall check the mandatory legal requirements and shall exclude any candidates that do not meet the characteristics of the profile determined.

Following an appraisal of the suitability of the candidates in accordance with the criteria determined by the Company and their availability, the Appointments and Remuneration Committee shall submit a selection of alternative proposals for appointment to the Board of Directors, in the order of preference given to candidates, to fill the vacancy on the Board.

The Board of Directors shall submit the proposal to the General Shareholders' Meeting to appoint the candidate it deems most suitable for proper operation of the Board, or shall appoint new

Directors via the co-opting system.

The General Shareholders' Meeting shall vote separately on the appointments or re-elections of Directors so that shareholders may exercise their voting preferences separately.

1. E.- Breakdown of Directorships by type.

The Board of Directors shall seek to distribute its members among the different types of Director after the fashion best suited at any given time to the Company's ownership structure and its corporate purpose and the corporate purpose of group companies. However, the Board shall be obliged to submit its proposals at the General Shareholders' Meeting and appointments by co-option in such a way that external or non-executive Directors are a majority over executive Directors and that there is a significant presence of independent Directors.

2.- Re-election.

Proposals for the re-election of Directors, in addition to observing the same procedures as for appointments, also take into account the quality of the services provided by the Director and their commitment during the previous term. Directors standing for re-election shall not take part in any discussions or decisions concerning their re-election.

3.- Appraisal.

The Board of Directors shall annually assess the efficiency of its operation and the quality of its work on matters within its remit. The Board shall also assess the operation of its Committees based on the Reports they prepare on the performance of their tasks.

In addition to this assessment, in 2018 the Appointments and Remuneration Committee commissioned Egon Zehnder International S.L. to assess the quality and efficiency of the operation of the Board of Directors, the operation and composition of its Committees and diversity in the composition and responsibilities of the Board of Directors.

4.- Resignation and removal.

Directors shall vacate office at the end of the term for which they were appointed, unless they are re-elected, or when it is so decided at the General Shareholders' Meeting.

The Board of Directors may not propose the removal of any independent Directors before the expiry of the term for which they were appointed, unless they have just cause on the basis of a proposal from the Appointments and Remuneration Committee. Just cause shall be deemed to exist when the Director occupies new positions, undertakes new obligations preventing him/her from devoting sufficient time to performing Director functions, when he/she breaches the duties inherent in his/her post or when any of the circumstances arise causing a conflict with his/her status as independent.

Directors who stand down from the Board before the end of their term for any reason must explain the reasons therefor in a letter sent to all Board members.

**C.1.17 Explain how the annual evaluation of the Board has given rise to significant changes in its internal organisation and to procedures applicable to its activities:**

Description of changes
------------------------

In 2018 the Board approved its Report of activities assessing its functioning in the terms described in the next section of this heading, and this report did not state the need for any further changes to the internal organisation of the Board or to the procedures applicable to its activities.

In 2018 the independent expert Egon Zehnder International S.L. was tasked with assessing the Board of Directors and its delegated Committees, as mentioned in section C.1.16 above, a task which, at the date of approval of this report, had not been completed.

**Describe the evaluation process and the areas evaluated by the Board of Directors with the help, if any, of external advisors, regarding the function and composition of the board and its committees and any other area or aspect that has been evaluated.**

#### **Description of the evaluation process and evaluated areas**

##### Assessment of the Board of Directors.

In accordance with the provisions of Article 10.3 of the Board of Directors' Regulations, each year the Board of Directors assesses the efficiency of its operation and the quality of its work on matters within its remit. The Board also assesses the operation of its Committees based on the reports they prepare on the performance of their tasks.

Every year each of the Board's Committees, with the participation of all their members and under the management and coordination of their respective Chairmen, prepares and approves a Report on the actions undertaken in the financial year, to be furnished to the Board of Directors. Following the same procedure, and also with the participation of all the Directors, the Board of Directors prepares a report on its own actions.

On the basis of these reports, the full Board of Directors assesses the internal organisation and operation of the Board and its Committees; the suitability of the procedures followed for calling meetings; the quality and suitability of the documentation issued to the Directors; the advance notice with which this documentation has been issued; the level of attendance of the Directors at the meetings of the collegiate bodies of which they form part; and the running of their meetings. The Board of Directors also assesses the support and information received from each of the Board's Committees within the scope of their respective powers.

In addition to this assessment, pursuant to Recommendation 36 of the Code of Good Governance of listed companies, in 2018 the Appointments and Remuneration Committee commissioned independent expert Egon Zehnder International S.L. to assess the quality and efficiency of the operation of the Board of Directors, the operation and composition of its Committees and the diversity in the composition and responsibilities of the Board of Directors. It has not been considered necessary to assess the individual performance and contribution of each Director.

In order to carry out this assessment, all members of the Board of Directors have been issued with a questionnaire relating to the structure and composition of the Board, its operation, the contribution and development of its responsibilities and powers. This also requests their personal assessment of the effectiveness and contribution of the Board of Directors. The members of the Committees must also analyse the same aspects with regards to the Committees of which they form part.

The consultants shall subsequently hold a personal interview with each Director in order to elaborate on the questionnaire responses.

Assessment of the Chairman and the CEO.

Pursuant to the provisions of Article 10.4 of Board of Directors Regulations, this collegiate body annually assesses the performance of the functions of the Chairman of the Board of Directors and the Company's chief executive and of the CEO. If the Chairman of the Board of Directors is considered an executive Director, the process to assess the Chairman shall be undertaken by the Lead Director.

For the purposes of boosting active participation by all Directors in the process to assess the Chairman and the CEO, the Board of Directors has a Procedure for assessment of performance of the functions of the Chairman and of the CEO.

Pursuant to the provisions of this assessment procedure, in January 2019 the Directors were sent a questionnaire assessing performance of the functions of the Chairman and the CEO, in order to compile their individual impressions and opinions.

The aspects which shall be taken into account to assess exercise of the functions of the Chairman of the Board of Directors are dedication to the post of Chairman, leadership capacity on the Board and the Executive Committee, and quality of relations with the other Directors.

The aspects to be taken into account regarding to assessment of exercise of the functions of the CEO shall be dedication to the post, relations with the Chairman, the Board as a whole and Directors on an individual basis, leadership capacities in the ordinary management of Company business, in carrying out the Company's strategy and organisation and management of the administration team and employees of the Company to meet its objectives.

The Appointments and Remuneration Committee shall examine and approve the reports assessing the functions of the Chairman and the CEO, and they shall be submitted to the Board of Directors.

**C.1.18 Describe, in those years in which the external advisor has participated, the business relationships that the external advisor or any group company maintains with the company or any company in its group.**

The only business relationship between the Company and the external consultant, Egon Zehnder International S.L. concerns the assessment of the Board of Directors and its delegated Committees with which it was tasked in 2018.

**C.1.19 State the situations in which directors are required to resign.**

Under Article 38.2 of the Articles of Association and sections 3 and 4 of Article 22 of the Board of Directors Regulations, the members of the Board of Directors must tender their resignation in the following circumstances:

- in cases of incompatibility or prohibition stipulated by the Articles of Association and Board of Directors' Regulations;

- in the case of proprietary Directors, when the shareholder they represent sells its entire shareholding, or in the appropriate numerical proportion to any reduction in that shareholder's stake;
- in general, when their continuation as Board members could jeopardise the Company's interests.

When the aforementioned circumstances affect an individual representing a legal entity that is a Director, the entity must immediately replace that representative.

In addition to the above, and as stated in section C.1.16, the Board of Directors, at the proposal of the Appointments and Remuneration Committee, may propose the removal of independent Directors when the Director occupies new posts or assumes new obligations preventing him/her from devoting sufficient time to performing Director functions, breaches the duties inherent in his/her post, or when any of the circumstances arise causing a conflict with his/her status as independent.

**C.1.20 Are qualified majorities other than those prescribed by law required for any specific decision?**

Yes  No

If so, please describe any differences.

**C.1.21 Explain whether there are any specific requirements, other than those relating to directors, to be appointed as chairman of the Board of Directors.**

Yes  No

**C.1.22 State whether the Articles of Association or the Board Rules establish limit as to the age of directors:**

Yes  No

	Age limit
Chairman	0
CEO	0
Directors	0

**Remarks**

Article 6.2 of Board of Directors Regulations establishes a maximum age limit for the appointment or re-election of Directors, set at 75 for non-executive Directors and 70 for executive Directors, in accordance with the nature of the functions they carry out.

**C.1.23 State whether the Articles of Association or the Board Rules establish any term limits for independent directors other than those required by law:**

Yes  No

**C.1.24 State whether the Articles of Association or Board Rules establish specific proxy rules for votes at Board meetings, how they are to be delegated and, in particular, the maximum number of delegations that a director may have, as well as if any limit regarding the category of director to whom votes may be delegated and whether a director is required to delegate to a director of the same category. If so, please briefly describe the rules.**

Article 29.2 of the Articles of Association and Article 11 of the Board of Directors Regulations stipulate that in the event of members of the Board of Directors being unable to attend a meeting in person they may appoint another Director to represent them. No upper limit is specified on the number of proxy appointments a single Director may hold. It is specified that non-executive Directors can only delegate their representation to another non-executive Director.

Proxies must be appointed in writing specifically for each meeting and the appropriate instructions as to how to represent the Director appointing them must be given.

**C.1.25 State the number of meetings held by the Board of Directors during the year, and if applicable, the number of times the Board met without the chairman present. Meetings where the chairman sent specific proxy instructions are to be counted as attended.**

Number of Board meetings	12
Number of Board meetings without the Chairman	0

**State the number of meetings held by the coordinating director with the other directors, where there was neither attendance nor representation of any executive director:**

Number of meetings	2
--------------------	---

**Remarks**

This figure is the number of meetings up to 31 December 2018 held by the lead director with the other directors, without the attendance or representation of any executive director. These meetings were held as part of the Working Group created in 2015, and are made up of the non-executive Directors who form part of the Board of Directors at any given time.

**Please specify the number of meetings held by each committee of the Board during the year.**

Number of meetings held by the Executive Committee	1
Number of meetings held by the Audit Committee	11
Number of meetings held by the Appointments and Remuneration	12

<b>Committee</b>	
<b>Number of meetings held by the <a href="#">Markets and Systems Operating Procedures Committee</a></b>	11

**C.1.26 State the number of meetings held by the Board of Directors during the year in which all of its directors were present. For the purposes of this section, proxies given with specific instructions should be considered as attendance**

<b>Number of meetings when all directors attended</b>	12
<b>% of attendance over total votes during the year</b>	91.67%
<b>Number of meetings in situ or representations made with specific instructions of all directors</b>	5
<b>% of votes issued at in situ meetings or with representations made with specific instructions out of all votes cast during the year</b>	91.67%

**C.1.27 State if the individual and consolidated financial statements submitted to the Board for preparation were previously certified:**

Yes  No

**Identify, if applicable, the person/s who certified the individual and consolidated financial statements of the company for preparation by the Board.**

**C.1.28 Explain any measures established by the Board of Directors to prevent the individual and consolidated financial statements prepared by the Board from being submitted to the General Shareholders' Meeting with a qualified audit opinion:**

The mechanisms established to prevent the individual and consolidated financial statements from being laid before the General Shareholders' Meeting with a qualified audit report are set out in Articles 8, 19 and 31 of the Board of Directors' Regulations.

Specifically, Article 8 of Board of Directors Regulations states that the Board of Directors shall be responsible for ensuring that the Company's individual and consolidated financial statements and directors' report provide a true and fair view of its assets, the financial position and results, according to legal requirements. Furthermore, each and every Director must have access to all the necessary information before they put their signature to the financial statements.

Article 31 of these Regulations also establishes that the Board of Directors shall adopt the necessary measures to ensure that the half-yearly and quarterly reporting and any other financial reporting that is made available to the securities markets is prepared in accordance with the

same principles and practices as are used in the preparation of the annual financial statements, and that it is equally reliable.

Likewise, under Article 19 of Board of Directors Regulations, the Audit Committee is responsible for liaising with the external auditors in order to receive information on any issues connected with the auditing procedure, and to maintain with the auditors the communications envisaged in audit legislation and in the technical auditing regulations. The Audit Committee also receives information on a regular basis regarding the audit plan and the results of its execution, and ensures that the auditors' recommendations are taken into consideration by senior management.

In the exercise of its duties, the Audit Committee invites the external auditor to attend its meetings whenever it is deemed appropriate and, in any event, when the agenda includes the audit assessment preceding the issue of the Company's and the Group's financial statements and Directors' report or the release of the Company's half-year report.

The Company's Finance Director also attended meetings of the Audit Committee, convened to address issues within their remit, to enable the Committee to conduct rigorous monitoring of the preparation of regular public disclosures.

In addition, the Article 8.1 of the Board of Directors Regulations establishes that in the event the auditors' report on the financial statements contains reservations or qualifications, the Chairman of the Audit Committee and the auditors themselves shall explain to shareholders and to the markets the content and scope of such reservations and qualifications.

**C.1.29 Is the secretary of the Board also a director?**

Yes  No

**If the secretary of the Board is not a director, please complete the following table:**

Name of the secretary	Representative
LUIS MARÍA CAZORLA PRIETO	-

**C.1.30 State, if any, the concrete measures established by the entity to ensure the independence of its external auditors, financial analysts, investment banks, and rating agencies, including how legal provisions have been implemented in practice.**

1. Mechanisms established by the Company to preserve the independence of external auditors.

In accordance with Article 7.4 of the Board of Directors Regulations, the Board of Directors, acting in full and through its Committees, with the support of the Audit Committee, is responsible for ensuring the external auditor is both independent and professionally acceptable.

Article 19 of the Board of Directors Regulations authorises the Audit Committee to maintain relations with the external auditors in order to receive detailed individual information on any issues that might jeopardise the auditors' independence and, where applicable, to authorise

services other than those prohibited in the terms established by regulations, and to monitor compliance with the regulations in force concerning the provision of additional services other than audit services, the limits in regard to business concentration of the auditor and, in general, any other rules aimed at ensuring the auditors' independence.

In this regard, each year the Audit Committee shall receive from the auditors written confirmation of their independence vis-à-vis the Company, in addition to detailed individual information on any other type of service provided by the auditors and the fees received by the auditors or persons or entities related to them, and shall issue a report each year, prior to the auditor's report, stating an opinion on whether the independence of the auditors has been compromised. The report must contain a motivated assessment of provision of each and every additional service, considered individually and together, other than statutory legal services, and in relation to the regime of independence or to the regulations governing the auditing of accounts.

At its meetings on 27 February and 25 July 2018, the Audit Committee received from the external auditors, *PricewaterhouseCoopers Auditores, S.L.*, written confirmation of the independence with which they had acted in the audit of the yearly and half-yearly financial statements, respectively.

Moreover, at its meeting on 30 October 2018 the Audit Committee authorised the external auditor to provide services entailing independent limited verification of information related to the Company's corporate social responsibility, having ascertained that the provision of such services did not jeopardise its independence.

#### 2. Mechanisms established by the Company to preserve the independence of financial analysts.

The Investor Relations Department, a division of the Finance Department, provides institutional investors and financial analysts with all possible information on the Company's performance, periodic results and strategy. The management of information by the department of Investor Relations is carried out with the utmost respect for the principles of transparency and non-discrimination, and always in the strictest compliance with regulations relating to the securities markets and the policy for communicating with shareholders, analysts, institutional investors and proxy advisors.

#### 3. Mechanisms established by the Company to preserve the independence of investment banks and rating agencies.

In 2018 the Company did not hire the services of investment banks or rating agencies.

**C.1.31 State whether the company changed its external auditor during the year. If so, please identify the incoming and outgoing auditor:**

Yes  No

**If there were any disagreements with the outgoing auditor, please provide an explanation.**

Yes  No

**C.1.32 State whether the audit firm provides any non-audit services to the company and/or its Group and, if so, the fees paid and the corresponding percentage of total fees invoiced to the company and/or Group:**

Yes  No

	Company	Group Companies	Total
Amount invoiced for non-audit services (thousands euros)	44	0	44
Amount invoiced for non-audit services / Amount for audit work (%)	14.47%	0.00%	7.72%

**C.1.33 State whether the auditors' report on the financial statements for the preceding year contains a qualified opinion or reservations. If so, please explain the reasons given by the chairman of the audit committee to explain the content and extent of the aforementioned qualified opinion or reservations.**

Yes  No

**C.1.34 State the number of consecutive years the current audit firm has been auditing the financial statements of the company and/or group. Furthermore, state the number of years audited by the current audit firm as a percentage of the total number of years that the financial statements have been audited:**

	Individual	Consolidated
Number of consecutive years	6	6

	Individual	Consolidated
Number of years audited by current audit firm/Number of years the company or group has been audited (%)	35.29%	35.29%

**C.1.35 State whether there is a procedure whereby directors have the information necessary to prepare the meetings of the governing bodies with sufficient time and provide details if applicable:**

Yes  No

#### Explanation of procedure

Board of Directors meetings are generally called at least six days in advance of the date on which they are scheduled to be held. The call notice includes the agenda of the Board of Directors meeting and the relevant documentation and information concerning the items on the agenda.

In accordance with Articles 13.2.c) and 16.2 of the Board of Directors Regulations, the Chairman of the Board of Directors, assisted by the Secretary, ensures that the Directors receive, with sufficient notice and in the appropriate format, the information necessary to discuss the matters included in the agenda of the corresponding meetings.

Furthermore, under Article 24 of the Board of Directors Regulations, Directors shall have the powers to obtain information on any aspect of the Company and its group, and shall be granted access to any documents, registers, past records or any other information they may require.

All requests for information shall be addressed to the Chairman and shall be dealt with by the Secretary of the Board of Directors who shall directly provide the information required or put the Director in contact with the appropriate person within the Company, while ensuring that the necessary measures are taken to guarantee that the Directors' right to information is met to their full satisfaction.

**C.1.36 State whether the company has established rules whereby directors must provide information regarding and, if applicable, resign, in circumstances that may damage the company's standing and reputation. If so, provide details:**

Yes  No

#### Explain the rules

Article 28 of the Board of Directors' Regulations stipulates that, amongst their duties to inform, Directors shall disclose any fact or situation which may affect the nature or terms under which their appointment as Directors was made, or which could materially influence their activity as Directors. More specifically, this article establishes that they must disclose any legal, administrative or other types of claims affecting them the importance of which could seriously affect the Company's image.

In addition, Articles 38.2 of the Articles of Association and 20.4 of the Board of Directors Regulations stipulate that Directors must resign when their continuation in office could jeopardise the Company's interests.

**C.1.37 State whether any member of the Board of Directors has notified the company that he or she has been tried or notified that legal proceedings have been filed against him or her, for any offences described in Article 213 of the LSC:**

Yes  No

State whether the Board of Directors has examined the case. If so, explain in detail the decision taken as to whether the director in question should continue in his or her post or, if applicable, describe any actions taken by the Board up to the date of this report, or which it intends to take.

C.1.38 Detail any material agreements entered into by the company that come into force, are modified or are terminated in the event of a change in control of the company following a public takeover bid, and their effects.

The Company has not formalised significant agreements with the characteristics described.

C.1.39 Identify individually for director, and generally in other cases, and provide detail of any agreements made between the company and its directors, executives or employees containing indemnity or Golden parachute clauses in the event of resignation or dismissal or termination of employment without cause following a takeover bid or any other type of transaction.

Number of beneficiaries	5
-------------------------	---

Type of beneficiary
The Chairman, in connection with his executive duties, the CEO and three (3) senior management members.

Description of agreement
<p><u>1. Executive Directors</u></p> <p>There are no such clauses which include benefits for executive Directors, except for the Chairman and the CEO. With regard to the Chairman, qualified as an Executive Director, at BME's Extraordinary General Shareholders' Meeting held on 5 June 2006 the following resolution was adopted:</p> <p><i>"The General Shareholders' Meeting agrees that, in the event of the Chairman of the Board of Directors being removed from his post, he shall be entitled to receive an amount equivalent to three times his annual fixed compensation established by the Shareholders' Meeting at the time of this event. Payment of this amount implies a non-competition duty binding the Chairman for three years with respect to companies other than the BME Group pursuing identical or similar corporate purposes or activities. In the event the Chairman fails to comply with this obligation, he shall be obliged to return the amount received. The Chairman shall not be paid the amount mentioned above if he voluntarily leaves the post, fails to fulfil his duties or any of the cases needed for Bolsas y Mercados Españoles to be able to take corporate action against him for liability concur."</i></p>

(...)"

The terms of this resolution by the Extraordinary General Shareholders' Meeting have been listed in the provision of services contract between BME and Antonio J. Zoido Martínez, dated 29 June 2007, subsequent to a report by the Appointments and Remuneration Committee and approval by the Board of Directors.

The Directors' Remuneration Policy contains, among other issues, the main conditions of the "Contract of Director with executive functions" signed by BME and Mr. Javier Hernani Burzako whereby, in the event of departure, revocation of his powers or authorisation, or termination of the contract at his behest on the basis of non-compliance with the obligations undertaken by the Company, the CEO shall be entitled: "To receive the greater of the two following amounts: (i) payment of the amount equivalent to two years' fixed and annual variable remuneration existing at the moment of termination of the employment relationship as CEO or (ii) the legal compensation pursuant to the Workers' Statute at that time for any dismissal considered unfair.

*If termination results from a failure to fulfil his duties as CEO of the Company duly declared by a court and/or any of the cases needed for BME to be able to take corporate action against him for liability concur, neither resumption of the employment relationship nor payment of the aforementioned amount shall occur."*

This condition was set out in the "Contract of Director with executive functions" signed by BME and Mr. Javier Hernani Burzako, which was approved unanimously by the Board of Directors, with no involvement by Mr. Hernani Burzako, on 27 April 2017, at the behest of the Appointments and Remuneration Committee.

## 2. Senior management

With respect to senior management, one (1) member of senior management has signed a senior management contract entitling the senior executive to receive compensation in the event of dismissal equivalent to twenty-two (22) months of the gross annual salary, unless employment law stipulates higher compensation. In addition, two (2) member of senior management are under ordinary employment contracts and are entitled to severance compensation equivalent to forty-five (45) days' salary per year of service.

**State if these contracts have been communicated to and/or approved by management bodies of the company or of the Group. If they have, specify the procedures, events and nature of the bodies responsible for their approval or for communicating this:**

	<b>Board of Directors</b>	<b>General Shareholders' Meeting</b>
<b>Body authorising the severance clauses</b>		

	<b>YES</b>	<b>NO</b>
--	------------	-----------

Are these clauses notified to the General Shareholders' Meeting?		NO
--	--	----

## C.2 Committees of the Board of Directors

C.2.1 Provide details of all committees of the Board of Directors, their membership, and the proportion of executive, proprietary, independent and other external directors that comprise them:

### AUDIT COMMITTEE

Name	Post	Category
ANA ISABEL FERNÁNDEZ ÁLVAREZ	CHAIRMAN	INDEPENDENT
JUAN MARCH JUAN	MEMBER	PROPRIETARY
ISABEL MARTÍN CASTELLÁ	MEMBER	INDEPENDENT

% of proprietary directors	33.33%
% of independent directors	66.67%
% of external directors	0.00%

Explain the duties exercised by this committee, describe the rules and procedures it follows for its organisation and function. For each one of these functions, briefly describe its most important actions during the year and how it has exercise in practice each of the functions attributed thereto by law, in the Articles of Association or other corporate resolutions.

The Audit Committee is regulated by Articles 35 of the Articles of Association and 19 of the Board of Directors Regulations.

#### Organisation and operation

- The Audit Committee shall comprise a minimum of three (3) and a maximum of five (5) Directors, who shall be appointed and removed by the Board of Directors. All the Committee members must be non-executive Directors, and a majority must qualify as independent Directors.

The Audit Committee currently comprises three (3) members pursuant to the agreement adopted by the Board of Directors at its meeting on 27 July 2006.

- The Chairman of the Audit Committee shall be appointed by the Board of Directors from among its independent Directors and must be replaced every four (4) years. The Chairman may be re-elected one year after completing his term.

In the event of the absence or temporary unavailability of the Chairman, his place shall be taken by the independent Director Committee member designated for that purpose by the Board of

Directors and, in his absence, by the eldest independent Director Committee member and, if the independent members are the same age, by the member chosen by lot.

- The Secretary of the Committee shall be appointed by the Board of Directors from among its members and shall draw up the minutes of the resolutions adopted. The Board may also appoint the Board Secretary or any of the Deputy Secretaries as Secretary to the Committee even if they are not Committee members, as well as a member of the Company's Legal Advisory Services, in which cases the Secretary may speak at meetings but may not vote.

- The Audit Committee shall meet whenever it is convened by the Chairman or a meeting is requested by at least two (2) of its members, and at the request of the Board of Directors.

- Resolutions must be adopted with the favourable vote of the majority of the members who are present or represented at the meeting by proxy. When there is a tie in voting, the Chairman, or the person standing in for him, shall have the casting vote.

- In order to perform its tasks, the Committee may seek the assistance and collaboration of independent third-party experts and the attendance at its meetings of Company and Group company executives.

- The Audit Committee must report to the Board of Directors on its activities in the course of each year, and the Secretary shall send the members of the Board of Directors a copy of the minutes of Committee meetings.

#### Competences

At 31 December 2018, the Audit Committee had been assigned the duties established in Article 529 quaterdecies of the Corporate Enterprises Act, as well as the following additional competences:

- To supervise the Group's regulatory compliance function, under the authority of the Audit Committee.

- Supervision of the effectiveness of risk control systems includes supervision of tax risks.

- To be informed of the fiscal policies applied by the Company.

- To analyse information on structural and corporate changes the Company plans to carry out and report on the economic conditions thereof and their accounting impact.

- To ensure compliance with the Internal Code of Conduct by members of the management body of BME and of companies in its Group and members of BME's senior management, following the amendment to the Code which came into force on 1 January 2018.

#### Action taken in 2018

The Audit Committee held eleven (11) meetings in 2018, at which it addressed all issues in relation to the responsibilities attributed to it. None of these can be described as more important than others, since they are all considered important.

All these actions and the way in which each of the functions attributed are carried out are detailed in the report that this Committee approves regarding implementation of its responsibilities during 2018, which shall be made available in the section of information for shareholders and investors on the Company's corporate website, [www.bolsasymercados.es](http://www.bolsasymercados.es).

Identify the directors who are members of the audit committee and have been appointed taking into account their knowledge and experience in accounting or audit matters, or both, and state the date that the Chairperson of this committee was appointed.

Name of directors with experience	ANA ISABEL FERNÁNDEZ ÁLVAREZ
	ISABEL MARTÍN CASTELLÁ
Date of appointment of the chairperson	26/04/2018

#### APPOINTMENTS AND REMUNERATION COMMITTEE

Name	Post	Category
DAVID MARÍA JIMÉNEZ-BLANCO CARRILLO DE ALBORNOZ	CHAIRMAN	INDEPENDENT
IGNACIO GARRALDA RUIZ DE VELASCO	MEMBER	INDEPENDENT
JUAN CARLOS URETA DOMINGO	MEMBER	INDEPENDENT
SANTOS MARTÍNEZ-CONDE Y GUITIERREZ-BARQUÍN	MEMBER	PROPRIETARY

% of proprietary directors	25.00%
% of independent directors	75.00%
% of external directors	0.00%

Explain the duties exercised by this committee, describe the rules and procedures it follows for its organisation and function. For each one of these functions, briefly describe its most important actions during the year and how it has exercise in practice each of the functions attributed thereto by law, in the Articles of Association or other corporate resolutions.

The Appointments and Remuneration Committee is regulated by Article 36 of the Articles of Association and Article 20 of Board of Directors Regulations.

##### Organisation and operation

- The Appointments and Remuneration Committee shall comprise at least three (3) and at most five (5) Directors, appointed by the Board of Directors from among its non-executive members, of which at least two (2) must be independent Directors.

The members of this Committee shall remain in office for as long as they continue to be Company Directors, unless the Board of Directors resolves to remove them. Currently the Appointments and

Remuneration Committee comprises four (4) members pursuant to the resolution adopted by the Board of Directors at its meeting on 27 February 2014.

- The Chairman shall be appointed by the Board of Directors from among its independent Directors.

- The Board of Directors shall also appoint a Secretary, an office which need not be held by a member of the Board and may be filled by the Board's Secretary or any of its Deputy Secretaries, as well as by a member of the Company's legal advisory services, in which cases the Secretary may speak at meetings but not vote.

- The Committee shall meet as often as is necessary in the Chairman's opinion for the performance of its functions, at the request of the Board of Directors and whenever a meeting is requested by at least two (2) members.

- There shall be quorum at Committee meetings when a majority of Committee members are present or represented by proxy, and resolutions shall be adopted by an absolute majority of the members who are present or represented. In the event of a tie, the Chairman shall have the casting vote.

- The Committee shall report to the Board on the performance of its functions and tasks in the course of each year and the Committee Secretary shall send a copy of the minutes of all Appointments and Remuneration Committee meetings to all Board members.

#### Competences

The Appointments and Remuneration Committee has been assigned the duties established in Article 529 quinquies of the Corporate Enterprises Act, as well as the following additional competences:

- To report on compliance with the Articles of Association and the Board of Directors' Regulations regarding the appointment, re-election and removal of members of the Board of Directors proposed to sit on any of the Board Committees, as well as, where applicable, to hold any posts thereon.

- To report on compliance with the Articles of Association and the Board of Directors' Regulations regarding the appointment and removal of the Deputy Secretaries of the Board.

- To verify compliance with the Company's remuneration policy.

- To verify information on remuneration received by Company Directors and senior executives contained in corporate documents.

- To ensure the independence of the external advice provided for the Committee.

- To supervise, at the request of the Board of Directors, compliance with the rules of corporate governance.

#### Action taken in 2018

Throughout 2018, the Appointments and Remuneration Committee held twelve (12) meetings, at which it addressed all issues in relation to the responsibilities attributed to it. None of these can be described as more important than others, since they are all considered important.

All these actions and the way in which each of the functions attributed are carried out are detailed in the report that this Committee approves regarding implementation of its responsibilities during

2018, which shall be made available in the section of information for shareholders and investors on the Company's corporate website, [www.bolsasymercados.es](http://www.bolsasymercados.es).

#### MARKETS AND SYSTEMS OPERATING PROCEDURES COMMITTEE

Name	Post	Category
JOAN HORTALÁ I ARAU	CHAIRMAN	EXECUTIVE
JUAN MARCH JUAN	MEMBER	PROPRIETARY
JUAN CARLOS URETA DOMINGO	MEMBER	INDEPENDENT

% of executive directors	33.33%
% of proprietary directors	33.33%
% of independent directors	33.33%
% of external directors	0.00%

**Explain the duties exercised by this committee, describe the rules and procedures it follows for its organisation and function. For each one of these functions, briefly describe its most important actions during the year and how it has exercise in practice each of the functions attributed thereto by law, in the Articles of Association or other corporate resolutions.**

The Markets and Systems Operating Procedures Committee is regulated by Article 37 of the Articles of Association and Article 21 of Board of Directors Regulations, respectively, as well as by the Regulations for the Markets and Systems Operating Procedures Committee. The articles of the Board's Regulations and the Regulations of the Markets and Systems Operating Procedures Committee were amended following the introduction of the new Internal Code of Conduct on 1 January 2018.

##### Organisation and operation

- The Markets and Systems Operating Procedures Committee shall consist of a minimum of three (3) and a maximum of five (5) Directors, who shall be appointed, re-elected or removed by the Board of Directors.

By virtue of the agreement adopted by the Board of Directors at its meeting on 29 November 2007, the number of members of the Markets and Systems Operating Procedures Committee was established as four (4).

The Markets and Systems Operating Procedures Committee currently has three (3) members, with one (1) vacancy.

- The Board of Directors shall appoint the Chairman of the Markets and Systems Operating Procedures Committee from among its members.

- The Board of Directors shall appoint a Committee Secretary, an office which need not be held by

a member of the Board and may be filled by the Board's Secretary or any of its Deputy Secretaries, as well as by a member of the Company's legal advisory services. In these cases, the Secretary may speak at meetings but not vote.

- The Markets and Systems Operating Procedures Committee shall meet at least once a month, and whenever it is convened by the Chairman, and there shall be quorum when a majority of Committee members are present or represented by proxy.

- Resolutions must be adopted with the favourable vote of the majority of the members who are present or represented at the meeting. When there is a tie in voting, the Chairperson shall have the casting vote.

- The Markets and Systems Operating Procedures Committee must report to the Board of Directors on its activities, and to this end the Secretary must send the members of the Board of Directors a copy of the minutes of Committee meetings.

#### Competences

At 31 December 2018 the Markets and Systems Operating Procedures Committee had the following responsibilities, as directed in the Committee's own Regulations:

- Analyse and monitor the procedures and regulations set forth by group companies for the correct operation of the markets and systems managed thereby.

- To be cognisant of the procedures established so that normal market conditions and the principle of equal treatment are applied to the trades, transactions and actions which the Company, its Directors or shareholders with significant and stable capital shareholdings perform as issuers, clients or users in the markets and systems managed by group companies.

- To interpret the Internal Code of Conduct of the Company and its Group so that it may approve the instructions or implementing regulations and report on any amendment to said Code that are submitted to the Company's Board of Directors for approval.

- Any other general or specific tasks commissioned by the Board.

The Markets and Systems Operating Procedures Committee shall report to the Board of Directors on the performance of its tasks, send the Board of Directors copy of the minutes of its meetings, and draft any reports or proposals on them that may be requested by the Board of Directors.

#### Action taken in 2018

Throughout 2018, the Markets and Systems Operating Procedures Committee held eleven (11) meetings, at which it addressed all issues in relation to the responsibilities attributed to it. None of these can be described as more important than others, since they are all considered important.

All these actions and the way in which each of the functions attributed are carried out are detailed in the report that this Committee approves regarding implementation of its responsibilities during 2018, which shall be made available in the section of information for shareholders and investors on the Company's corporate website, [www.bolsasymercados.es](http://www.bolsasymercados.es).

### EXECUTIVE COMMITTEE

Name	Position	Category
ANTONIO J. ZOIDO MARTÍNEZ	CHAIRMAN	EXECUTIVE
ANA ISABEL FERNÁNDEZ ÁLVAREZ	MEMBER	INDEPENDENT
IGNACIO GARRALDA RUIZ DE VELASCO	MEMBER	INDEPENDENT
DAVID MARÍA JIMÉNEZ-BLANCO CARRILLO DE ALBORNOZ	MEMBER	INDEPENDENT
SANTOS MARTÍNEZ-CONDE Y GUITIERREZ-BARQUÍN	MEMBER	PROPRIETARY

<b>% of executive directors</b>	20.00%
<b>% of proprietary directors</b>	20.00%
<b>% of independent directors</b>	60.00%
<b>% of external directors</b>	0.00%

**Explain the duties exercised by this committee, other than those that have already been described in Section C.1.10, and describe the rules and procedures it follows for its organisation and function. For each one of these functions, briefly describe its most important actions during the year and how it has exercise in practice each of the functions attributed thereto by law, in the Articles of Association or other corporate resolutions.**

The Executive Committee is regulated by Article 34 of the Articles of Association and Article 18 of the Board of Directors Regulations.

Organisation and operation

- The Executive Committee shall consist of at least three (3) and not more than seven (7) Directors designated by the Board of Directors. The Company shall endeavour to ensure that the size and composition of the Executive Committee comply with efficiency criteria and the Board of Directors' basic guidelines on composition.

At its meeting after the Ordinary General Shareholders' Meeting of 30 April 2014, the Board of Directors established the number of members of the Executive Committee as five (5).

- The Chairman and Secretary of the Executive Board shall be the same as for the Board of Directors with the substitution regime stated for the Board of Directors, whereby the Chairman shall be substituted by one of the Vice-Chairmen in descending order if the office is vacant or the Chairman is absent, unable to attend or falls sick. Likewise, the Secretary shall be substituted by the Deputy Secretary of the Board of Directors and in the event of there being various Deputies,

the longest standing one or the eldest shall be chosen.

- Except when higher voting majorities are required by law or under the Articles of Association, resolutions shall be adopted by an absolute majority of the Board members who are either present or represented at the meeting. In the event of a tie, the Chairman shall have the casting vote.

- The Executive Committee shall meet at the behest of its Chairman, provided this has been requested by at least two (2) of its members.

- At each meeting of the Board of Directors, the Executive Committee shall report on the issues discussed and resolutions adopted at the meetings it has held since the previous Board meeting, so that the Secretary can send a copy of the minutes of the Committee's meetings to its members.

#### Competences

The Executive Committee shall have the following competences:

a) Continuous monitoring and supervision of the day-to-day management of the Company, also ensuring that there is adequate coordination between the Group companies for their mutual benefit and that of the Company.

b) Analysing and proposing to the Board of Directors the guidelines that are to define the Company's strategy, and supervising their implementation.

c) Supervising the strategy for communications and relations with investors and shareholders.

d) Supervising implementation of the Company's corporate social responsibility policy and monitoring the strategy and practices of corporate social responsibility.

e) Assessing matters related to the Company's non-financial risks, including operational, technological, legal, social, environmental, political and reputational risks, and coordinating the process of reporting non-financial information.

f) Discussing and reporting to the Board of Directors on all issues relating to the following:

- The Company's individual and consolidated annual budget.

- Significant tangible or financial investments and their economic rationale.

- Cooperation agreements with other companies the size or nature of which make them significant for the Company.

- Financial operations of particular economic importance for the Company.

- Assessment of the Company's achievement of its objectives.

g) Adopting resolutions relating to the acquisition or disposal of the Company's treasury shares, if and as authorised at the General Shareholders' Meeting and the general policy regarding treasury shares established by the Board of Directors.

In addition to the responsibilities described above, all the Board's powers have been delegated to the Executive Committee, except for those which cannot be delegated by law, in accordance with the resolution adopted by the Board of Directors at its meeting on 27 July 2006.

Notwithstanding the foregoing, at a meeting on 20 July 2016 the Executive Committee agreed to focus its meetings on the analysis of strategic issues or any other issues it sees fit to discuss.

Action taken in 2018

In the course of 2018 the Executive Committee held one (1) meeting, and took the action stipulated in the report approved by the Board of Directors on its competences in 2018, which shall be provided in the section of information for shareholders and investors on the Company's corporate website, [www.bolsasymercados.es](http://www.bolsasymercados.es).

**Remarks**

Luis María Cazorla Prieto is Secretary (non Member) of all the Committees.

**C.2.2 Complete the following table with information regarding the number of female directors who were members of Board committees at the close of the past four years:**

	Number of female directors							
	FY 2018		FY 2017		FY 2016		FY 2015	
	Number	%	Number	%	Number	%	Number	%
<b>Audit Committee</b>	2	66.67%	1	33.33%	1	33.33%	1	33.33%
<b>Appointments and Remuneration Committee</b>		0.00%		0.00%		0.00%		0.00%
<b>Market and Systems Operating Procedures Committee</b>		0.00%		0.00%		0.00%		0.00%
<b>Executive Committee</b>	1	20.00%	1	20.00%	1	20.00%	1	25.00%

**Remarks**

At 31 December 2018, 2017 and 2016 the Executive Committee had five (5) members, whereas at 31 December 2015 it had four (4) members.

**C.2.3 State, where applicable, the existence of any regulations governing Board committees, where these regulations may be found, and any amendments made to them during the year. Also state whether any annual reports on the activities of each committee have been voluntarily prepared.**

The operation of the Board Committees is governed by the Board of Directors Regulations. The Markets and Systems Operating Procedures Committee also has its own Regulations on organisation and functioning, Articles 7 and 10 of which were amended following a resolution by the Board of Directors on 31 January 2018 to adapt the competences of the Markets and Systems

Operating Procedures Committee to the Internal Code of Conduct in terms of its interpretation and monitoring, following its entry into force on 1 January 2018.

As mentioned above, in accordance with the provisions of Article 10.3 of the Board of Directors' Regulations, the Committees prepare a report on their responsibilities, which is sent to the Board of Directors so that their activities can be assessed.

The Regulations of the Board of Directors and of the Markets and Systems Operating Procedures Committee, and the activity reports of the Board's Committees from each financial year, may be found in the "Information for Shareholders and Investors" section of the corporate website, [www.bolsasymercados.es](http://www.bolsasymercados.es).

## **D RELATED-PARTY AND INTRAGROUP TRANSACTIONS**

**D.1 Describe, if applicable, the procedure for approval of related-party and intragroup transactions.**

### Procedure to notify approval of related-party transactions

Article 7.4 d) of the Board of Directors Regulations establishes that the Board of Directors, acting in full and through its Committees, shall approve the transactions that the Company or the Group companies carry out with shareholders holding significant ownership interest, including shareholders represented on the Board of Directors of the Company or other companies that form part of the same group or with persons related thereto. The transactions that simultaneously meet the following three characteristics are excluded from the aforementioned approval:

- they are governed by standard form agreements applied on an across-the-board basis to a large number of clients;
- they are performed at prices or rates established on a general basis by the person supplying the goods or services; and
- the amount does not exceed 1% of the Company's annual revenue.

Section I) of Article 19.2 of the Board of Directors Regulations also states that the Audit Committee shall report on the transactions that the Company or the Group companies carry out with shareholders holding significant ownership interests, including shareholders represented on the Board of Directors of the Company or other companies that form part of the same group or with persons related thereto.

Moreover, given the market/systems activities carried on by the Group companies, Article 29 of the Board of Directors Regulations establishes that trades, transactions or actions undertaken by Directors and significant shareholders and their related parties in their activities on the markets and systems managed by Group companies shall not require prior authorisation, nor shall they be subject to disclosure obligations, provided that they are within the ordinary course of business of the parties involved and on an arm's length basis, without prejudice to compliance with any regulations applicable to transactions with related parties.

**D.2 Describe any transactions which are significant, either because of the amount involved or subject matter, entered into between the company or entities within its group and the company's significant shareholders:**

**D.3 Describe any transactions that are significant, either because of their amount or subject matter, entered into between the company or entities within its group and directors or managers of the company:**

**D.4 Report any material transactions carried out by the company with other entities belonging to the same group, provided that these are not eliminated in the preparation of the consolidated financial statements and do not form part of the company's ordinary business activities in terms of their purpose and conditions.**

**In any event, note any intragroup transaction conducted with entities established in countries or territories which are considered tax havens.**

**D.5 State the amount of any transactions conducted with other related parties that have not been reported in the previous sections.**

**D.6 Describe the mechanisms in place to detect, determine and resolve potential conflicts of interest between the company and/or its group and its directors, senior management or significant shareholders.**

1.- Conflicts of interest between the Company and/or its group and its Directors.

The general duties of diligences and loyalty, which include the duty to avoid conflicts of interest are regulated by Articles 25, 26 and 27 of the Board of Directors Regulations, under the same terms as established in the current legislation.

Directors must abstain from participating in the deliberations and voting on resolutions and decisions in which the Director or a related person has a direct or indirect conflict of interests. This obligation to abstain shall not include resolutions or decisions that affect their status as Director, such as their appointment or removal for positions on the Board of Directors or other similar decisions.

Proprietary Directors must not participate in votes on matters in which the shareholders who proposed their appointment and the Company have a direct or indirect conflict of interests.

For these purposes, Directors shall notify the other Directors and, where applicable, the Board of Directors of any situation that may entail a direct or indirect conflict of interests between them or any persons related thereto and the Company.

Directors of the Company must also notify the Audit Committee before accepting any Directorship or management position in another company or entity.

Moreover, transactions, operations or actions undertaken by Directors and/or their related parties in their activities in the markets and systems managed by Group companies shall not require prior authorisation, nor shall they be subject to disclosure obligations, provided that they are within the ordinary course of business of the parties involved and on an arm's length basis, without prejudice to compliance with any regulations applicable to transactions with related parties.

The above is understood as notwithstanding the fact that members of the Company's Board of Directors are also affected by the obligations established in this respect by the Internal Code of Conduct, described below.

2.- Conflicts of interest between the Company and its Group and employees.

The Internal Code of Conduct applies to all employees of BME and of its Group companies and to the rest of persons who provide services or engage in a professional relationship with BME or its Group companies, known as "the persons concerned". Rules 9, 10 and 11 of Title IV of the Internal Code of Conduct address regulation of conflicts of interest.

The parties concerned must act with all due impartiality, and must not put their own interests before those of BME and the companies in its Group and of shareholders, and must endeavour to avoid conflicts of interest with BME shareholders, members of or participants in the markets or

systems governed or managed by companies belonging to the BME Group, or with the issuers of the securities affected listed on those markets or systems or which have applied for listing.

Where applicable, the persons concerned must inform the relevant control body of any conflicts of interest that may affect them or their related parties.

The persons concerned must update any information on their potential conflicts of interest, for which purpose they must notify any cessation or alteration of any situation of conflict or the emergence of any new situation. Notice must be given within five (5) days of the person concerned becoming aware that a conflict of interest has arisen and in any event before the adoption of any decision or action affected by the conflict.

If the persons concerned have any doubts as to the existence of a conflict of interest, they must consult the relevant control body before adopting any decision or course of action that might be affected by the potential conflict.

If the persons concerned are affected by a conflict of interest, they must refrain from intervening in or influencing discussions and decisions concerning the persons or entities to which the direct interest in conflict refers, and must notify whoever is responsible for decision-making accordingly.

Notwithstanding the foregoing, the individuals affected may participate in the discussion and approval of any rules, instructions or decisions that shall apply generally to all investors, market members or companies with securities admitted to trading.

### 3.- Conflicts of interest between the company and its significant shareholders.

Article 21.2.b) of the Board of Directors Regulations and Article 7.1b) of the Markets and Systems Operating Committee Regulations stipulate that this Committee must oversee the procedures established so that normal market conditions and the principle of equal treatment are applied to the transactions, operations and actions which the Company, its Directors or shareholders with significant and stable shareholdings perform as issuers, clients or users in the markets and systems managed by Group companies.

In this regard, Article 29 of the Board of Directors Regulations stipulates that transactions, operations or actions undertaken by significant shareholders and their related parties on the markets and systems managed by Group companies shall require prior authorisation by the entire Board, unless they form part of the ordinary course of business of the parties involved and are carried out in normal conditions or in recurring market conditions, without prejudice to compliance with any regulations applicable to transactions with related parties.

#### **D.7 Is there more than one company in the group listed in Spain?**

Yes  No

**Identify the other companies that are listed in Spain and their relationship to the company:**

**State if the respective areas of activity and business relationships between the listed companies have been defined publicly and precisely, as well as between the subsidiary and other members of the group.**

**Identify the measures taken to resolve possible conflicts of interest between the listed subsidiary and the other group companies:**

## **E RISK MANAGEMENT AND CONTROL SYSTEMS**

### **E.1 Explain the scope of the company's Risk Management and Control System, including tax compliance risk.**

The inherent risks of the activity carried out by BME Group companies are managed with criteria which allow the Company to pursue its interests and maximise its value, profitability and efficiency along with its other legitimate interests, both public and private, in a way whereby it is able to grow and operate in the markets and systems where Group companies operate and abide by EU law, the Securities Market Act and its implementing provisions.

BME is directly or indirectly the sole shareholder of companies operating in securities registration, clearing and settlement systems, central counterparties, official secondary markets in Spain and multilateral trading systems, and, as such, is responsible for the unity of action, decision and strategic coordination of these companies.

The implementation of the risk control and management policy, defined by the Board of Directors and administered by the Management Committee, falls to the Continuity and Risk Committee in its capacity as the body responsible for monitoring and analysing the risks arising from the various activities carried on by Group companies within a framework of coordinated management through Business Units and Corporate Areas. The Continuity and Risk Committee also draws up the corporate Risk Map, which is maintained by the parties in charge of managing the risks identified, and by the Chief Risk Officer.

The Continuity and Risk Committee has constructed an Integrated Risk Management System (IRMS) following the methodological framework specified in the COSO II report. According to the nature of each specific risk, the following lines of action are carried on in parallel:

- Business risks are managed on a decentralised basis; each business unit or corporate area is autonomous, and all units and areas report to the Continuity and Risk Committee.
- Corporate risks (strategic, financial, regulatory, technology, human resources and non-financial) are managed on a centralised basis, coordinated among the different areas and treated at corporate level, with homogeneous reporting to the Continuity and Risk Committee.

Maintenance of the corporate Risk Map requires that each risk officer regularly update the information on each identified global risk needed for management and control; new events and controls are identified and action plans are rearranged as necessary.

The Continuity and Risk Committee regularly reviews the most significant matters relating to the business units and corporate areas, and receives the results from the activities of BME's control functions (Regulatory Compliance, IT Security and Internal Audit). The Continuity and Risk Committee is capable of identifying the existence of risks and proposing the implementation of action plans to the Executive Committee.

The BME Group's **risk control system** applicable in 2018 was drawn up in accordance with international standards. Its functioning is governed by the following aspects:

1. BME Group companies that manage securities registration, clearing and settlement systems, central counterparties, official Spanish secondary markets and multilateral trading systems are

governed by European Union law and the Securities Market Act and its implementing provisions.

2. In accordance with this legal framework, BME's financial statements and those of most of its Group companies are verified by an external auditor. Likewise, as required by the laws and regulations governing all markets, multilateral trading systems, central counterparties, and registration, clearing and settlement systems, the external auditors must review the internal control systems and assess the appropriateness thereof.
3. A Continuity and Risk Committee, which reports to the Management Committee, comprising senior managers from the various corporate areas in charge of monitoring and analysing the risks arising from the various activities carried on by the companies in the BME Group in the framework of management coordinated through Business Units and Corporate Areas, as well as logical security and physical safety risks. Meetings of this Committee are attended by: BME's Chief Risk Officer, the Risk Officers identified in each Business Unit and Corporate Area, and the Heads of Regulatory Compliance, Internal Audit and Logical Security, who may speak but cannot vote.
4. The Company has an Internal Audit Department, as an independent body of the Company's executive line, reporting to the Audit Committee which operates throughout the BME Group and which acts in keeping with the Framework for Professional Practice of the Institute of Internal Auditors.
5. The Company also has a Regulatory Compliance Department that operates independently from the Company's executive officers and bodies, reporting to the Audit Committee. Its role is to ensure compliance with the laws and regulations applicable to Group activities and to support the Audit Committee in supervising related regulatory compliance risk.
6. In order to establish common control systems there are regulations governing the different business units and corporate areas which regulate basic matters including:
  - a. Financial and accounting matters. The financial reporting process is subject to an internal control system (ICFR) which has been reviewed and documented in accordance with BME's IRMS methodology. This enables it to comply with the new regulatory requirements aimed at improving the transparency of listed companies' reports to the market. These include, inter alia:
    - i. A Procedures Manual for subprocesses containing a description of the operations, identification of the main risks and controls in place to mitigate them, valuation rules and accounting recognition criteria for the activities and transactions that could have a material impact on financial reporting.
    - ii. Corporate Accounting Plan.
    - iii. Annual calendar for financial and accounting information.
  - b. Information to markets:
    - i. Policies on the collection, treatment and disclosure of information to the markets.
    - ii. Procedure for drawing up and sending periodical information to Supervisory Bodies.
  - c. IT Security. This area constantly strives to meet the most demanding standards and the

sector's best practices. To this end it has:

- i. An Information Security Management System ("SGSI") in accordance with ISO/IEC 27001, which includes policies, procedures and organisational structures to ensure that the BME Group's assets are efficiently and suitably protected.
    - ii. A Comprehensive Security Policy applicable to each and every company belonging to the BME Group, in which security applies to protection against any type of risk that could jeopardise the interests of BME, as well as the people, processes, information, facilities etc. under their responsibility as set out in the Logical Security Policy, the Business Continuity Policy and the Physical Safety Policy.
    - iii. A Policy on Handling Sensitive Information in order to establish a criterion for classifying and handling documents according to the level of confidentiality in order to reduce the risk of unauthorised access to sensitive information belonging to the BME Group.
  - d. Project Management Office. The Project Management Office defines and maintains the standards for managing the projects of the BME Group, following best practices in project management and the strategy defined for the organisation. This Office is responsible for centralising the information and status of all Group projects and regularly reporting to the project managers, the heads of the different departments and the management of BME regarding the status of the projects and the progress, risks or changes identified in the different monitoring tasks.
7. A Security Committee, reporting to the Finance Director, in charge of defining and applying the BME Group's Security Policy on information security, through the Head of Logical Security, who is responsible for implementing, operating and maintaining the SGSI in accordance with the guidelines issued by the Security Committee, and on IT systems, through the Head of Physical Safety, who is in charge of safeguarding the physical infrastructures.
  8. The Company is a member of CECON ("Consortio Español de Continuidad de Negocio", the Spanish business continuity consortium), together with the leading players in the financial services industry (regulatory bodies and commercial entities). It was created to contribute to financial stability by improving awareness concerning business continuity and disseminating the best practices applicable. CECON initiatives include the creation of the 'CONTINUAM' Business Continuity Institute. The Company, through BME Inntech, is a founding partner of the institute, together with AENOR and leading players in the financial sector. The mission of CONTINUAM is to create, disseminate and promote a holistic business continuity culture at all levels of society, with the help of leaders from the various sectors.
  9. The Company has an Internal Code of Conduct which applies to all members of the Boards of Directors and employees of all Group companies, and establishes their duties in connection with confidentiality and integrity, implemented in relation to insider information with the approval of the Board of Directors of the "Policy for the processing and transfer of insider information", and also allows Group companies to approve special rules of conduct. In these cases, the Internal Code of Conduct shall apply in the absence of such special rules.
  10. On 30 September 2010 BME embraced the Code of Best Tax Practices, approved by the Large Businesses Forum on 20 July 2010 and, following up the recommendations of the Code, approved policies and courses of action in relation to tax, which were updated by the Board of

Directors at a meeting on 30 July 2015, after the Company's tax strategy had been defined. In 2016 the other Group companies embraced the aforementioned Code of Best Tax Practices, and approved their respective tax policies.

11. At the behest of the Audit Committee, the Board of Directors established a Criminal Risk Prevention System for the BME Group which, among other issues, introduces a Code of Conduct with the main ethical principles and standards of conduct governing the actions of directors, legal representatives, management and employees of BME Group companies, and an Internal Whistleblowing Channel, used by BME employees and management to report any facts which may lead to indications of breaches by other employees or managers of Group policies or procedures or the Code of Conduct, or other actions that could constitute indications of a possible criminal offence.
12. Liquidity management is homogeneous throughout the BME Group, in accordance with the criteria established by the Company's Board of Directors, following a report by the Audit Committee. However, within the scope of these criteria, Group companies may prioritise investment in assets offering higher liquidity as opposed to returns in order to comply with the specific regulations applicable. In this respect, the criteria for investing the Group's liquidity set out the criteria for investing the minimum own funds of BME Clearing, S.A.U. to cover the types defined in Regulation (EU) No 648/2012 of the European Parliament and of the Council of 4 July 2012, on OTC derivatives, central counterparties and trade repositories, and its implementing provisions.  
  
This specifies the criteria pursuant to which the Company should purchase assets, the term of such operations and authorisation levels. The main objective is to prioritise security and minimise liquidity risk, and this rules out the possibility of carrying out speculative operations.
13. The Company also has a Deficiency Communication Procedure in place regarding deficiencies in risk control and management systems which has been approved by the Audit Committee, whereby personnel from the Company and the Group's companies may anonymously report any irregularities in the aforementioned systems.

In addition to the BME Group's risk control system, which applies to all Group companies, BME Clearing, S.A.U., the central counterparty, has an additional governance system and mechanisms for internal control and managing specific risks in accordance with the provisions of Regulation (EU) No 648/2012 of the European Parliament and of the Council of 4 July 2012 on OTC derivatives, central counterparties and trade repositories, and its implementing provisions.

**E.2. Identify the bodies within the company responsible for creating and executing the Risk Management and Control System, including tax compliance risk.**

Board of Directors

The Board of Directors is BME's most senior governing and administrative body, in charge of stimulating, directing and supervising matters that are of particular importance to the Company.

The general functions of the Board of Directors, which are set out in Article 7 of the Board of Directors Regulations, include defining the policy for the control and management of risks,

including tax risks, and supervising the internal information management and control systems, including those that are tax-related, and internal audit systems.

The Board of Directors is assisted in its functions by the Audit Committee.

#### Audit Committee

Pursuant to Article 19 of the Board of Directors Regulations, the Audit Committee shall have the following responsibilities, among others:

- To supervise the effectiveness of the Company's internal control and risk control systems, including tax risks, which shall involve the review, at least once a year, of the internal control and risk management systems to ensure that the main risks are adequately identified, managed and reported. The Audit Committee is also charged with discussions with the auditors or, as the case may be, experts appointed for that purpose, regarding any significant weaknesses detected in the auditing process, and also with the submission of recommendations or proposals to the Board of Directors.
- To supervise the Company's internal audit services. To this end, the Committee shall monitor the independence and efficiency of internal audit functions, receiving periodical information regarding its activities and ensuring that senior management takes into consideration the conclusions and recommendations of its reports.

The Company has a communication procedure in place regarding deficiencies in the risk control and management systems which are directly supervised by the Audit Committee.

The Audit Committee has set up a Crime Prevention Committee, which is responsible for the prevention of criminal risks, and the implementation and development of and compliance with the BME Group's criminal risk prevention system.

#### Markets and Systems Operating Procedures Committee

Pursuant to Article 21 of the Board of Directors Regulations, and Article 7 of the Regulations of the Markets and Systems Operating Procedures Committee, the Committee has the following functions, among others:

- To analyse and monitor the procedures and regulations set forth by group companies for the correct operation of the markets and systems managed thereby.
- To be cognisant of the procedures established so that normal market conditions and the principle of equal treatment are applied to the trades, transactions and actions which the Company, its Directors or shareholders with significant and stable capital shareholdings perform as issuers, clients or users in the markets and systems managed by group companies.
- To interpret the Internal Code of Conduct.

#### Management Committee

The Management Committee, composed of the Chairman, the CEO and the heads of Business Units and Corporate Areas, is the body which carries out the strategic plan approved by the Board of Directors, examines proposals concerning new activities and business opportunities, and carries through the risk control and management policy defined by the Board.

#### Continuity and Risk Committee

The Company has a Continuity and Risk Committee, which replaced the Risk Committee on 27 February 2018 in order to undertake competences in relation to the BME Group's business continuity and modify its composition.

In relation to risks, the Continuity and Risk Committee works with the Management Committee on execution of the BME Group's risk control and management policy defined by the Board of Directors, pursuant to the provisions of Article 25 of the Articles of Association and Article 7 of Board of Directors Regulations, and administered by the Management Committee, and specifically as follows:

- a) implementing and following the risk assessment model adopted by the Management Committee in pursuance of the risk management policy defined by the Board of Directors.
- b) drawing up the corporate Risk Map, subsequently to be maintained by the various officers responsible for managing identified risks and by the Chief Risk Officer.
- c) receiving information from the Chief Risk Officer on incidents detected in the course of the activities carried out by BME Group companies, and any risks identified that are considered relevant.
- d) reporting to the Management Committee on all matters relevant to the BME Group's risk management policy.
- e) submitting proposals to the Management Committee for action to improve risk monitoring and control procedures.

Regardless of its relationship with the Management Committee, the Continuity and Risk Committee keeps the Board of Directors informed, through the Audit Committee, of the action taken in implementing the risk management and control policy defined by the Board. To this end, the Chairman of the Continuity and Risk Committee may also be called to attend meetings of the Audit Committee.

#### Security Committee

The Security Committee is in charge of establishing the BME Group's Security Policy, covering both logical and physical security.

### **E.3 State the primary risks, including tax compliance risks, and those deriving from corruption (with the scope of these risks as set out in Royal Decree Law 18/2017), to the extent that these are significant, which may affect the achievement of business objectives.**

BME is present throughout the entire value chain in the management of several financial markets, exposing it to a variety of risks:

Operational risks: The risk of direct or indirect losses arising from inadequate or failed internal processes, people and systems, or from external events. Operational risks are classified in terms of their applicability to the BME Group overall, or exclusive identification for one of the business units or corporate areas.

Operational risks affecting all BME business units and corporate areas include:

- Risk of fraud: This is the risk of action taken to avoid a regulation, which may cause damage to

a third party or to the Group itself.

- IT risk: The risk of faults in the IT and electronic systems used by the Group, either internally or affecting the market. They may arise as a result of communications errors, or hardware or software malfunctions. They include failures in the collection and disclosure of market information to users. They also include any alterations and/or intrusions that may arise in system security. Given the nature of its operations, this is considered one of the main risks for the BME group.
- Risk of administrative errors: These arise from erroneous calculations, improper execution, faulty manual operations, or because databases have not been updated. They also include any events arising from errors during billing or monitoring of collections.

Market risk: These are the current or potential risks posed by adverse movements in interest rates or changes in prices or share prices, or variations in trading volumes.

Liquidity and solvency risk: Defined as the risk that a Group company is unable to meet its payment commitments.

Credit or counterparty risk: The risk arising in the event a debtor defaults on its payment commitments, or its credit rating is impaired. This includes, amongst other scenarios, risk of non-payment of bills or charges.

Industry risks: Compliance risks in connection with regulatory changes, the Company's reputation, sector competences, relations with stakeholders and the political, economic, legal and tax environment.

Key business risks: risks arising from the specific activities carried on by BME Group companies. The following are the main business risks:

- Risks of inadequate functioning of markets: Possibility of errors arising in trading or supervision processes to prevent adequate overall functioning of the system.
- Risks in relation to the Securities Settlement System (Iberclear):
  - Risk of errors in settlement processes: These risks may relate to delays in reception of information from the issuer or payment agent and calculation of prices leading to errors in the multiple settlement or the amount of cash to be charged or credited.
  - Risk of errors in reconciliation processes: This is the risk of data mismatches between ARCO and T2S concerning positions or accounts.
- Counterparty risk associated with BME Clearing: In its role as the Central Counterparty, the risk undertaken by BME Clearing, S.A.U. as counterparty of the position of a clearing member is hedged by actively managing the risk and controlling the collateral called in from and paid by clearing members with respect to that risk.
- Risks in relation to the dissemination of information: These risks chiefly relate to non-availability of systems over a longer period than expected, compromising dissemination of information from trading systems.

Other non-financial risks: environmental risk - possibility of damage being caused to the environment due to the Company's activity - and the risk of corruption and bribery - possibility of non-compliance with ethical standards and regulations normally leading to administrative

infringements and even crimes. These risks have been assessed as largely insignificant at the BME Group.

**E.4 State whether the entity has a risk tolerance level, including tolerance for tax compliance risk.**

As mentioned in section E.1, BME, directly or indirectly, is ultimately the sole shareholder of the companies managing securities registration, clearing and settlement systems, central counterparties, official Spanish secondary markets and multilateral trading systems.

BME's Group companies are members of the European Association of CCP Clearing Houses (EACH), the European Central Securities Depositories Association (ECSDA) and the Federation of European Securities Exchanges (FESE). These bodies share a common goal of obtaining greater efficiency and integration in the capital markets based on the best practice recommendations for settlement systems proposed by the Bank for International Settlements (BIS) and the International Organisation of Securities Commissions (IOSCO).

BME Group companies operate specific governance systems and mechanisms for internal control, risk management and ongoing supervision which enable them to design response plans in alignment with specified risk tolerance levels, having regard to applicable laws and regulations and to the recommendations issued by the organisations referred to above (see section E.6).

The Continuity and Risk Committee is responsible for monitoring and analysing all risks arising from the activities performed by Group companies. These tasks are conducted as part of coordinated management through the business units and corporate areas.

The Committee is also responsible for implementing the risk management and control policy laid down by the Board of Directors and overseen by the Management Committee. In particular, implementation and monitoring of the risk assessment model adopted by the Management Committee. It must also take account of the level of risk tolerance.

The Group has a model based on the most advanced standards (Basel, BIS) which calculates, for each of the Group's main activities and sources of counterparty risk, estimated contingent losses in extreme but realistic worst-case scenarios in the event of adverse changes to exposures to various risks. The expected loss model is an internal probabilistic model calibrated at the 99% confidence level for reasonable timeframes that provide a good fit with each activity segment. Some Group companies, however, use a higher confidence interval in compliance with the regulations specifically applicable to their activities. The model is also supplemented by stress tests (extreme worst-case scenarios) to gain an insight into how risk exposures might behave in extreme and improbable situations.

**E.5 State which risks, including tax compliance risks, have materialised during the year:**

Of the risks covered by the system, as mentioned in E.3 above, IT risk is particularly noteworthy as part of operational risks.

The systems supporting BME Group companies' activities undergo continuous review and adaptation in response to regulatory changes and the implementation of IT recommendations and best practices as they emerge. Given their connections to public and private entities, the systems are subject to functional modifications and improvements that require changes and new versions.

The incidents related to this risk that have occurred have been managed by prioritising recovery of service, with sufficient internal and external reporting.

Resolving such incidents has entailed the implementation of improvements in the control systems and reporting to the Markets and Systems Operating Procedures Committee, the Continuity and Risk Committee and, where appropriate, to the CNMV.

None of the other main risks materialised to any significant extent (see section E.6).

Finally, there was no significant impact on the company's results or its capacity to generate value, and response systems performed satisfactorily.

**E.6 Explain the response and monitoring plans for all major risks, including tax compliance risks, of the company, as well as the procedures followed by the company in order to ensure that the board of directors responds to any new challenges that arise.**

*IT risk: The risk of faults in the IT and electronic systems used by the Group, either internally or affecting the market. They may arise as a result of communications errors, or hardware or software malfunctions. They include failures in the collection and disclosure of market information to users. They also include any alterations and/or intrusions that may arise in system security. Given the nature of its operations, this operational risk is considered critical for the BME Group.*

This risk is managed and controlled by the BME Technology Corporate Area. The Area has IT engineers specialising in each of the systems supporting BME's activities.

The systems supporting activities engaged in by BME companies are duplicated in order to eliminate single failure points. Critical infrastructure and equipment are duplicated in the alternative back-up centre at a different location to the main DPC. For most of the critical systems, all data stored by the central system are backed up simultaneously in real time at the alternative back-up centres. In trading applications, replication is based on an asynchronous parallel trade processing solution in the contingent liability systems located in the alternative back-up centre. Back-up copies of all processes are kept. As with the primary DPC, the alternative centre is equipped with all the technical means required to resume the Company's activity in the event of a disruption of the primary centre.

The communications network providing access points for participants provides dual connections to the primary DPC and the back-up centre, with diversification of suppliers. Procedures and agreements are in place with the main communications suppliers to ensure lines from the primary DPC to the back-up centre can be switched transparently for the entities.

The Production and Systems Departments are responsible for monitoring any error messages,

alerts or flags in any application, communication system, network, database or system. An internal server monitoring system is in place which reviews a series of parameters by default. The system can be configured so that updates and alert messages are triggered in certain circumstances involving usage of disk space, memory and processing power.

The Production and Systems Departments have documented incident response procedures in place. The various system performances are monitored daily. Data obtained from this monitoring are automatically processed to prepare statistics and reports that are available to authorised users on the intranet. All procedures are documented and available on the Group intranet.

*Risks of inadequate functioning of markets: Possibility of errors arising in trading or supervision processes to prevent adequate overall functioning of the system.*

BME has a number of controls to supervise trading processes, including, among others, the following: automatic contrasts and validations of information, automatic checking of securities and prices (including multiple verifications and checks on securities) and monitoring of the proper functioning of systems and applications. The market quality department also has its own controls to contrast with the supervision department, and it sets up matches between the various sources of contrast information.

*Risks in relation to the Securities Settlement System (Iberclear):*

- *Risk of errors in settlement processes: These risks may relate to errors or delays in reception of information from the issuer or payment agent and calculation of prices leading to errors in the multiple settlement or the amount of cash to be charged or credited.*

The procedure for reception and inspection of information received by Iberclear has a control list (*checklist*) and a double-checking system by both the legal department and the primary department. Time schedules are also established for the reception of information which, on a regular basis and with sufficient notice, is requested from the companies concerned to ensure it is received in time.

In relation to the possibility of errors arising in calculation of prices, the company has an automatic process which conducts a weekly examination of the prices applied to each of the services.

- *Risk of errors in reconciliation processes: This is the risk of data mismatches between ARCO and T2S concerning positions or accounts.*

Iberclear has a number of automatic reconciliation processes which are monitored by system users, and dynamically reconcile data between the two platforms, detecting any possible discrepancies in sufficient time to ensure the processes operate properly.

*Counterparty risk associated with BME Clearing: In its role as the Central Counterparty, the risk undertaken by BME Clearing, S.A.U. as counterparty of the position of a clearing member is hedged by actively managing the risk and controlling the collateral called in from and paid by clearing members with respect to that risk.*

As a central counterparty, BME Clearing manages its business risks independently in accordance with BME's IRMS.

Therefore, under the EMIR rules applicable, it has a risk management framework comprising risk

management policies, procedures, and systems that enable it to identify, measure and control any risks to which it is or may be exposed. In addition, a consultative Risk Committee advises the Company's Board on all measures that might affect the central counterparty's risk management.

The central counterparty's risk management framework encompasses, inter alia: margin requirements and how margins are to be enforced; topping up the default fund in the event of defaults; review of the models employed, stress tests, back testing, control of liquidity risk and the procedure to be followed in the event of default.

All risks are first identified by the Risk Committee, which periodically reviews risk management issues related with day-to-day operations, specifically the level of compliance with risk management criteria, models and parameters.

The risk management system used by BME Clearing, in accordance with the laws and regulations referred to above, focuses on monitoring and measuring exposures to participants by measuring credit, market and concentration risks in real time, using applications for managing the issues involved and sending alerts to participants.

*Risks in relation to the dissemination of information: These risks chiefly relate to non-availability of systems over a longer period than expected, compromising dissemination of information from trading systems.*

BME has a system to monitor activity in the different systems, supervising data transmission and reception processes, monitoring proper access of users, number of messages and latencies of each product. Alarms are also in place to detect any potential errors, in almost real-time mode.

*Industry risks: Compliance risks in connection with regulatory changes, the Company's reputation, sector competences, relations with stakeholders and the political, economic, legal and tax environment.*

Group companies manage securities registration, clearing and settlement systems, central counterparties and multilateral trading systems. These activities are regulated by legislation passed by the European Parliament and Council, and by the Securities Market Act and its implementing provisions.

BME operates a Regulatory Compliance Department to check that Group companies' processes are compliant with applicable laws and regulations and to help monitor regulatory changes that might affect the Group's activities. At a meeting on 27 July 2017, the Audit Committee approved the Regulatory Compliance function's Statute, which was amended following a resolution by the Audit Committee on 25 July 2018, in order to define the mission and objectives of the Regulatory Compliance function and establish its area of jurisdiction and scope, its general principles, its organisation, as well as the powers and work methodology of the Regulatory Compliance Department.

Furthermore, in accordance with specifically applicable regulations, BME Clearing has a Regulatory Compliance Verification Unit tasked with supporting BME Clearing and its Board of Directors in meeting its objectives by implementing regulatory compliance control procedures which help provide services that are responsible and compliant with EMIR rules and Delegated

Regulation (EU) No 153/2013.

As already mentioned above in section E1 of this report, as BME undertook the Code of Best Tax Practices, at a meeting on 27 February 2018 the Audit Committee took due note of the tax policies applied by the Company in 2017, which were set out by the Finance Director before the financial statements were drawn up. Subsequently, at a meeting on 17 July 2018 the Audit Committee was informed by the Finance Director of the tax policies applied by the Company for the filing of the 2017 Income Tax return.

The Board, through the Audit Committee, is responsible for ensuring that the BME Group's internal control and risk management systems, including tax risk, are efficient, as set out in Article 19 of Board of Directors Regulations, which, among other matters, stipulates that the Audit Committee shall be authorised to *"supervise the efficiency of the Company's internal control and risk control systems, including tax risks. To this end, at least once a year it shall supervise the control and risk management systems to ensure that the main risks are properly identified, managed and reported, and shall discuss with the auditors or audit firms or experts appointed for that purpose any significant weaknesses detected in the auditing process."*

The Board of Directors determined the Company's tax strategy, in accordance with the provisions of Article 529 ter of the Corporate Enterprises Act, and subsequently, at a meeting on 30 July 2015, it updated the tax policies applicable to BME, which set out the principles of tax strategy and had been approved since it embraced the Code of Best Tax Practices.

The Audit Committee is supported in its role of supervising the IRMS by the BME Group's Internal Audit Department. Thus, the regulations for the BME Group Internal Audit Service state that, amongst its functions, the Internal Audit department shall: *"... oversee the proper functioning of the internal control and risk management systems, and keep the Board, Audit Committee and senior management of BME informed, through the Continuity and Risk Committee, on the adequacy and effectiveness of the procedures, norms, policies and instructions established by Group companies to ensure the proper functioning of these systems"*.

## **F INTERNAL RISK MANAGEMENT AND CONTROL SYSTEMS RELATED TO THE PROCESS OF PUBLISHING FINANCIAL INFORMATION (ICFR)**

**Describe the mechanisms comprising the System of Internal Control over Financial Reporting (ICFR) of your company.**

### **F.1 Control environment**

**Report on at least the following, describing their principal features:**

**F.1.1. The bodies and/or departments that are responsible for: (i) the existence and maintenance of an adequate and effective ICFR; (ii) their implementation; and (iii) their supervision.**

As stipulated in Article 25 of the Articles of Association and Article 7 of the Board of Directors Regulations, the Board of Directors is the Company's most senior governing and administrative body, and shall undertake, among other responsibilities, supervision of the transparency and veracity of Company information in its relations with shareholders and with the markets in general, identification of the principal risks affecting the Company, including tax risks, and supervision of internal control systems. The BME Group has defined an Integrated Risk Management System (IRMS), into which it incorporated the Internal Control over Financial Reporting (ICFR) system, after this had been approved by the Continuity and Risk Committee.

As stipulated in Article 7 of the Board of Directors' Regulations, the Board of Directors shall entrust the management of the Company's ordinary business to its delegate bodies, its executive members and the senior management team. In line with this delegation of management to senior management, the BME Group's finance department is responsible for the design, introduction and functioning of the ICFR.

The Board of Directors, through the Audit Committee, is the body responsible for ensuring the effectiveness of the Company's internal control and the BME Group's risk management systems, including tax risks, which includes supervising the IRMS, including the ICFR, as per Article 19.2.e) of the Board of Directors' Regulations. This article, among other issues, stipulates the Audit Committee shall be authorised to *"supervise the effectiveness of the Company's internal control and risk control systems, including tax risks. To this end, at least once a year it shall supervise the control and risk management systems to ensure that the main risks are properly identified, managed and reported, and shall discuss with the auditors or audit firms or experts appointed for that purpose any significant weaknesses detected in the auditing process."*

The Internal Audit Department of the BME Group plays a key role in carrying out the functions delegated to it by the Audit Committee with regard to monitoring IRMS and, particularly, ICFR. Thus, the regulations for the *BME Group Internal Audit Service* state that, among its functions, the Internal Audit department shall: *"... oversee the proper functioning of the internal control and risk management systems, and keep the Board, Audit Committee and senior management of BME informed, through the Risk Committee (now the Continuity and Risk Committee), on the adequacy and effectiveness of the procedures, norms, policies and instructions established by Group companies to ensure the proper functioning of these systems with respect to the achievement of goals related to:*

- *Effectiveness and efficiency of resources and operations.*
- *Reliability of financial and operational information; and*

- *Compliance with applicable laws and other regulations".*

**F.1.2 State whether the following are present, especially if they relate to the creation of financial information:**

- **Departments and/or mechanisms in charge of: (i) design and review corporate structure; (ii) clear definition of lines of responsibility and authority, with an adequate distribution of tasks and functions; and (iii) assurance that adequate procedures exist for proper communication throughout the entity.**

The BME Group is a group of companies under coordinated management divided into six Business Units (Equities, Derivatives, Clearing, Fixed Income, Settlement and Registration, Information & Added-Value Services) and seven Corporate Areas (Human Resources, Technology, Finance, Corporate Communication, International Relations, General Secretariat and Legal Consultancy).

By virtue of the provisions of Article 7.4 of Board of Directors Regulations, the Board of Directors is responsible for approving the financial information that must periodically be disclosed because it is a listed company, and the process of drawing up and presenting this information is supervised by the Audit Committee, as stipulated in Article 19.2 of the aforementioned Regulations.

As noted above, the Board of Directors shall entrust the management of the Company's ordinary business to its delegate bodies, its executive members and the senior management team, focusing its activity on the general responsibility of stimulating, directing and supervising matters of particular significance for the Company, undertaking, among other duties, to stimulate and supervise senior management, establishing the basis of the corporate organisation in order to ensure maximum efficiency.

To this end the BME Group has various procedure manuals which clearly establish the allocation of tasks and levels of responsibility and authority in the preparation of financial information. These manuals have been distributed to all employees involved in preparing relevant financial information, including all companies of the Group. With this framework, the BME Group endeavours to guarantee, amongst other aspects, that the established organisational structure offers a consistent ICFR model.

- **Code of conduct, the body approving this, degree of dissemination and instruction, including principles and values, (state if there is specific mention of transaction recording and creation of financial information), a body charged with analysing breaches and proposing corrective actions and sanctions.**

The Company has a Code of Conduct in place for the BME Group and an Internal Code of Conduct, approved by the Board.

The BME Group Code of Conduct was approved by the Board of Directors on 29 November 2012 as part of the system for the prevention of criminal risks, and comprises the ethical principles and conduct with which all BME Group directors, legal representatives, managers and employees must comply. The Code of Conduct lays down the general guidelines for

conduct of all those affected by the Code and describes the guidelines for conduct in specific situations, including the fulfilment of accounting and tax obligations and compliance with internal controls in this regard.

In addition to the BME Group Code of Conduct, the Internal Code of Conduct, the latest version of which was approved by the Board of Directors on 29 November 2017 and which came into force on 1 January 2018, defines the principles and framework of action which must be observed by the employees of the Company and its Group with respect to the securities market. Employees have permanent access to the Code of Conduct and the Internal Code of Conduct in internal regulations and on the Group's intranet in the Online Human Resources section under "Code of Conduct", where they are requested to acknowledge that they have read them.

The main points covered in the Code are as follows:

- Scope of application
- Interpretative and supervisory bodies.
- Rules of conduct.
- Conflicts of interest.
- Transactions.
- Inside information.
- Treasury shares.
- Breach.

The BME Group also has a *Declaration of Ethical Values for the preparation of financial information*, approved by the current Continuity and Risk Committee at a meeting on 13 February 2012, and applicable to all BME Group employees.

The declaration of ethical values establishes the rules of conduct to which all employees must adhere and the ethical principles related to the preparation of financial information, on the following principles:

"(...)

- *Independence: employees shall adopt a permanent attitude of objectivity and independence in the performance of their various activities within the Group, not only observing all applicable guidelines but also preventing situations in which, due to a possible conflict of interests or any other circumstance, impartiality and objectivity could be affected.*
- *Completeness: employees shall demonstrate honesty and rigour when carrying out tasks concerning the preparation of financial information and shall not be influenced by external factors which may affect their professional judgment, and shall ensure that the criterion is maintained at all times and that the information is treated impartially and comprehensively.*

- *Responsibility: employees shall use their technical and professional skills when handling and preparing financial information. They shall be responsible for receiving the necessary training in order to carry out their duties to the best of their ability. Likewise, they shall be subject to applicable legislation regarding financial reporting and shall respect the procedures established internally. They shall record transactions accurately and maintain the same criteria for all files and records required.*
  - *Professionalism and dedication: employees shall comply with the professional standards, laws and the rules and regulations applicable to each case and avoid any situation which might jeopardise the prestige of the Group or its professionals. Likewise, they shall endeavour to do not only what is lawful, but also what is right and proper.*
  - *Confidentiality: employees are bound by professional secrecy and strict confidentiality when handling financial information to which they are privy in the course of their work.*
- (...)"

- **Whistleblower channel, that allows notifications to the audit committee of irregularities of a financial and accounting nature, in addition to potential breaches of the code of conduct and unlawful activities undertaken in the organisation, reporting, as the case may be, if this is of a confidential nature.**

Article 19.2.c) of Board of Directors Regulations outlines, inter alia, the responsibilities delegated to the Audit Committee concerning the establishment and supervision of: "(...) *the instruments to enable Company personnel to anonymously report any irregularities in the internal control and risk management systems. (...)*"

In accordance with the abovementioned article, at a meeting on 25 January 2007, with prior approval by the Audit Committee, the Board approved the procedure for notifying deficiencies in the internal control and risk management systems, which is available to all employees on the Group's intranet.

This procedure for notifying deficiencies is a way for all BME Group staff to report possible irregularities detected in the internal control and risk management systems to the Audit Committee, through the Internal Audit Department, anonymously and in writing, via any mail system, in strict confidence at all times.

For practical purposes, for this procedure the Internal Audit Department shall be responsible for (i) keeping a record of all notifications received concerning relevant issues; (ii) analysing all notifications and, if applicable, carrying out the necessary enquiries, verifications and analysis to check the irregularity or deficiency reported; and (iii) informing the Audit Committee of its actions.

In connection with the BME Group's Criminal Risk Prevention System, a Whistleblowing Channel was also set up whereby BME employees and management may report any events that may indicate non-compliances by other employees or management with the policies or procedures operated by the Group, with the Code of Conduct or any other actions which could indicate that an offence has been committed.

- **Training and periodic refresher programmes for staff involved in the preparation and revision of financial information, as well as assessment of the ICFR (Internal Control System for Financial Information), that covers at least accounting rules, audits, internal control and risk management.**

The BME Group has a training policy defined by the Human Resources Department aimed at providing a continuous training plan for all staff involved in preparing and reviewing financial information, as well as assessing ICFR.

During 2018, as part of the annual training plan for all BME Group employees, various courses were offered. These courses were internal and external, onsite (offered at the company's various work centres) and online (based on an *e-learning/ blended learning* methodology for courses which could be offered in this format). The following areas were covered:

- User applications: Training in the software facilitator for task automation.
- Development of skills: Training aimed at developing competences and skills in the workplace.
- Markets and financial assets: Training in the BME Group's markets, assets and business units.
- IT: Training in the development and perfection of new technologies.
- Specific annual refresher course in accounting regulations for the Finance Department.

Training targets all BME Group employees. In 2018, Group employees received a total of 7,897 hours of training. 244 hours of training were provided for the Financial Corporate Area, and 66 for the Internal Audit Department.

## **F.2 Assessment of financial information risks**

**Report on at least the following:**

**F.2.1. The main characteristics of the risk identification process, including error and fraud risk, as regards:**

- **Whether the process exists and is documented.**

The Continuity and Risk Committee has established an integrated risk management system (IRMS) based on the methodological framework specified in the COSO II Report. According to the nature of each specific risk, the following lines of action are carried out in parallel:

- Business risks are managed on a decentralised basis; each business unit or corporate area is autonomous, and all units and areas report to the Continuity and Risk Committee.
- Corporate risks (strategic, financial, regulatory, tax, technology, human resources and non-financial risks) are managed on a centralised basis, coordinated among the different areas and treated at corporate level, with homogeneous reporting to the Continuity and Risk Committee.

To do this, it regularly reviews the most significant matters relating to the business units and corporate areas, and receives the results from the activities of BME's control functions (Regulatory Compliance, IT Security and Internal Audit). The Continuity and Risk Committee is capable of identifying the existence of risks and proposing the implementation of action plans. These plans are reviewed by BME's control functions.

- **If the process covers all of the objectives of financial information, (existence and occurrence; completeness; valuation; delivery; breakdown and comparability; and rights and obligations), whether it is updated and with what frequency.**

Within the risk identification process, including tax risks, and formalisation of the ICFR, in order to guarantee the reliability of the relevant financial information based on a criterion of defined materiality, and taking into account all the financial information reported and disclosed, the following global objectives of the BME Group have been considered:

- a) Existence and occurrence: Trades and other events presented in the financial information exist in reality and have been recorded at the right time.
- b) Completeness: The information includes all trades and other events in which the Group is the affected party.
- c) Valuation: Trades and other events are recorded and valued in accordance with applicable standards.
- d) Presentation, disclosure, and comparability: Trades and other events are classified, presented and disclosed in the financial information in accordance with applicable standards.
- e) Rights and obligations: Financial information shows, at the corresponding date, rights and obligations through the assets and liabilities, in accordance with applicable standards.

With regard to the preparation and maintenance of the corporate risk map, which includes those relating to ICFR:

- Information concerning each of the global risks identified (necessary for the purposes of management and control), a periodic update is carried out by each risk officer (concerning ICFR, the Finance Department):
- New events are identified; and
- Action plans are rearranged as necessary.

The Internal Audit Department evaluates the controls in place and quantifies residual risk.

- **The existence of a process for identifying the scope of consolidation, taking into account, among other factors, the possible existence of complex company structures, shell companies, or special purpose entities.**

As part of the process of identifying and assessing risks in financial reporting, the Group's Finance Department is responsible for identifying and/or modifying the scope of consolidation and assesses the following:

- a) the significant influence, if applicable, the Company, individually or in conjunction with the rest of the BME Group companies, has over the company concerned;
- b) the percentage of the effective stake held by the BME Group in the company concerned;
- c) the activity and corporate purpose; and
- d) the existence of a "decision-making unit" in accordance with applicable legislation.

Therefore, in accordance with the provisions of Article 7.3.g) of its Regulations, following a report by the Audit Committee pursuant to Article 19.2 j) of these Regulations, with regard to the management guidelines and establishing the basis for the corporate organisation of senior management, the Board is responsible for: *"Approving the creation or acquisition of stakes in exclusively special-purpose vehicles or entities registered in countries or territories considered to be tax havens, and any other trades or transactions of a comparable nature the complexity of which could impair the transparency of the group"*.

No complex corporate structures or special-purpose vehicles were identified in 2018.

- **If the process takes into account the effects of other types of risk (operational, technological, financial, legal, tax, reputational, environmental, etc.) to the extent that they affect the financial statements.**

The risk identification process takes into consideration both business and support processes, and applications in the preparation of financial information. For the purpose the BME Group has established a **Structure of corporate risks** which includes the following types of risk:

- Operating risk (fraud, IT and administrative errors).
- Market risk.
- Liquidity and solvency risk.
- Credit or counterparty risk.
- Industry risks (regulatory changes, the Group's reputation, sector competition, relations with stakeholders, the political, economic and legal environment).
- Business risks (specific to each Group company).
- Other non-financial risks: environmental, corruption and bribery.

The BME Group prioritises each of the identified risks, weighting them according to the probability of occurrence (low, moderate, significant and very high) and the impact on the Group should a detected risk turn into a real event (low, moderate, significant and critical).

- **The governing body within the company that supervises the process.**

The Board is responsible for *"determining the risk management and control policy, including tax risks, and overseeing the internal information and control systems, including the process of preparing and submitting regulated financial information"*. To carry out this duty, the Board of Directors has the support of the Audit Committee, to which it entrusts, among others, the task of *"supervising the efficiency of the Company's internal control and risk control, including*

*any tax risks. To this end, at least once a year it shall supervise the control and risk management systems to ensure that the main risks are properly identified, managed and reported, and shall discuss with the auditors or audit firms or experts appointed for that purpose any significant weaknesses detected in the auditing process”.*

Ultimately it is the Internal Audit Department which, in accordance with the provisions of the *Statute of the BME Group Internal Audit Service*, the most recent version of which was amended by the Audit Committee on 27 July 2017, has the following functions, among others: *“(...) cooperate with the BME Audit Committee, and in companies listed in Appendix II –BME Clearing, S.A.U. and Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear)-, with their respective Boards, in supervision of the effectiveness of the risk management processes and the control mechanisms applicable, by exercising an independent function in line with regulations and professional standards of quality, which help good Corporate Governance and reduce to acceptable levels the possible impact of the risks on the achievement of the Company’s objectives. (...)”.*

### **F.3 Control activities**

**Report on whether the company has at least the following, describing their main characteristics:**

**F.3.1. Review and authorisation procedures for financial information published by the stock markets and a description of the ICFR, indicating those responsible, as well as documentation describing the flow of activity and controls (including those relating to the risk of fraud) of the various types of transactions which may materially affect the financial statements, including financial closing procedures and the specific review of judgements, estimates, valuations and relevant forecasts.**

The preparation of the financial information which is disclosed to the stock market and its subsequent review is entrusted to a suitably defined human and technical team which ensures that this information is precise, true and comprehensive according to current legislation. The procedures for preparing and reviewing financial information have been defined and documented by the Finance Department. Other departments also assist in ensuring that the necessary level of detail is obtained.

Therefore, the procedures for accounting closure and the preparation of the financial statements occasionally rely on key judgments, estimates and assumptions made by senior management to quantify assets, liabilities, revenue, expenses and commitments, which are described in detail in the corresponding financial statements. These estimates are made according to the best available information at the date on which the financial statements are prepared, using generally accepted methods and techniques and data, and observable and contrasted assumptions. In the current year, the following main issues were addressed:

- the assessment of potential impairment losses on certain assets;
- assumptions used in the actuarial calculation of liabilities and commitments for post-employment benefits;

- the useful life of property, plant and equipment and of intangible assets;
- assessment of possible goodwill impairment losses;
- the fair value of certain financial instruments;
- the calculation of provisions;
- the assumptions used to determine variable remuneration schemes based on BME shares; and
- the recognition of deferred tax assets.

In order to guarantee the reliability of this financial information, the Finance Department carries out monthly review and closing procedures, such as analysing the adherence to budgets, preparing business performance indicators and analysing the ratios defined by the BME Group.

In 2018, through the Audit Committee, according to the provisions of Article 7.4.b) of the Board of Directors Regulations, the functions of the Board included “*approving the financial information that, due to it being a listed company, must periodically be made public*”, the preparation and presentation of which are supervised by the Audit Committee, as per Article 19.2 of said Regulations.

The Finance Department is responsible for determining the relevant financial information, based on quantitative criteria of materiality, and qualitative criteria, taking into consideration all the financial information reported and published in the financial markets. Later, the processes linked to this information are analysed, distinguishing between business processes, support processes and the applications used in preparing the financial information. To this end, the BME Group has descriptive documentation of the activity flow charts relating to the processes, sub-processes and activities linked to this financial information, as well as the main risks and controls associated with these. These are reviewed and updated periodically.

The Internal Audit Department shall “*(...) Revise the reliability and completeness of the financial and operating information, as well as of the means used to identify, evaluate, classify and disseminate this information (...)*”, as stipulated in the *Statute of the BME Group's Internal Audit Service*.

**F.3.2. Internal IT control policies and procedures (access security, change controls, their operation, operational continuity, and segregation of duties, among others) which support relevant processes within the company and relate to the creation and publication of financial information.**

The IT systems which support the processes on which the financial information is based are subject to internal control policies and procedures to guarantee the completeness of the preparation and publication of the financial information.

Specifically, policies have been established in relation to:

Secure access to information: the process systems which contain the BME Group's financial information can only be accessed by univocal user IDs which are password-protected in each

of the environments. Likewise, permission to access the different environments, applications or operating systems is granted according to types of user and their authorisations. The process of managing users in these systems is based on established procedures using formally established channels.

Operating and business continuity: the BME Group has a comprehensive IT Contingency Plan in place (capable of dealing with the most complex situations) to guarantee the continuity of its IT services. There is a back-up centre where copies are automatically generated to guarantee the availability of all information in the event of an emergency. The Company carries out tests to guarantee the correct functioning of its contingency plan.

Segregation of duties: the development and operation of the financial IT systems is carried out by a large group of professionals with clearly differentiated and segregated functions. The staff of the business unit in question are responsible for defining the requirements and final validation tests before any system is rolled out. The rest of the duties fall to different persons within the IT area:

- The project leaders carry out functional analyses and manage the development projects, developmental and operational management and integration tests.
- The development teams are in charge of technological design, construction and tests, adhering at all times to the development methodologies defined by the Group. Access to information to resolve incidences must be formally requested and authorised internally.

The IT systems contain user profiles based on the roles of each of the people that require access to them. Staff competent in every application or environment manage these requests and permissions and verify that incompatible permission is not assigned.

Change management: the BME Group has established mechanisms and policies to ensure that possible failures in the service caused by updates or changes to the IT systems are avoided. There are change and monitoring committees which ensure that the established management procedures for changes are complied with. These include security measures aimed at mitigating risks. All changes to the systems are carried out by controlled staff, and the changes identified and upgrades indexed to production environments.

Incident management: the policies and procedures in this matter are in place to resolve incidents in the shortest time possible. There are incident communication channels and registration tools in place. Efficient incident management is achieved by correctly prioritising and following up incidents according to importance, reducing communication times and, finally, determining problems and identifying suggestions for improvement.

Incident monitoring and improvement plans are reported periodically to the pertinent committees, and are aimed at monitoring the service provided.

**F.3.3. Internal control policies and procedures intended to guide the management of subcontracted activities and those of third parties, as well as those aspects of assessment, calculation or evaluation entrusted to independent experts, which may materially affect financial statements:**

BME has a *Procedure for managing outsourced activities* which stipulates that the need to outsource activities must be based on the existence of sufficient reasons or legal provisions which justify this need in order for the BME Group to attain its goals or meet legal arrangements. To proceed with the subcontracting/outsourcing, a minimum of two and a maximum of three suppliers shall be considered, whenever possible.

In all cases, the outsourcing of activities and subcontracting to third parties shall be carried out through service contracts between the supplier and the relevant BME Group company, clearly indicating the service to be provided and the means to be used to provide these services. According to the nature or an assessment of the risks identified, the department responsible for subcontracting/outsourcing shall notify suppliers that the service provision contract shall include clauses stating that the staff at the contracted company must comply with BME Group regulations.

Before services can be subcontracted/outsourced, the department responsible for the subcontracting/outsourcing must send the offer and the conclusions of the preliminary risk study to the Legal Department.

The list of BME Group suppliers is revised and, if applicable, updated each year. Likewise, controls implemented by suppliers are monitored.

In order to appraise, calculate or value the services commissioned from independent experts when these may materially affect the financial statements, the Group has a system in place to assess the competence, ability, credentials and independence of independent experts, prior to their selection. When monitoring this appraisal, BME verifies the reasonableness of the assumptions used by the expert, as well as the completeness of the data and the methods used.

#### **F.4 Information and communication**

**State whether the company has at least the following, describing their main characteristics:**

**F.4.1. A specifically assigned function for defining and updating accounting policies (accounting policy area or department) and resolving doubts or conflicts arising from their interpretation, maintaining a free flow of information to those responsible for operations in the organisation, as well as an up-to-date accounting policy manual distributed to the business units through which the company operates.**

Responsibility for defining, interpreting and settling doubts or disputes regarding the accounting criteria and policies of the BME Group, among other functions, falls to the Finance Department.

To this end, the BME Group has a Procedures manual which describes the accounting treatment of the different types of transactions which may materially affect financial information. This Procedures manual is updated periodically to include any legislative amendments as well as new trade types which may require new criteria and accounting policies to be established. Once updated, this procedures manual is made available to all BME Group employees.

Application of accounting policies is established on the basis of the legislative framework applicable to the Company and BME Group companies, set out in the Code of Commerce and other mercantile legislation, in the Spanish General Chart of Accounts approved by Royal Decree 1514/2007 and its sector adaptations, in CNMV Circular 9/2008 of 10 December (amended by Circular 6/2011 of 12 December and Circular 5/2016 of 27 July), and in the International Financial Reporting Standards adopted by the European Union, in relation to the BME Group's consolidated financial statements.

**F.4.2. Measures for capturing and preparing financial information with consistent formats for application and use by all of the units of the entity or the group, and which contain the main financial statements and notes, as well as detailed information regarding ICFR.**

The BME Group has mechanisms for the capture and preparation of financial information based on tools of renowned prestige. All BME Group companies use the same tools, guaranteeing completeness, uniformity and correct functioning, as well as the correct preparation of the required financial information and the applicable disclosures.

These tools are segregated into different interconnected layers and are equipped with applications into which data on the operations which take place each day via the different channels (internet, in-house services etc.) are entered. This information is then processed and prepared before being treated by specific back-office systems and segregated according to market and transaction category. This provides reliable and exact information on accounting and the generation of results. The results and calculation of data once the operations have been carried out on the market are automatically transferred to management, reporting and financial consolidation tools which have quality controls to ensure they are reconciled.

**F.5 Supervision of system performance**

**Describe at least the following:**

**F.5.1. The activities of the audit committee in overseeing ICFR as well as whether there is an internal audit function that has among its mandates support of the committee and the task of supervising the internal control system, including ICFR. Additionally, describe the scope of ICFR assessment made during the year and the procedure through which the person responsible prepares the assessment reports on its results, whether the company has an action plan describing possible corrective measures, and whether its impact on financial reporting is considered.**

The internal audit function is carried out by the Internal Audit Department, which is a staff body within BME. It has no executive responsibilities in managing the Group's ordinary businesses and reports directly to the Audit Committee, a BME Board committee.

Article 19.2.c) of Board of Directors Regulations assigns responsibility to the Audit Committee to *"supervise the Company's internal audit services, which shall depend on the Audit Committee, reporting to the Board of Directors. To this end, the Committee shall monitor the independence and efficiency of the internal audit functions, proposing the selection,*

*appointment, re-election and departure of the head of the internal audit service, as well as the budget for the service, receiving periodical information in regard to its activities and verifying that senior management takes into consideration the conclusions and recommendations of its reports. It shall also establish and supervise the arrangements whereby Company personnel may anonymously report any irregularities in the internal control and risk management systems.”*

The Internal Audit Department compiles, at least, the following reports for the Audit Committee:

- Internal Audit reports: consequences of execution of the department’s activities plan. Also, when requested to do so by the Audit Committee and managers of BME Group companies.
- Review of Internal Control over Financial Reporting: assessment of the effective functioning of the Internal Control over Financial Reporting System.
- Annual report on the activities of the Internal Audit service: including information on execution of the review activities carried out and incidents relating to the risks identified in the department’s processes.

Also, in accordance with BME's IRMS Methodology, the Continuity and Risk Committee receives information regarding any risk events, assessment of these events and action plans relating to ICFR that may have materialised.

In turn, the Head of the Internal Audit Department, who attends Committee meetings at which he may speak but not vote, proposes recommendations and suggests the most relevant points of reflection on the IRMS, based on the information provided.

In 2018, the Internal Audit Department undertook annual assessment of ICFR and followed up the extent of response to the recommendations given after the previous year's review. With this assessment, the Internal Audit Department validates the effectiveness of the controls in place, through the performance of various audit tests. These tests basically consist of testing compliance in processes and/or risks classified as having a critical impact, and self-assessment questionnaires or specific tests of the existence thereof and their application for the controls in place for risks that have not been deemed to have a critical impact, or controls of a general nature.

Lastly, in 2018 the Internal Audit Department presented the BME Internal Audit Department's 2019 Activities Plan to the Audit Committee. The Plan focuses on ongoing improvement to the IRMS through suggestions and proposals by the Continuity and Risk Committee and, mainly, on reviewing those business processes for which ICFR assessment is mandatory under specifically applicable regulations, to assess its functioning and validate its effectiveness.

**F.5.2. If there is a procedure by which the account auditor (in accordance with the contents of the Normas Técnicas de Auditoría (NTA) - “Auditing Standards”), internal auditor and other experts may communicate with senior management and the audit committee or senior managers of the company regarding significant weakness in internal control identified during the review of the annual accounts or any others they have been**

**assigned. Additionally, state whether an action plan is available for correcting or mitigating any weaknesses found.**

Article 19 of Board of Directors Regulations stipulates, inter alia, the responsibilities delegated to the Audit Committee in relation to: *“supervising the efficiency of the Company’s internal control and risk control system, including tax risks. To this end, at least once a year it shall supervise the internal control and risk management systems to ensure that the main risks are adequately identified, managed and reported, and shall discuss with the auditors or audit firms or experts appointed for that purpose any significant weaknesses detected in the auditing process. To this end it may submit recommendations or proposals to the Board.”*

The Audit Committee shall also *“continue to liaise with the external auditors in order to receive information on any issues that might jeopardise their independence for examination by the Committee and any others connected with the auditing procedure, and, where applicable, authorise services other than those prohibited in the terms stipulated in regulations, and any other communications envisaged in audit legislation and in the technical auditing regulations. The Committee shall also receive information from the external auditors on a regular basis regarding the audit plan and the results of its execution, ensuring that the auditors’ recommendations are taken into consideration by senior management. The Committee shall also monitor compliance with the regulations in force concerning the provision of services other than auditing, the limits in regard to business concentration of the auditor and, in general, any other rules aimed at ensuring the auditors’ independence. In this regard, each year the external auditors shall issue written confirmation of their independence vis-à-vis the Company, as well as detailed individual information on any other type of service provided and the related fees received by the external auditors or persons or entities related thereto.”*

Pursuant to the provisions of its Internal Audit Statute, the Internal Audit Department *“shall present to the management levels audited the scope of its conclusions and recommendations for analysis and comment.”* It must also *“ascertain whether the recommendations in the report have been implemented in the areas audited, and notify the results to the Audit Committee”*.

In this regard, the Audit Committee met on 11 occasions in 2018. The external auditors were called to meetings of the Audit Committee at which the financial information of both BME and its Group companies was reviewed.

## **F.6 Other relevant information**

### **F.7 External auditor’s report**

**Report from:**

**F.7.1. If the ICFR information submitted to the markets has been subject to review by the external auditor, in which case the entity shall include its report as an attachment. If not, reasons why should be given.**

Pursuant to the recommendation in the *Guidelines for Action on the report by the auditor concerning the Internal Control over Financial Reporting on listed companies*, as published on

the CNMV's website, the Company submitted the contents of information on the system for Internal Control over Financial Reporting for review by the auditors. This report shall be included as an Appendix to this Annual Corporate Governance Report.

## **Ⓒ EXTENT OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS**

Specify the company's level of compliance with recommendations from the Unified Code of Good Governance:

In the event that a recommendation is not followed or only partially followed, a detailed explanation should be included explaining the reasons in such a manner that shareholders, investors and the market in general have enough information to judge the company's actions. General explanations are not acceptable.

1. **That the Articles of Association of listed companies do not limit the maximum number of votes that may be cast by one shareholder or contain other restrictions that hinder the takeover of control of the company through the acquisition of shares on the market.**

Complies  Explanation 0

2. **That when the parent company and a subsidiary are listed on the stock market, both should publicly and specifically define:**

- a) **The respective areas of activity and possible business relationships between them, as well as those of the listed subsidiary with other group companies.**  
b) **The mechanisms in place to resolve any conflicts of interest that may arise.**

Complies 0      Complies partially 0      Explanation 0      Not applicable

3. **That, during the course of the ordinary General Shareholders' Meeting, complementary to the distribution of a written Annual Corporate Governance Report, the chairman of the Board of Directors makes a detailed oral report to the shareholders regarding the most material aspects of corporate governance of the company, and in particular:**

- a) **Changes that have occurred since the last General Shareholders' Meeting.**  
b) **Specific reasons why the company did not follow one or more of the recommendations of the Code of Corporate Governance and, if so, the alternative rules that were followed instead.**

Complies       Complies partially 0      Explanation 0

4. **That the company has defined and promoted a policy of communication and contact with shareholders, institutional investors and proxy advisors that complies in all aspects with rules preventing market abuse and gives equal treatment to similarly situated shareholders.**

**And that the company has made such a policy public through its web page, including information related to the manner in which said policy has been implemented and the identity of contact persons or those responsible for implementing it.**

Complies       Complies partially 0      Explanation 0

5. **That the Board of Directors should not propose to the General Shareholders' Meeting any proposal for delegation of powers allowing the issuance of shares or convertible securities without pre-emptive rights in an amount exceeding 20% of equity at the time of delegation.**

**And that whenever the Board of Directors approves any issuance of shares or convertible securities without pre-emptive rights the company immediately publishes reports on its web page regarding said exclusions as referenced in applicable company law.**

Complies       Complies partially 0      Explanation 0

6. **That listed companies which draft reports listed below, whether under a legal obligation or voluntarily, publish them on their web page with sufficient time before the General Shareholders' Meeting, even when their publication is not mandatory:**

- a) **Report regarding the auditor's independence.**
- b) **Reports regarding the workings of the audit committee and the appointments and remuneration committee.**
- c) **Report by the audit committee regarding related-party transactions.**
- d) **Report on the corporate social responsibility policy.**

Complies       Complies partially 0      Explanation 0

7. **That the company reports in real time, through its web page, the proceedings of the General Shareholders' Meetings.**

Complies       Explanation 0

8. **That the audit committee ensures that the Board of Directors presents financial statements in the audit report for the General Shareholders' Meetings which do not have qualifications or reservations and that, in the exceptional circumstances in which qualifications may appear, that the chairman of the audit committee and the auditors clearly explain to the shareholders the content and scope of said qualifications or reservations.**

Complies       Complies partially 0      Explanation 0

9. That the company permanently maintains on its web page the requirements and procedures for certification of share ownership, the right of attendance at the General Shareholders' Meetings, and the exercise of the right to vote or to issue a proxy. And that such requirements and procedures promote attendance and the exercise of shareholder rights in a non-discriminatory fashion.

Complies                       Complies partially 0                      Explanation 0

10. That when a verified shareholder has exercised his right to make additions to the agenda or to make new proposals to it with sufficient time in advance of the General Shareholders' Meeting, the company:

- a) Immediately distributes de additions and new proposals.
- b) Publishes the attendance card credential or proxy form or form for distance voting with the changes such that the new agenda items and alternative proposals may be voted upon under the same terms and conditions as those proposals made by the Board of Directors.
- c) Submits all of these items on the agenda or alternative proposals to a vote and applies the same voting rules to them as are applied to those drafted by the Board of Directors including, particularly, assumptions or default positions regarding votes for and against.
- d) That after the General Shareholders' Meeting, a breakdown of the results of said additions or alternative proposals is communicated.

Complies 0                      Complies Partially 0                      Explanation 0                      Not Applicable

11. That, in the event the company intends to pay for attendance at the General Shareholders' Meeting, it establish in advance a general policy of long-term effect regarding such payments.

Complies 0                      Complies Partially 0                      Explanation 0                      Not Applicable

12. That the Board of Directors completes its duties with a unity of purpose and independence, treating all similarly situated shareholders equally and that it is guided by the best interests of the company, which is understood to mean the pursuit of a profitable and sustainable business in the long term, and the promotion of continuity and maximisation of the economic value of the business.

And that in pursuit of the company's interest, in addition to complying with applicable law and rules and in engaging in conduct based on good faith, ethics and a respect for commonly accepted best practices, it seeks to reconcile its own company interests, when appropriate, with the interests of its employees, suppliers, clients and other

stakeholders, as well as the impact of its corporate activities on the communities in which it operates and the environment.

Complies       Complies partially 0      Explanation 0

13. That the Board of Directors is of an adequate size to perform its duties effectively and collegially, and that its optimum size is between five and fifteen members.

Complies       Explanation 0

14. That the Board of Directors approves selection policy for directors that:

- a) Is concrete and verifiable.
- b) Ensures that proposals for appointment or re-election proposals are based upon a prior analysis of the needs of the Board of Directors.
- c) Favours diversity in knowledge, experience and gender.

That the resulting prior analysis of the needs of the Board of Directors is contained in the supporting report from the appointments committee published upon a call from the General Shareholders' Meeting submitted for ratification, appointment or re-election of each director.

And that the selection policy for directors promotes the objective that by the year 2020 the number of female directors accounts for at least 30% of the total number of members of the Board of Directors.

The appointments committee will annually verify compliance with the selection policy of directors and explain its findings in the Annual Corporate Governance Report.

Complies       Complies partially 0      Explanation 0

15. That proprietary and independent directors constitute a substantial majority of the Board of Directors and that the number of executive directors is kept at a minimum, taking into account the complexity of the corporate group and the percentage of equity participation of executive directors.

Complies       Complies partially 0      Explanation 0

16. That the percentage of proprietary directors divided by the number of nonexecutive directors is no greater than the proportion of the equity interest in the company represented by said proprietary directors and the remaining share capital.

**This criterion may be relaxed:**

- a) In companies with a high market capitalisation in which interests that are legally considered significant are minimal.**
- b) In companies where a diversity of shareholders is represented on the Board of Directors without ties among them.**

Complies 0      Explanation

As a result of the changes to the composition of the Board of Directors following the 2018 Ordinary General Shareholders' Meeting and the consequent increase in the independence of the Board of Directors, the Company considers that independent Directors carry sufficient weight on this body and properly represent the interests of non-controlling shareholders.

At 31 December 2018 the following characteristics of the Board of Directors indicate relevant representation of the interests of the body's non-controlling shareholders:

- The considerable number of independent Directors on the Board of Directors, accounting for 54.55% of the total number of Directors, thereby attaining the degree of independence which Recommendation 17 of the Good Governance Code of Listed Companies considers appropriate for large-cap companies, and 75% of external Directors;
- The non-existence on the Board of Directors of any major shareholders with disproportionate representation, since a single significant shareholder of the Company was represented on the Board of Directors by two (2) members as the holder of the largest percentage of the Company's equity, 12.06%, and it cannot be understood that this representation grants a position of control or a majority on the Board;
- The large number of independent Directors on the Executive Committee, accounting for 60% of the total members of this body; and,
- The majority of independent Directors on the Appointments and Remuneration Committee, accounting for 75% of the total number of members, pursuant to Recommendation 47 of the Code of Good Governance of listed companies.

- 17. That the number of independent directors represents at least half of the total number of directors.**

**Nonetheless, when the company does not have a high level of market capitalization or in the event that it is a high cap company with one shareholder or a group acting in a coordinated fashion who together control more than 30% of the company's equity, the number of independent directors represents at least one third of the total number of directors.**

Complies       Explanation 0

18. That companies publish and update the following information regarding directors on the company website:
- a) Professional profile and biography.
  - b) Any other Boards to which the director belongs, regardless of whether the companies are listed, as well as any other remunerated activities engaged in, regardless of type.
  - c) Category of directorship, indicating, in the case of individuals who represent significant shareholders, the shareholder that they represent or to which they are connected.
  - d) The date of their first appointment as a director of the company's Board of Directors, and any subsequent re-election.
  - e) The shares and options they own.

Complies

Complies partially 0

Explanation 0

19. That the Annual Corporate Governance Report, after verification by the appointments committee, explains the reasons for the appointment of proprietary directors at the proposal of the shareholders whose equity interest is less than 3%. It should also explain, where applicable, why formal requests from shareholders for membership on the Board meeting were not honoured, when their equity interest is equal to or exceeds that of other shareholders whose proposal for proprietary directors was honoured.

Complies 0

Complies partially 0

Explanation 0

Not Applicable

20. That proprietary directors representing significant shareholders must resign from the Board if the shareholder they represent disposes of its entire equity interest. They should also resign, in a proportional fashion, in the event that said shareholder reduces its percentage interest to a level that requires a decrease in the number of proprietary directors representing this shareholder.

Complies 0

Complies Partially 0

Explanation 0

Not Applicable

21. That the Board of Directors may not propose the dismissal of any independent director before the completion of the director's term provided for in the Articles of Association unless the Board of Directors finds just cause and a prior report has been prepared by the appointments committee. Specifically, just cause is considered to exist if the director takes on new duties or commits to new obligations that would interfere with his or her ability to dedicate the time necessary for attention to the duties attendant to his post as a director, fails to complete the tasks inherent to his or her post, or enters into any of the

circumstances which would cause the loss of independent status in accordance with applicable law.

The dismissal of independent directors may also be proposed as a result of a public share offer, joint venture or similar transaction entailing a change in the shareholder structure of the company, provided that such changes in the structure of the Board are the result of the proportionate representation criteria provided for in Recommendation 16.

Complies

Explanation 0

22. That companies establish rules requiring that directors inform the Board of Directors and, where appropriate, resign from their posts, when circumstances arise which may damage the company's standing and reputation. Specifically, directors must be required to report any criminal acts with which they are charged, as well as the consequent legal proceedings.

And that should a director be indicted or tried for any of the offences set out in company law legislation, the Board of Directors must investigate the case as soon as possible and, based on the particular situation, decide whether the director should continue in his or her post. And that the Board of Directors must provide a reasoned written account of all these events in its Annual Corporate Governance Report.

Complies

Complies Partially 0

Explanation 0

23. That all directors clearly express their opposition when they consider any proposal submitted to the Board of Directors to be against the company's interests. This particularly applies to independent directors and directors who are unaffected by a potential conflict of interest if the decision could be detrimental to any shareholders not represented on the Board of Directors.

Furthermore, when the Board of Directors makes significant or repeated decisions about which the director has serious reservations, the director should draw the appropriate conclusions and, in the event the director decides to resign, explain the reasons for this decision in the letter referred to in the next recommendation.

This recommendation also applies in the case of the secretary of the Board of Directors, despite not being a director.

Complies 0

Complies Partially 0

Explanation 0

Not Applicable

24. That whenever, due to resignation or any other reason, a director leaves before the completion of his or her term, the director should explain the reasons for this decision in a letter addressed to all the directors of the Board of Directors. Irrespective of whether

**the resignation has been reported as a relevant fact, it must be included in the Annual Corporate Governance Report.**

Complies 0      Complies Partially 0      Explanation 0      Not Applicable

- 25. That the appointments committee ensures that non-executive directors have sufficient time in order to properly perform their duties.**

**And that the Board rules establish the maximum number of company Boards on which directors may sit.**

Complies       Complies partially 0      Explanation 0

- 26. That the Board of Directors meet frequently enough so that it may effectively perform its duties, at least eight times per year, following a schedule of dates and agenda established at the beginning of the year and allowing each director individually to propose items do not originally appear on the agenda.**

Complies       Complies partially 0      Explanation 0

- 27. That director absences only occur when absolutely necessary and are quantified in the Annual Corporate Governance Report. And when absences occur, that the director appoints a proxy with instructions.**

Complies       Complies partially 0      Explanation 0

- 28. That when directors or the secretary express concern regarding a proposal or, in the case of directors, regarding the direction in which the company is headed and said concerns are not resolved by the Board of Directors, such concerns should be included in the minutes, upon a request from the protesting party.**

Complies 0      Complies Partially 0      Explanation 0      Not Applicable

- 29. That the company establishes adequate means for directors to obtain appropriate advice in order to properly fulfil their duties including, should circumstances warrant, external advice at the company's expense.**

Complies       Complies partially 0      Explanation 0

30. That, without regard to the knowledge necessary for directors to complete their duties, companies make refresher courses available to them when circumstances require.

Complies  Explanation 0 Not Applicable 0

31. That the agenda for meetings clearly states those matters about which the Board of Directors are to make a decision or adopt a resolution so that the directors may study or gather all relevant information ahead of time.

When, under exceptional circumstances, the chairman wishes to bring urgent matters for decision or resolution before the Board of Directors which do not appear on the agenda, prior express agreement of a majority of the directors shall be necessary, and said consent shall be duly recorded in the minutes.

Complies  Complies partially 0 Explanation 0

32. That directors shall be periodically informed of changes in equity ownership and of the opinions of significant shareholders, investors and rating agencies of the company and its group.

Complies  Complies partially 0 Explanation 0

33. That the chairman, as the person responsible for the efficient workings of the Board of Directors, in addition to carrying out his duties required by law and the Articles of Association, should prepare and submit to the Board of Directors a schedule of dates and matters to be considered; organise and coordinate the periodic evaluation of the Board as well as, if applicable, the chief executive of the company, should be responsible for leading the Board and the effectiveness of its work; ensuring that sufficient time is devoted to considering strategic issues, and approve and supervise refresher courses for each director when circumstances so dictate.

Complies  Complies partially 0 Explanation 0

34. That when there is a coordinating director, the Articles of Association or the Board rules should confer upon him the following competencies in addition to those conferred by law: chairman of the Board of Directors in the absence of the chairman and deputy chairmen, should there be any; reflect the concerns of nonexecutive directors; liaise with investors and shareholders in order to understand their points of view and respond to their concerns, in particular as those concerns relate to corporate governance of the company; and coordinate a succession plan for the chairman.

Complies 0

Complies Partially

Explanation 0

Not Applicable 0

The Lead Independent Director has been assigned the powers referred to in the recommendation, except those relating to maintaining relationships with investors and shareholders. These powers of the Lead Independent Director have been enhanced by the Company through the establishment of a Working Group of non-executive Directors, which has approved its own rules of organisation and operation.

The Company considers that the eminently independent nature of the Lead Independent Director, required for the role as *leader* of the Company's external Directors, and consequent lack of involvement in the effective management of the Company, justifies the role of maintaining contact with investors and shareholders not being assigned to this Director.

In this regard, the Company considers that its structure for communicating with investors and shareholders, with an Investor Relations Department staffed by people with a deep, detailed and well-founded knowledge of the economic and financial position of the Company, the Company's projects, its day-to-day activity etc., is adequate and allows the Company to be aware of the opinions and concerns of shareholders and investors regarding any aspect of the running of the Company, including any aspects concerning corporate governance.

Thus, the Investor Relations Department, which reports to the CEO, is entrusted with, among other duties, reporting to management the concerns, queries and suggestions of the shareholders and investors with whom it maintains permanent contact. Should these concerns affect matters of corporate governance, the Investor Relations Department can rely on the General Secretary and the Secretary of the Board of Directors, and is assigned the task of ensuring that the decisions of the Board of Directors take into account the recommendations in matters of corporate governance and, where appropriate, actively participates in meetings with investors and shareholders to explain the Company's corporate governance structure.

All of the above is irrespective of whether, when considered appropriate, the Lead Independent Director maintains contact with investors and shareholders in matters which are deemed beneficial for the Company.

- 35. That the secretary of the Board of Directors should pay special attention to ensure that the activities and decisions of the Board of Directors take into account the recommendations regarding good governance contained in this Code of Good Governance and which are applicable to the company.**

Complies

Explanation 0

- 36. That the Board of Directors meet in plenary session once a year and adopt, where appropriate, an action plan to correct any deficiencies detected in the following:**
- a) The quality and efficiency of the Board of Director's work.**

- b) **The workings and composition of its committees.**
- c) **Diversity of membership and competences of the Board of Directors.**
- d) **Performance of the chairman of the Board of Directors and the chief executive officer of the company.**
- e) **Performance and input of each director, paying special attention to those in charge of the various board committees.**

**In order to perform its evaluation of the various committees, the Board of Directors will take a report from the committees themselves as a starting point and for the evaluation of the Board, a report from the appointments committee.**

**Every three years, the Board of Directors will rely upon the assistance of an external advisor for its evaluation, whose independence shall be verified by the appointments committee.**

**Business relationships between the external adviser or any member of the adviser's group and the company or any company within its group shall be specified in the Annual Corporate Governance Report.**

**The process and the areas evaluated shall be described in the Annual Corporate Governance Report.**

Complies 0

Complies partially

Explanation 0

The Board of Directors conducts an annual assessment of the efficient functioning and quality of the work carried out by the Board and its Committees, and also of the performances of the Chairman of the Board of Directors and the Company's CEO, as laid down in Article 10 of its Regulations.

In 2018, moreover, an external consultant was tasked with the assessment of the Board of Directors and its delegated Committees, and the assessment had not been completed at the date of this report.

The only part of the recommendation which the Company does not follow is that relating to the Board's assessment, once a year and individually, of the performance and contribution of each Director, on the grounds that, during the period for which they form part of the Board, individual assessments of the Directors are carried out with sufficient frequency, as detailed below:

Thus, it should be taken into account that the extensive professional experience offered by the members of the Board of Directors, analysed in detail by the Appointments and Remuneration Committee prior to the proposal for their appointment to the Board of Directors in the case of independent or "other external" Directors, or to the issuance of the corresponding report for the other types of Director, is a sufficient initial guarantee of the quality of the services that the Director shall provide.

Following this initial assessment, and as established in Article 22.2 of the Board of Directors Regulations, the quality of the services provided and the dedication of each of the Directors is assessed by the Appointments and Remuneration Committee and by the Board of Directors, in the corresponding re-election or ratification proposals, and also in any cases where a proposal

is submitted for their appointment to a position on the Board or one of its Committees.

In this regard, the proposal of the Appointments and Remuneration Committee in the case of independent Directors and Directors qualified as "other external" or, in all other cases, the report individually assesses the services provided by the Directors during their previous term and their dedication both on the Board and, where appropriate, on the Committees of which they form part.

Following the proposal or report by the Appointments and Remuneration Committee, the Board of Directors, in the justifying report that must be approved in accordance with that established in Article 529 *decies*, section 5 of the Corporate Enterprises Act, and Article 22.1 of Board of Directors Regulations, also assesses the performance of the duties of the Director whose re-election is proposed to the General Shareholders' Meeting.

- 37. That if there is an executive committee, the proportion of each different director category must be similar to that of the Board itself, and its secretary must be the secretary of the Board.**

Complies       Complies Partially 0      Explanation 0      Not Applicable 0

- 38. That the Board of Directors must always be aware of the matters discussed and decisions taken by the executive committee and that all members of the Board of Directors receive a copy of the minutes of meetings of the executive committee.**

Complies       Complies Partially 0      Explanation 0      Not Applicable 0

- 39. That the members of the audit committee, in particular its chairman, are appointed in consideration of their knowledge and experience in accountancy, audit and risk management issues, and that the majority of its members be independent directors.**

Complies       Complies partially 0      Explanation 0

- 40. That under the supervision of the audit committee, there must be a unit in charge of the internal audit function, which ensures that information and internal control systems operate correctly, and which reports to the non-executive chairman of the Board or of the audit committee.**

Complies 0      Complies partially       Explanation 0

Article 19.2.c) of Board of Directors Regulations makes the Audit Committee responsible for "supervising the Company's internal audit services, which shall report to the Audit Committee", and lists the main supervisory tasks in relation to internal audit.

The purpose, authority and responsibility of the Internal Audit function in the Company are defined in the "Regulations for the BME Group Internal Audit", which states that the Internal Audit Department is a permanent internal body within the organisation, without executive responsibilities in managing the group's ordinary businesses and reporting directly to the Audit Committee.

BME considers that what is established in the aforementioned regulation with regard to the authority of the Internal Audit Department is a sufficient guarantee of the independence with which it can act, and that the fact that this Department reports functionally to the Chairman of the Audit Committee does not grant it a higher degree of autonomy to carry out its duties.

- 41. That the person in charge of the group performing the internal audit function should present an annual work plan to the audit committee, reporting directly on any issues that may arise during the implementation of this plan, and present an activity report at the end of each year.**

Complies       Complies Partially 0      Explanation 0      Not Applicable 0

- 42. That in addition to the provisions of applicable law, the audit committee should be responsible for the following:**

**1. With regard to information systems and internal control:**

- a) Supervise the preparation and integrity of financial information relative to the company and, if applicable, the group, monitoring compliance with governing rules and the appropriate application of consolidation and accounting criteria.
- b) Ensure the independence and effectiveness of the group charged with the internal audit function, propose the selection, appointment, re-election and dismissal of the head of internal audit; draft a budget for this department, approve its goals and work plans, making sure that its activity is focused primarily on material risks to the company; receive periodic information on its activities; and verify that senior management takes into account the conclusions and recommendations of its reports.
- c) Establish and supervise a mechanism that allows employees to report confidentially and, if appropriate, anonymously, any irregularities with important consequences, especially those of a financial or accounting nature, that they observe in the company.

**2. With regard to the external auditor:**

- a) In the event that the external auditor resigns, examine the circumstances which caused said resignation.

- b) Ensure that the remuneration paid to the external auditor for its work does not compromise the quality of the work or the auditor's independence.
- c) Insist that the company file a relevant fact with the CNMV when there is a change of auditor, along with a statement on any differences that arose with the outgoing auditor and, if applicable, the contents thereof.
- d) Ensure that the external auditor holds an annual meeting with the Board of Directors in plenary session in order to make a report regarding the task accomplished and regarding the development of its accounting and risks faced by the company.
- e) Ensure that the company and the external auditor comply with applicable rules regarding the rendering of services other than auditing, proportional limits on the auditor's billing, and all other rules regarding the auditor's independence.

Complies

Complies partially 0

Explanation 0

43. That the audit committee may require the presence of any employee or manager of the company, even without the presence of any other member of management.

Complies

Complies partially 0

Explanation 0

44. That the audit committee be kept abreast of any corporate and structural changes planned by the company in order to perform an analysis and draft a report beforehand to the Board of Directors regarding economic conditions and accounting implications and, in particular, any exchange ratio involved.

Complies 0

Complies Partially 0

Explanation 0

Not Applicable

45. That the risk management and control policy identify, as a minimum:

- a) The various types of financial and non-financial risks (among those operational, technological, legal, social, environmental, political and reputational) which the company faces, including financial or economic risks, contingent liabilities and other off balance sheet risks.
- b) Fixing of the level of risk the company considers acceptable.
- c) Means identified in order to minimise identified risk in the event they transpire.
- d) Internal control and information systems to be used in order to control and manage identified risks, including contingent liabilities and other off balance sheet risks.

Complies

Complies partially

Explanation

**46. That under the direct supervision of the audit committee or, if applicable, of a specialised committee of the Board of Directors, an internal control and management function should exist delegated to an internal unit or department of the company which is expressly charged with the following responsibilities:**

- a) Ensure the proper functioning of risk management and control systems and, in particular, that they adequately identify, manage and quantify all material risks that may affect the company.**
- b) Actively participate in the creation of the risk strategy and in important decisions regarding risk management.**
- c) Ensure that the risk management and control systems adequately mitigate risks as defined by policy issued by the Board of Directors.**

Complies

Complies partially

Explanation

BME considers that the operation of the control and risk management systems and the preparation of the risk strategy are matters that must correspond to the Company's senior management and to the people who form part of its workforce and are experts in the management of the risks to which its activity is subject.

BME considers that the Audit Committee must monitor the effectiveness of the defined internal control and risk control systems, implemented and processed by the Company's executive team, and in the scope of this supervision shall be aware of any weaknesses that may be detected by the internal and external auditors in these systems and, in these cases, shall discuss and propose the adoption of the measures deemed appropriate to solve them.

Moreover, with regard to the structure of BME as a holding company and the high specialisation of the activities carried out in each of the companies forming part of the Group, BME has considered it more appropriate that the internal control and risk management function be undertaken in a decentralised manner, as described below.

In this regard, BME has implemented a risk control system in accordance with international standards and adopted the COSO II Report as the methodological reference framework, with which the Company's risks are managed in an efficient and prudent manner. To define this risk control system, which is detailed in section E of this Report, the strong specialisation of activities performed in the Group has been considered, which has made it advisable that, given the different nature of the risks, the decentralised management of the business risks, which are managed by each Business Unit, co-exists with the centralised management of corporate risks (strategic, financial, regulatory, technological, and human resources), risks that are all coordinated by the Continuity and Risk Committee, reporting to the Management Committee.

The Continuity and Risk Committee keeps the Board of Directors informed, through the Audit Committee, of all actions carried out when implementing the control and risk management

policy, in order for these bodies to be able to undertake the duties attributed to them by law for supervising the effectiveness of the Company's internal control and the internal control systems implemented within the Group.

BME considers that this structure ensures that the Company's risks are suitably identified, managed and quantified, and allows the Audit Committee and the Board to successfully carry out their functions of monitoring the internal control and risk management systems.

- 47. That members of the appointment and remuneration committee -- or of the appointments committee and the remuneration committee if they are separate – are chosen taking into account the knowledge, ability and experience necessary to perform the duties they are called upon to carry out and that the majority of said members are independent directors.**

Complies

Complies partially

Explanation

- 48. That high market capitalisation companies have formed separate appointments and remuneration committees.**

Complies

Explanation

Not Applicable

- 49. That the appointments committee consult with the chairman of the Board of Directors and the chief executive of the company, especially in relation to matters concerning executive directors.**

Complies

Complies partially

Explanation

- 50. That the remuneration committee exercises its functions independently and that, in addition to the functions assigned to it by law, it should be responsible for the following:**

- a) Propose basic conditions of employment for senior management.**
- b) Verify compliance with company remuneration policy.**
- c) Periodically review the remuneration policy applied to directors and senior managers, including remuneration involving the delivery of shares, and guarantee that individual remuneration be proportional to that received by other directors and senior managers.**
- d) Oversee that potential conflicts of interest do not undermine the independence of external advice rendered to the Board.**

**e) Verify information regarding remuneration paid to directors and senior managers contained in the various corporate documents, including the Annual Report on Director Remuneration.**

Complies       Complies partially 0      Explanation 0

**51. That the remuneration committee consults with the chairman and the chief executive of the company, especially in matters relating to executive directors and senior management.**

Complies       Complies partially 0      Explanation 0

**52. That the rules regarding composition and workings of supervision and control committees appear in the rules governing the Board of Directors and that they are consistent with those that apply to mandatory committees in accordance with the recommendations above, including:**

- a) That they are comprised exclusively of non-executive directors, with a majority of them independent.**
- b) That their chairmen be independent directors.**
- c) That the Board of Directors select members of these committees taking into account their knowledge, skills and experience and the duties of each committee; discuss their proposals and reports; and detail their activities and accomplishments during the first plenary session of the Board of Directors held after the committee's last meeting.**
- d) That the committees be allowed to avail themselves of outside advice when they consider it necessary to perform their duties.**
- e) That their meeting be recorded and the minutes be made available to all directors.**

Complies 0      Complies Partially       Explanation 0      Not Applicable 0

Article 17 of Board of Directors Regulations establishes the Board's Markets and Systems Operating Procedures Committee, to which Article 21 of Board of Directors Regulations grants competence for supervising issues in relation to the efficiency and proper functioning of the markets and systems managed by the BME Group; application to BME, Group companies and their main shareholders of the habitual market conditions and the principle of equal treatment in their trading in the markets and systems managed by BME; and interpretation of the BME Group's Internal Code of Conduct.

The composition and operation rules for this Committee, established in the Board of Directors Regulations and implemented through its own regulations, follow sections c), d) and e) of the recommendation.

The composition requirements established in sections a) and b) of the recommendation are not followed insofar as an executive Director forms part of this Committee and also holds the position of its Chairman.

BME considers that given the specialised duties assigned to this Committee, what must be taken into account as a priority when appointing the members of the Board of Directors to serve on it is knowledge of the operation of the markets and systems managed by BME and the Group companies and professional experience in fields directly related to the operation of the financial and securities markets, given that this knowledge and experience shall enable the Committee to better carry out the functions attributed to it in the interests of the Company.

- 53. That verification of compliance with corporate governance rules, internal codes of conduct and social corporate responsibility policy be assigned to one or split among more than one committee of the Board of Directors, which may be the audit committee, the appointments committee, the corporate social responsibility committee in the event that one exists, or a special committee created by the Board of Directors pursuant to its powers of self-organisation, which at least the following responsibilities shall be specifically assigned thereto:**
- a) Verification of compliance with internal codes of conduct and the company's corporate governance rules.**
  - b) Supervision of the communication strategy and relations with shareholders and investors, including small- and medium-sized shareholders.**
  - c) The periodic evaluation of the suitability of the company's corporate governance system, with the goal that the company promotes company interests and take into account, where appropriate, the legitimate interests of other stakeholders.**
  - d) Review of the company's corporate social responsibility policy, ensuring that it is orientated towards value creation.**
  - e) Follow-up of social responsibility strategy and practice, and evaluation of degree of compliance.**
  - f) Supervision and evaluation of the way relations with various stakeholders are handled.**
  - g) Evaluation of everything related to non-financial risks to the company, including operational, technological, legal, social, environmental, political and reputational.**
  - h) Coordination of the process of reporting on diversity and reporting nonfinancial information in accordance with applicable rules and international benchmarks.**

Complies 0

Complies partially

Explanation 0

The Appointments and Remuneration Committee has competence to supervise compliance with the rules of corporate governance and, following the amendment of the Internal Code of Conduct which came into force on 1 January 2018, the Audit Committee supervises monitoring

of internal codes of conduct, specifically the Internal Code of Conduct, in the terms established in this recommendation.

Moreover, the absence of a corporate social responsibility policy referred to in the explanation of Recommendation 54 implies that, in practice, its compliance may not be supervised by any Committee. Notwithstanding the foregoing, the Board of Directors' Regulations assign to the Executive Committee supervision of the monitoring of the corporate social responsibility strategy and practices, including the assessment of the processes relating to the different stakeholders; and the assessment of any matters relating to the non-financial risks of the Company, including operational, technological, legal, social, environmental, political and reputational risks, as well as coordination of the process for disclosing non-financial information.

Notwithstanding the foregoing, works began in 2018 to establish a corporate social responsibility policy in the terms established by this recommendation.

- 54. That the corporate social responsibility policy include principles or commitments which the company voluntarily assumes regarding specific stakeholders and identifies, as a minimum:**
- a) The objectives of the corporate social responsibility policy and the development of tools to support it.**
  - b) Corporate strategy related to sustainability, the natural environment and social issues.**
  - c) Concrete practices in matters related to: shareholders, employees, clients, suppliers, social issues, the natural environment, diversity, fiscal responsibility, respect for human rights, and the prevention of unlawful conduct.**
  - d) Means or systems for monitoring the results of the application of specific practices described in the immediately preceding paragraph, associated risks, and their management.**
  - e) Means of supervising non-financial risk, ethics, and business conduct.**
  - f) Communication channels, participation and dialogue with stakeholders.**
  - g) Responsible communication practices that impede the manipulation of data and protect integrity and honour.**

Complies 0

Complies partially 0

Explanation

BME considers that corporate social responsibility forms part of its overall strategy and the daily management of the Group.

In this regard, BME and the Group's companies carry out their activity efficiently, manage the financial markets and systems strictly complying with both domestic and national legislation, and in particular, the economic, social and environmental legislation, as well as with the codes which it voluntarily embraces.

BME has also defined its basic principles of action in the Corporate Social Responsibility Report, which is approved and published annually, and has taken into account the needs and priorities of the different market agents, as well as society in general as the ultimate beneficiary when financial markets and, by extension, the economy, operate properly.

Notwithstanding the foregoing, works began in 2018 to establish a corporate social responsibility policy in the terms established by this recommendation.

55. **That the company reports, in a separate document or within the management report, on matters related to corporate social responsibility, following internationally recognised methodologies.**

Complies

Complies partially 0

Explanation 0

56. **That director remuneration be sufficient in order to attract and retain directors who meet the desired professional profile and to adequately compensate them for the dedication, qualifications and responsibility demanded of their posts, while not being so excessive as to compromise the independent judgment of non-executive directors.**

Complies

Explanation 0

57. **That only executive directors receive remuneration linked to corporate results or personal performance, as well as remuneration in the form of shares, options or rights to shares or instruments whose value is indexed to share value, or long-term savings plans such as pension plans, retirement accounts or any other retirement plan.**

Shares may be given to non-executive directors under the condition that they maintain ownership of the shares until they leave their posts as directors. The forgoing shall not apply to shares that the director may be obliged sell in order to meet the costs related to their acquisition.

Complies

Complies partially 0

Explanation 0

58. **That as regards variable remuneration, the policies incorporate limits and administrative safeguards in order to ensure that said remuneration is in line with the work performance of the beneficiaries and are not based solely upon general developments in the markets or in the sector in which the company operates, or other similar circumstances.**

And, in particular, that variable remuneration components:

- a) **Are linked to pre-determined and measurable performance criteria and that such criteria take into account the risk undertaken to achieve a given result.**

- b) **Promote sustainability of the company and include non-financial criteria that are geared towards creating long term value, such as compliance with rules and internal operating procedures and risk management and control policies.**
- c) **Are based upon balancing short-, medium- and long-term objectives, permitting the reward of continuous achievement over a period of time long enough to judge creation of sustainable value such that the benchmarks used for evaluation are not comprised of one-off, seldom occurring or extraordinary events.**

Complies       Complies Partially       Explanation       Not Applicable

- 59. That a material portion of variable remuneration components be deferred for a minimum period of time sufficient to verify that previously established performance criteria have been met.**

Complies       Complies Partially       Explanation       Not Applicable

- 60. That remuneration related to company results takes into account any reservations which may appear in the external auditor's report which would diminish said results.**

Complies       Complies Partially       Explanation       Not Applicable

- 61. That a material portion of variable remuneration for executive directors depends upon the delivery of shares or instruments indexed to share value.**

Complies       Complies Partially       Explanation       Not Applicable

- 62. That once shares or options or rights to shares arising from remuneration schemes have been delivered, directors are prohibited from transferring ownership of a number of shares equivalent to two times their annual fixed remuneration, and the director may not exercise options or rights until a term of at least three years has elapsed since they received said shares.**

Complies       Complies Partially       Explanation       Not Applicable

The Directors' Remuneration Policy includes, among other items in relation to the system of remuneration for executive Directors, medium-term and long-term variable remuneration the purpose of which is to boost their commitment to Company shareholders. This is paid in the medium and long-term Variable Remuneration Plans described in section A.3 of this report.

These medium and long-term Variable Remuneration Plans entail the allocation of theoretical

units in a financial year, and stipulate that any shares to be received if the targets set are achieved shall be awarded by the Company when the three-year measurement period has elapsed.

BME considers that these characteristics of medium-term and long-term remuneration established in the Remuneration Policy and laid down in the current Share-based Variable Remuneration Plans include a clear element of deferral which allows the actual achievement of targets to be verified, and it is unnecessary to establish any additional retention periods.

Also, the share-based Variable Remuneration Plan approved by the Ordinary General Shareholders' Meeting on 26 April 2018 establishes the obligation for the beneficiaries of the Plan to hold the Company shares for one year after delivery.

**63. That contractual arrangements include a clause which permits the company to seek reimbursement of variable remuneration components in the event that payment does not coincide with performance criteria or when delivery was made based upon data later deemed to be inaccurate.**

Complies 0

Complies Partially

Explanation 0

Not Applicable 0

The current Directors' Remuneration Policy includes, among the main conditions of the "Contract of Director with executive functions" signed by BME and Mr. Javier Hernani Burzako, a recovery or "claw-back" clause whereby, in certain circumstances, within a period of two years following payment, BME may demand that the CEO return the amounts paid as annual variable remuneration and shares received pursuant to the medium/long-term remuneration plans.

This recovery or "claw-back" clause was included in the "Contract of Director with executive functions" signed by the Company and the CEO, following unanimous approval by the Board of Directors, with no involvement by the CEO, pursuant to the provisions of Article 249 of the Corporate Enterprises Act.

The contractual conditions for the Chairman, including the conditions of remuneration, were established prior to approval of the Good Governance Code of Listed Companies, and do not include any clauses for recovery or "claw-back".

Regardless of the foregoing, as stated in the explanation provided for the above recommendation and described in the current Directors' Remuneration Policy, the variable remuneration of Directors qualifying as executives, among whom the Chairman, has a considerable medium/long-term component linked to the delivery of shares.

This remuneration materialises in successive Remuneration Plans with a deferred component to demonstrate effective long-term compliance with the objectives set, and it is unnecessary to establish any clauses to claim repayments.

- 64. That payments made for contract termination shall not exceed an amount equivalent to two years of total annual remuneration and that it shall not be paid until the company has verified that the director has fulfilled all previously established criteria for payment.**

Complies 0

Complies Partially

Explanation 0

Not Applicable 0

The conditions for the departure of the Chairman were established through a resolution by the 2006 Ordinary General Shareholders' Meeting, prior to the approval of these recommendations in the Good Governance Code of Listed Companies.

The current Directors' Remuneration Policy includes, among the main conditions of the "Contract of Director with executive functions" signed by BME and Mr. Javier Hernani Burzako, the severance pay to be received by the CEO, which is limited to the greater of the following two amounts: (i) an amount equivalent to two years' fixed and annual variable remuneration existing at the moment of termination of the employment relationship as CEO or (ii) the legal compensation pursuant to the Employment Statute at that time for any dismissal considered unfair.

This clause was included in the "Contract of Director with executive functions" signed by the Company and the CEO, following unanimous approval by the Board of Directors, with no involvement by Mr. Javier Hernani Burzako, pursuant to the provisions of Article 249 of the Corporate Enterprises Act.

## **F** FURTHER INFORMATION OF INTEREST

- 1. If there is any aspect regarding corporate governance in the company or other companies in the group that have not been included in other sections of this report, but which are necessary in order to obtain a more complete and comprehensible picture of the structure and governance practices in the company or group, describe them briefly below.**
- 2. This section may also be used to provide any other information, explanation or clarification relating to previous sections of the report, so long as it is relevant and not redundant.**  
**Specifically, state whether the company is subject to any corporate governance legislation other than that prevailing in Spain and, if so, include any information required under this legislation that differs from the data requested in this report.**
- 3. The company may also state whether it voluntarily complies with other ethical or best practice codes, whether international, sector-based, or other. In such a case, name the code in question and the date the company began following it. It should be specifically mentioned that the company adheres to the Code of Good Tax Practices of 20 July, 2010.**

Pursuant to the Code of Best Tax Practices approved by the Large Businesses Forum, which BME embraced on 30 September 2010, the annual corporate governance reports of companies embracing this Code must include reference to the fact that these companies comply with such practices.

In 2018, in order to comply with the commitments undertaken by the Company through its adhesion to the Code of Best Tax Practices to be applied by the Company approved by the Board of Directors at its meeting on 30 July 2015, at a meeting on 27 February 2018 the Audit Committee was informed and took due note of the fiscal policies applied by the Company, before preparing the financial statements.

Subsequently, at a meeting on 17 July 2018 the Audit Committee was informed of the tax policies applied by the Company for the filing of the 2017 Income Tax return.

-----  
**This Annual Corporate Governance Report was approved by the Board of Directors of the company at the meeting held on 27 February 2019.**

**State whether any directors voted against or abstained from voting on this report.**

Yes  No

---

Mr Antonio J. Zoido Martínez  
Chairman

---

Mr Javier Hernani Burzako  
CEO

---

Mr Ignacio Garralda Ruíz de Velasco  
First Deputy Chairman

---

Mr David María Jiménez-Blanco Carillo de Albornoz  
Lead independent Director

---

Ms María Helena dos Santos Fernandes de  
Santana

---

Ms Ana Isabel Fernández Álvarez

---

Mr Joan Hortalá i Arau

---

Mr Juan March Juan

---

Ms Isabel Martín Castella

---

Mr Santos Martínez-Conde y Gutiérrez-Barquín

---

Mr Juan Carlos Ureta Domingo

Diligence extended by the Secretary to the Board of Directors, Non-Director, *Mr. Luis María Cazorla Prieto*, to accredit that the individual Financial Statements of *Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A.* for the year ended 31 December 2018 and the Individual Management Report for the year ended 31 December 2018 have been formulated by the members of the Board of Directors in session on February 27, 2019, and all of them, with the exception of *Ms Fernandes of Santana*, have proceeded to sign such individual Financial Statements and Management Report which are composed of 82 sheets of stamped paper, class 8, numbers 0N5634002 to 0N5634085, both inclusive, whose Individual Management Report includes, forming part of it, the Annual Corporate Governance Report for the year 2018, which consists of 111 sheets of stamped paper, class 8, numbers 0N5634511 to 0N5634516, both inclusive, 0N2382994 and 0N5634518 to 0N5634633, both inclusive, and stamping your signature. The names and surnames of the Directors, together with their signature, appear on the sheet of paper stamped, class 8, number 0N5642091.

*Ms María Helena dos Santos Fernandes de Santana* has formulated the individual Financial Statements and Management Report that it is enclosed but has not stamped its signature on the signature sheet when attending the meeting of the Board of Directors by telephone conference, as permitted by section 2 of article 28 of the Articles of Association.

What I can attest,

Madrid, 27 February 2019

Mr Luis María Cazorla Prieto  
Secretary to the Board of Directors, non-Director



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

Auditor´s report on “Information regarding the Internal Control System over Financial Reporting (ICSFR)” of Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A. for the 2018 financial year



***This version of our report is a free translation of the original, which was prepared in Spanish. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation.***

**Auditor´s report on “Information regarding the Internal Control System over Financial Reporting (ICSFR)” of Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A. for the 2018 financial year**

To the Board of Directors:

In accordance with the request of the Board of Directors of Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A. (“BME” or “Entity”) and our engagement letter dated October 15, 2018, we have applied certain procedures in respect of the attached "Information regarding the Internal Control System over Financial Reporting" ("ICSFR"), included in the Annual Corporate Governance Report of Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A. for the 2018 financial year, which includes a summary of the BME 's internal control procedures relating to its annual financial information.

The Board of Directors is responsible for adopting the necessary measures to reasonably ensure the implementation, maintenance and supervision of an appropriate internal control system, and for developing improvements to that system and preparing and establishing the content of the accompanying Information regarding the ICSFR.

In this regard, it should be borne in mind that, regardless of the quality of the design and operating efficiency of the internal control system used by the Entity in relation to its annual financial information, only a reasonable, but not absolute, degree of assurance may be obtained in relation to the objectives it seeks to achieve, due to the limitations inherent in any internal control system.

In the course of our audit work on the annual accounts, and pursuant to Technical Auditing Standards, our evaluation of Entity's internal control was performed for the sole purpose of allowing us to establish the scope, nature and timing of the audit procedures applied to the Entity's annual accounts.

Consequently, our appraisal of internal control, performed for the purposes of the audit of the accounts, did not have a sufficient scope to allow us to issue a specific opinion on the effectiveness of internal controls for regulated annual financial information.

For the purposes of the present report, we have exclusively applied the specific procedures described below, as indicated in the Guidelines concerning the auditor's Report on the Information regarding the Internal Control System over Financial Reporting for listed entities published by the National Securities Market Commission on its web site, which sets out the work to be performed, the scope of such work and the content of this report. In view of the fact that, in any event, the scope of the work resulting from these procedures is reduced and substantially less than the scope of an audit or review of the internal control system, we do not express an opinion on the effectiveness thereof, its design or operational efficiency, in relation to the BME's annual financial information for the 2018 financial year described in the accompanying Information regarding the ICSFR. Had we applied additional procedures to those determined by the aforementioned Guidelines, or had we performed an audit or review of the internal control system in relation to the regulated annual financial information, other matters could have come to light in respect of which you would have been informed.

---

*PricewaterhouseCoopers Auditores, S.L., Torre PwC, Pº de la Castellana 259 B, 28046 Madrid, España*  
*Tel.: +34 915 684 400 / +34 902 021 111, Fax: +34 915 685 400, www.pwc.es*

1



In addition, as this special engagement is not an audit of financial statements and is not subject to the revised Auditing Act, we do not express an audit opinion under the terms of the aforementioned legislation.

The procedures applied were as follows:

1. Reading and understanding the information prepared by the Entity in relation to the ICSFR – as disclosed in the Management' Report – and the evaluation of whether such information includes all the information required as per the minimum content set out in Section F regarding the description of the ICSFR, in the model of the Annual Corporate Governance Report, as established in Circular n° 7/2015 of the National Securities Market Commission dated December 22, 2015.
2. Making enquiries of personnel in charge of preparing the information mentioned in point 1 above in order to: (i) obtain an understanding of the preparation process; (ii) obtain information that enables us to assess whether the terminology used is in line with the framework of reference; (iii) obtain information as to whether the control procedures described have been implemented and are functioning in the Entity.
3. Review of supporting documentation explaining the information described in point 1 above and which mainly comprises the information made directly available to the persons responsible for preparing the information on the ICSFR. Such documentation includes reports prepared by the internal audit function, senior management and other internal and external specialists in support of the functions of the audit committee.
4. Comparison of the information described in point 1 above with our knowledge of the Entity's ICSFR, obtained by means of the application of the procedures performed within the framework of the audit engagement on the annual accounts.
5. Reading the minutes of meetings of the board of directors, audit committee and other committees of the Entity, for the purposes of evaluating the consistency between the matters dealt with therein in relation to the ICSFR and the information described in point 1 above.
6. Obtaining a representation letter concerning the work performed, duly signed by the persons responsible for the preparation and drafting of the information mentioned in point 1 above.

As a result of the procedures applied in relation to the Information regarding the ICSFR, no inconsistencies or incidents have been identified which could affect such information.

This report has been prepared exclusively within the framework of the requirements of article 540 of the revised Spanish Companies Act and Circular n° 5/2013 of the National Securities Market Commission, dated June 12, 2013, as modified by Circular n° 7/2015 of the National Securities Market Commission, dated December 22, 2015, for the purposes of describing the ICSFR in Annual Corporate Governance Reports.

PricewaterhouseCoopers Auditores, S.L.

Original in Spanish signed by  
Ignacio Martínez Ortiz (23834)

February 28, 2019