

REPORT ON RELATED-PARTY TRANSACTIONS CORRESPONDING TO YEAR 2018

The Audit Committee of *Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A.* (hereinafter BME or the Company), at its meeting held on 25 February 2019, in accordance with the that set forth in section 4.g) of article 529 *quaterdecies* of the Corporate Enterprises Act and letters j), k) and l) of section 2 of article 19 of the Board of Directors Regulations, issues the following report on the related-party transactions corresponding to 2018.

I.- Applicable legislation.

Section 4.g) of article 529 *quaterdecies* of the Corporate Enterprises Act establishes that the Audit Committee must "*previously inform the Board of Directors regarding all matters provided for by Law, in the Articles of Association and the Board of Directors Regulations and in particular, regarding: (...) and 3, related party transactions.*"

This obligation is set forth in article 19, letter j) of section 2 of the Board of Directors Regulations which charges the Audit Committee with the responsibility to "*Previously inform the Board of Directors regarding the financial information that the Company must make public on a periodic basis; the creation or acquisition of holdings in special purpose vehicles or those domiciled in countries or territories considered tax havens; and related-party transactions.*"

In addition, letters k) and l) of section 2 of article 19 of the Board of Directors Regulations assign the Audit Committee the following responsibilities:

"k) Report on transactions carried out by a Director or parties related thereto with the Company or its Group, provided that the transaction does not involve a value of more than 10% of Company assets, the use of Company assets or the use of a specific business opportunity.

l) Report on transactions that the Company or companies of the Group 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."

II.- Delimitation of related transactions.

Pursuant to letters c) and d) of section 4 of article 7 of the Board of Directors Regulations, it is the responsibility of the Board of Directors to approve transactions carried out by a Director or parties related thereto with the Company or its Group, provided that said transaction does not involve a value of more than 10% of Company assets, the use of Company assets; the use of a specific business opportunity; and 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.

The transactions that simultaneously meet the following three characteristics are excluded from the aforementioned considerations:

- 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.

Moreover, given the market/systems activities carried on by the Group companies, article 29 of the Board of Directors Regulations establishes that transactions, operations 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.

III.- Report on related-party transactions corresponding to the period 2018.

In 2018, due to non-enforceability, the Audit Committee was not informed of the performance of related-party transactions.

Without prejudice to the foregoing, the consolidated financial statements for the year ending the 31 December 2018 shall detail all related-party transactions corresponding to balances and transactions performed in relation to the remuneration of the members of the Board of Directors, the members of the senior management of the Group and those carried out with the investee, Regis-TR, S.A.

Regarding 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 euros had been applied.

IV.- Publishing of the report.

This report on related-party transactions for 2018 will be published on the website of the Company, www.bolsasymercados.es, together with the individual and consolidated financial statements of the Company.