REPORT PRESENTED TO THE BOARD OF DIRECTORS ON THE PROPOSED RESOLUTION PRESENTED BY THE BOARD OF DIRECTORS TO THE ORDINARY GENERAL SHAREHOLDERS' MEETING REGARDING THE DELEGATION OF POWERS TO ALLOW THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL, WITH THE AUTHORITY TO EXCLUDE PRE-EMPTIVE SUBSCRIPTION RIGHTS.

I.- Purpose of the report.

This report is drawn up pursuant to the provisions of articles 286, 297.1.b) and 506.2 of *Royal Decree 1/2010 of 2 July approving the Spanish Capital Companies Act* (hereinafter the Spanish Capital Companies Act), to justify the proposal submitted for approval to the Ordinary General Shareholders' Meeting of Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A. (the Company), regarding the delegation of power to the Board of Directors, expressly granting it the power of substitution in favour of the Executive Committee to increase the share capital by up to a maximum amount of 50% of the share capital on the date of adoption of the corresponding resolution, once or several times and at any time during a five-year period, and granting it the power to exclude pre-emptive subscription rights, as well as to amend article 5 of the Articles of Association in relation to the share capital.

To that effect, article 286 of the Spanish Capital Companies Act regarding modifications to the Articles of Association, stipulates that directors must present a written report justifying the proposal.

II.- Applicable legislation.

Section 1.b) of article 297 of the Spanish Capital Companies Act allows the General Shareholders' Meeting, subject to compliance with the requisites established for amending the Articles of Association, to delegate to the members of the Board of Directors the power to agree, once or several times, to increase the share capital to a given amount whenever and by however much they decide, without first consulting with the General Shareholders' Meeting. These increases may in no case exceed 50% of the Company's capital at the time the power was delegated and they must be made through cash contributions within a maximum of five years from the date of the Board's resolution.

Section 1 of article 506 of the Spanish Capital Companies Act states that in the case of listed companies, when the General Shareholders' Meeting delegates to the Directors the power to increase the share capital, it may also authorise it to exclude pre-emptive subscription rights over share issues that have been delegated if this is in the Company's interest.

As also provided for in section 2 of article 506, the notice of the General Shareholders' Meeting containing the proposal to authorise the directors to increase the share capital, must expressly state the proposal to exclude pre-emptive subscription rights and must also make available to the directors a report justifying the proposal to delegate such power.

Furthermore, pursuant to section 3 of that same article 506, each time share capital is increased through powers delegated to directors, those directors must draw up a report justifying the proposal in detail and the reason for the increase, supported by the auditor's report referred to in section 2.a) of article 308 of the Spanish Capital Companies Act. Those reports shall be made available to the shareholders and submitted at the first General Shareholders' Meeting held following the resolution on the increase.

Section 5 of article 4 of the Articles of Association of BME also provides that the General Shareholders' Meeting may delegate to the Board of Directors the authority to increase the share capital, and also to totally or partially exclude pre-emptive subscription rights if this is in the interest of the Company and in cases and under conditions provided for under the Law.

III.- Report justifying the proposal to delegate the authority to increase capital.

It is now necessary to submit to the General Shareholders' Meeting for consideration the renewal of this resolution to delegate authority, given that the five-year term of validity of the resolution adopted by the Extraordinary General Shareholders' Meeting on 5 June 2006 authorising the Board of Directors to increase the share capital will soon expire.

The forthcoming expiry of this resolution justifies the presentation of this proposal for renewal to the General Shareholders' Meeting, permitting the Board of Directors to keep this instrument that enables it to cover any requirement or need the Company may have to obtain financing under the current economic and financial circumstances, bearing in mind also that the speed is of the essence in situations where there is a high level of market volatility.

To that end, and pursuant to the provisions of said article 297.1.b) of the Spanish Capital Companies Act, whereby the Shareholders' Meeting my authorise the Board to agree on an increase in share capital, once or several times, within a period of five years, by means of cash contributions, not to exceed 50% of the Company's capital on the date the power was delegated, the proposal formulated in Item 12 of the Agenda is presented to the General Shareholders' Meeting for consideration.

The proposal includes the possibility for the Board of Directors to set the terms and conditions of each capital increase made under the delegation of powers, including, in particular, the freedom to issue a new offering of unsubscribed shares during the pre-emptive subscription period or periods; not to increase the capital if the subscription is incomplete; and to increase the capital only in accordance with the value of the shares subscribed, pursuant to the provisions of article 311 of the Spanish Capital Companies Act.

The necessary power is delegated to the Board of Directors to allow it, if appropriate, to draft a new version of article 5 of the Articles of Association in relation to share capital, and to request permission to trade the new shares issued on the Stock Exchange.

The Board Directors strongly recommends that a mechanism be established, as provided for in the applicable legislation, so that it is in a position at any time, within the limits, and under the terms and conditions stipulated by the General Shareholders' Meeting, to increase the share capital so the Company can perform in its best interests.

In effect, the current situation of commercial companies, and in particular listed joint stock companies, requires its governance and management bodies to be in a position to use the mechanisms permitted under the current legislation, so they can respond quickly and efficiently to the needs arising in the economic environment in which large corporations operate. Of course, one way of responding to these needs is by providing the Company with funds, which are frequently raised by increasing capital through new share issues.

The end sought by granting proxies is thus to provide the Company's management body with room to manoeuvre and the capacity to respond that is necessary in the competitive environment in which it operates where the success of a strategic initiative or a financial transaction frequently depends on the speed of execution, without the delay and cost inevitably involved in calling and holding a Shareholders' Meeting.

The importance of having such an instrument readily available is highlighted by the fact that this particular delegation of powers is frequently proposed to the General Shareholders' Meetings of the most important entities of IBEX®.

IV.- Report justifying the proposal to delegate the authority to exclude pre-emptive subscription rights.

Thus, in accordance with the provisions of section 1, article 506 of the Spanish Capital Companies Act and section 4 of article 5 of the Articles of Association, the proposal gives the Board of Directors the power to exclude pre-emptive subscription rights whenever it is necessary to secure funds for the Company in international markets, use bookbuilding techniques or any other means of satisfying the Company's interests.

The Board of Directors considers that this additional possibility, which notably increases the room for manoeuvre and capacity for response offered by the simple granting of a proxy to issue new shares, is justified on the one hand by the speed and flexibility demanded by today's financial markets, in order to take advantage of favourable market conditions. On the other hand, because such a measure may be necessary when there is the intention to secure funds in international markets allowing access to new sources of financing or using bookbuilding techniques. Lastly, the exclusion of pre-emptive subscription rights makes it possible to maximize the ability to secure funds while reducing associated costs, especially commissions charged by financial entities participating in the issue, compared to an issue with pre-emptive subscription rights, making stock trading less susceptible to distortion by shortening the period for issuing new shares, making it possible to use bookbuilding techniques, and also to reduce market risk when carrying out the operation.

In particular, the second paragraph of section 4 of article 5 of the Articles of Association provides that the interests of the Company may justify excluding pre-emptive subscription rights when necessary in order to facilitate (i) acquisition of assets by the Company, including shares or holdings in companies, a good corporate development tactic; (ii) placement of new shares in foreign markets enabling access to financing sources; (iii) securing of funding using bookmaking to maximise the issue price; (iv) inclusion of industrial, technological or financial partners, or in general partners whose inclusion is of special interest to the company because of their activity; and (v) in general, any operation in the Company's interests.

In any case, it must be expressly stated that the total or partial exclusion of pre-emptive subscription rights is just one of the powers delegated to the Board of Directors by the General Shareholders' Meeting, and its exercise will depend on the decision taken by the Board of Directors, depending on the circumstances in each case and in accordance with legal requirements.

Assuming that under this proxy the Board of Directors decides to exclude pre-emptive subscription rights in relation to a given capital increase, in accordance with the provisions of section 2.a) of article 308, in relation to item 3 of said article 506 of the Spanish Capital Companies Act, when the agreement is adopted it must issue a report explaining why it would be in the interests of the Company, justifying the measure and explaining the issue price, which will be the subject of a complementary auditor's report by an auditor other than one from the company appointed by the competent Business Register.

Both reports will be made available to the shareholders and submitted at the first General Shareholders' Meeting held following the resolution on the increase, as provided for thereunder.

If approved, the proposed resolution will set aside the resolution adopted by the Extraordinary Shareholders' Meeting held on 5 June 2006.