

# Grupo BME



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Bolsas y Mercados Españoles (IBEX 35: BME) Bolsas y Mercados Españoles (BME) es el operador de todos los mercados de valores y sistemas financieros en España. BME cotiza en Bolsa desde el 14 de julio de 2006 y forma parte del índice IBEX 35<sup>®</sup> desde julio de 2007. BME se diversificó en sus actividades, y

# 2

## BME shareholders

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## BME shareholders

### *One of BME's main stakeholder groups is its customers.*

Thanks to their capital contributions, the company's financial structure and, ultimately, its activity, are sustained. Therefore, BME encourages its shareholders to play an active role in the company and makes all of the tools they need to exercise their rights available to them.

To win the trust of its shareholders, BME guarantees the utmost transparency of information and ensures that shareholders can exercise their rights under equal conditions. To do this, it has strengthened its various communication channels to allow shareholders to submit their ideas and interests to the company.

## 2.1. Shareholder profile

The information in the table refers to 31 December of each year.

### General information

	2010	2011	2012
Total number of shares	83,615,558	83,615,558	83,615,558
Avg. number of shares held per shareholder	1,601	1,624	[1,538]

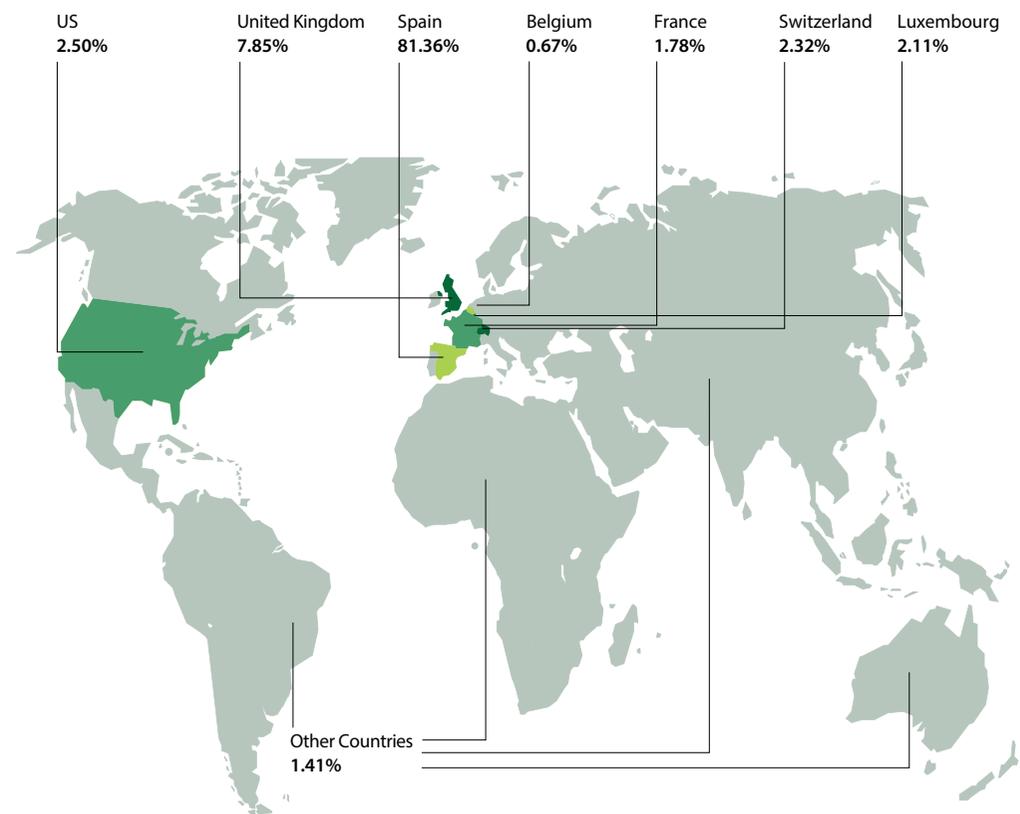
### Breakdown by type of Shareholder

	Institutional shareholders			Non-controlling shareholders		
	2010	2011	2012	2010	2011	2012
Number of shareholders	3,290	3,116	2,979	48,950	48,361	51,382
% of total shareholders	6.30%	6.05%	5.48%	93.70%	93.95%	94.52%
Number of shares	56,240,648	57,307,689	51,901,078	27,374,910	26,307,869	31,714,480
% of share capital	67.26%	68.54%	62.07%	32.74%	31.46%	37.93%

### Breakdown by nationality

	Spanish shareholders			Foreign shareholders		
	2010	2011	2012	2010	2011	2012
Number of shareholders	51,773	51,017	53,894	467	460	467
% of total shareholders	99.11%	99.11%	99.14%	0.89%	0.89%	0.86%
Number of shares	69,299,916	65,947,623	66,865,206	14,315,642	17,667,935	16,750,352
% of share capital	82.88%	78.87%	79.97%	17.12%	21.13%	20.03%

### Breakdown of shares by country





## 2.2. Communication channels

The dissemination of all relevant information is a crucial aspect of shareholder participation in the company's affairs. Therefore, BME uses its various communication channels to promote communication and fluid dialogue with shareholders. This allows the company to maintain a direct and personal relationship with shareholders and at the same time an optimal flow of information and communication. These are the necessary bases on which to instil and maintain the trust shareholders have placed in the company.

These information channels are bi-directional. They allow BME to relay information in a precise and timely manner, facilitating shareholders' awareness of the company's situation via data which has been meticulously compiled by BME and made available to them. At the same time, these services allow shareholders to request information, submit suggestions and concerns, etc.

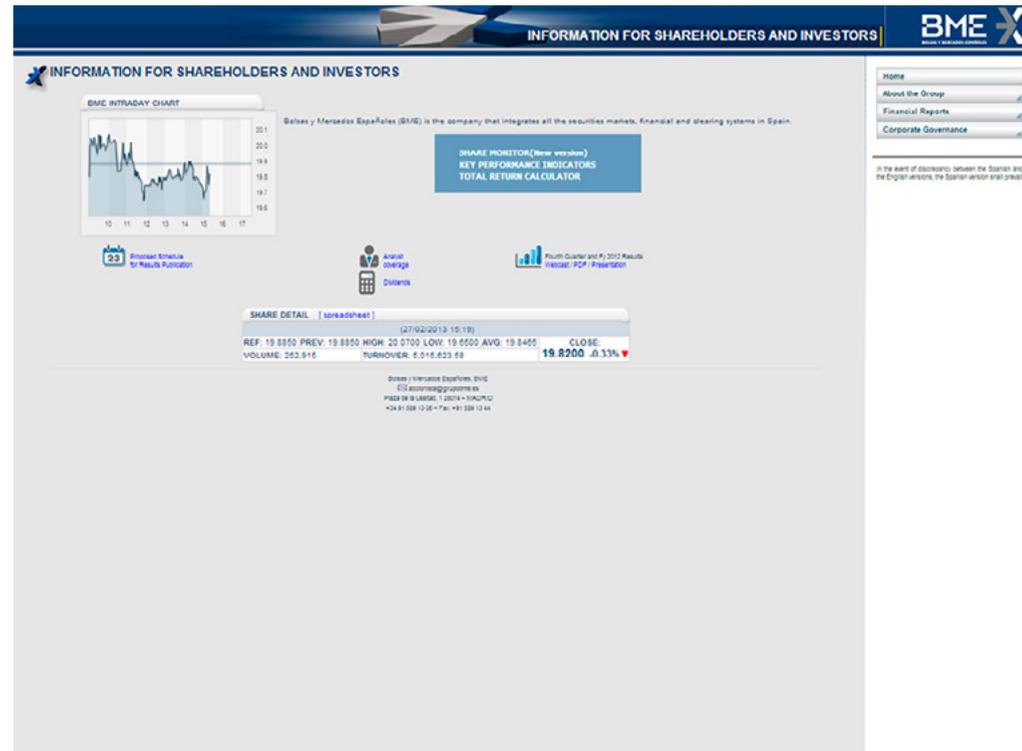
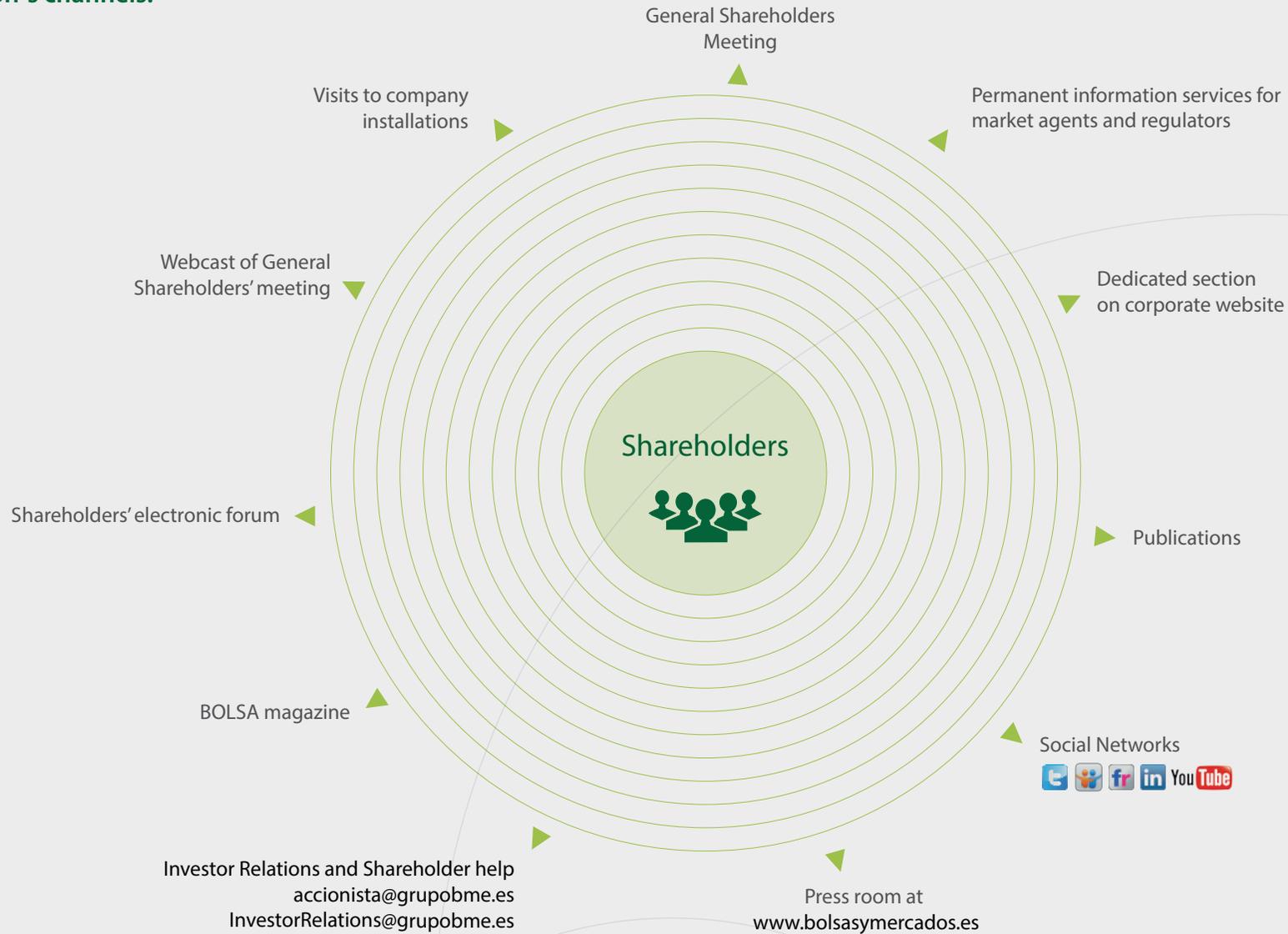


Image of BME site

BME shareholders

Communication's channels:





## BME shareholders

### 2.3. The General Shareholders' Meeting as the main channel for participation

The primary vehicle for shareholders to participate in the life of the company is the General Shareholders' Meeting. BME considers that shareholder participation at General Shareholders' Meetings is key to its development. Through the General Shareholders' Meeting, the company's highest decision-making body, shareholders can express their wishes and exercise their right to take part in the decision-taking process in matters within their remit.

Therefore, to allow shareholders to perform the tasks and exercise the rights corresponding to them, the company actively encourages their participation in general meetings, adopting the appropriate measures to achieve this objective. Measures designed to encourage shareholder participation include:

- **No limits on shareholder participation**, which means any shareholder may attend Shareholders' Meetings and exercise their right to vote, regardless of the number of shares held. BME adheres to the "one share, one vote" principle, a concept it regards as a basic element for equality in its relationship with all shareholders.
- **Shareholders are provided with an attendance card**, referenced to the shareholder register, so that they can actively participate in the Shareholders' Meeting.
- **The Electronic Shareholder Forum**, which facilitates communication among shareholders between call notices of General Shareholders Meetings and the date they are held.
- Shareholders unable to attend meetings in person are offered **the possibility of taking part in the general meeting and exercising their right to vote, be represented and receive information via remote means of communication.**
- Additionally, the General Shareholders' Meeting is **broadcast live on internet via webcast** accessible on the "Information for Shareholders and Investors" section of the corporate website.
- **Participants in the General Meeting may speak during the proceedings** as the company is open to receiving comments and opinions during the Meeting and any shareholder may request information or express an opinion relating to the items on the agenda.

Year	Quorum/ total participants		
	2010	2011	2012
Shareholders (Number)	5,330	4,667	5,042

Year	Participants via remote communication (Total)			Participants via remote communication (%)		
	2010	2011	2012	2010	2011	2012
Number of shareholders	4,687	4,017	4,366	87.94%	86.07%	86.59%

Year	Remote voting (Total)						Proxies (Total)					
	By post			Electronic means			By post			By electronic means		
	10	11	12	10	11	12	10	11	12	10	11	12
Number of shareholders	1,632	1,368	1,032	22	14	16	3,025	2,620	3,305	8	15	13



## BME shareholders

### 2.4. Investors relations and the Shareholder's office

The Shareholders' Office is run by the BME General Secretary and Secretary to the Board of Directors in coordination with the Finance Department. The office is an efficient, permanent and two-directional communication service that allows shareholders and all other interested parties to submit any sort of query, concern or suggestion about the Company in a transparent and effective manner. Shareholders typically submit their questions and comments through the shareholder post box ([accionista@grupobme.es](mailto:accionista@grupobme.es)).

BME also has an investor relations department, reporting to the Finance Unit. The main objective of this department is to provide a communications channel between the company and the financial markets, unlock its value and contribute to the efficient formation of its share price, etc.

The Investor Relations department is therefore tasked with providing information for institutional investors and stock market analysts through quarterly and annual earnings reports, results presentations, group and one-on-one meetings and conference calls. This department has an email address ([InvestorRelations@grupobme.es](mailto:InvestorRelations@grupobme.es)), which it uses to respond to enquiries submitted by investors.



General Shareholder Meeting, main communication channel with its shareholders



## BME shareholders

### Functions of the investor relations department

#### Control and collation functions (input)

Monitor company and sector news

Business units follow-up

Interaction with financial, legal, communications and research departments, corporate governance

Drawing up activity and financial metrics for the company and sector

Monitoring shareholder and share price trends

Control standard corporate data (Web, publications)

Research reports and liaison with analysts covering the company

Analyst consensus estimate

Receive direction from shareholders and investors

#### Dissemination functions (output)

Results presentation

Represent company at events

Control filter for research reports

Target shareholders and investors

Disseminate company's equity story

Transmit to management concerns, doubts and suggestions from shareholders and investors

In 2012, the Investor Relations Department took part in 3 group meetings, 212 one-on-one meetings, 16 forums and seminars and held 16 road shows in 12 cities (Amsterdam, Madrid, Barcelona, Geneva, London, Paris, Frankfurt, Munich, Milan, New York, Connecticut and Oporto).

### Investors and analysts contacted by circumstance of contact

Type	2010	2011	2012
Conference calls	8	9	16
Event	54	62	110
Road shows	125	145	99
Visits	29	67	14
<b>Total</b>	<b>216</b>	<b>283</b>	<b>239</b>

### Investors and analysts contacted by country of origin

Country	2010	2011	2012
Spain	43	65	44
France	30	37	16
UK	65	84	82
USA	23	39	46
Other	55	58	51
<b>Total</b>	<b>216</b>	<b>283</b>	<b>239</b>



## 2.5. BME on internet

The corporate website ([www.bolsasymercados.es](http://www.bolsasymercados.es)) provides easy and direct access in Spanish and English to the services provided by BME and its subsidiaries, with direct links to their web pages. There is also a “Investor’s Corner” section that offers direct access to key information relating to BME and various tools to study the BME share price.

The site also has an “Information for Shareholders and Investors” section dedicated mainly to shareholders and investors but accessible to all parties interested in the company. This section contains permanently updated legal and financial information about BME as required by law.

In addition, prior to General Shareholders’ Meetings the company puts all information and documentation about the meetings in this section of the website. It includes links to the Electronic Shareholder Forum, voting mechanisms and e-proxy voting, electronic information requests and web cast links that are activated when the company broadcasts its General Shareholders’ Meetings, although this information is also available on the home page.

In 2012, the “Information for Shareholders and Investors” section of the BME website was viewed by 28,286 users in its Spanish version and 5,044 in its English version (27,518 visits in its Spanish version and 4,740 in its English version in 2011).

In line with its efforts to disseminate information and in view of the importance of social networks nowadays, BME became active in these networks in 2012 through the BME 2.0 initiative, designed to complement traditional communications channels and create a new interactive environment for both its shareholders and the public at large.

BME has accounts with Twitter, LinkedIn, Flickr and Slideshare, as well as its own Youtube channel, where it publishes the main news on the company along with presentations, interviews and other multimedia content.



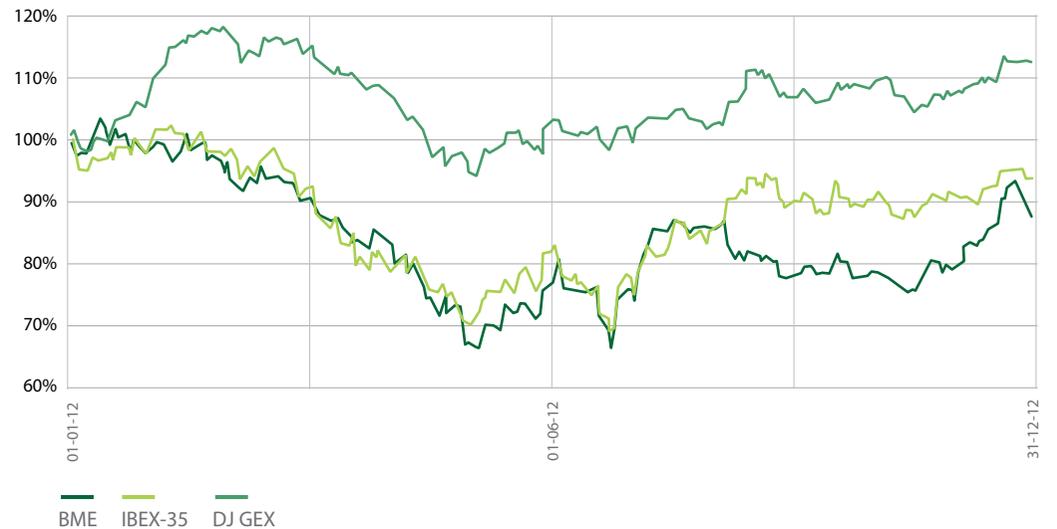
## BME shareholders

### 2.6. Share price performance and shareholder remuneration

To avoid disappointing the shareholders who place their trust in the company, BME remains true to its objective of maximising the company's share price in order to raise the profit to shareholders. In this respect, given the importance of receiving dividends, BME endeavours to convey to shareholders the progress made on improving management efficiency so as to offer them the maximum value and returns on their investments.

In this respect, despite the ongoing crisis affecting the financial markets in 2012, BME is one of the soundest companies of the IBEX35® and one of the leaders in dividend yield of the Spanish stock market, earmarking approximately 98% of profits to shareholder remuneration.

**BME Share price performance in 2012 vs. the IBEX 35 and the DJ. GEX**



The chart shows the performance of BME's share price relative to the IBEX35® and the Dow Jones Global Exchanges Index, which encompasses the prices of the world's leading stock markets



## BME shareholders

### Main share price indicators

	2010	2011	2012
Total number of shares	83,615,558	83,615,558	83,615,558
Nominal value (€)	3.23	3.23	3.23
At the start of the year	€22.50	€17.83	€20.715
High	€23.96	€23.19	€21.995
Low	€17.31	€17.68	€13.87
At the close of the year	€17.83	€20.80	€18.45
Stock market gain at the close of the year (%)	-20.7%	17%	11.3%
Pay-Out	86%	86%	98 %

### Ordinary Dividends and Extraordinary Dividends, by accounting year of origin, and refund of contributions



(1) Pending approval by the Shareholders' General Meeting

(2) The Board of Directors has submitted to the General Shareholders' Meeting a proposal for a decrease in the share capital with the refund of contributions to the shareholders by means of a reduction of €0.23 in the nominal value of each share