



## **EXPLANATORY REPORT BY THE BOARD OF DIRECTORS ON THE PROPOSED RESOLUTION TO APPOINT MS MARION LESLIE AS DIRECTOR OF BME**

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### **I. Purpose of the explanatory report.**

This report is issued by the Board of Directors on 23 June 2020, pursuant to article 529 decies.5 of the Corporate Enterprises Act and article 22.1 of the Board of Directors Regulations, which require that all proposed appointments or re-elections of members of the Board of Directors be accompanied by an explanatory report from the Board of Directors evaluating the competence, experience and merits of the proposed candidate.

To this end, this explanatory report accompanies and assesses the proposed appointment by the Board of Directors of Marion Leslie as a proprietary Director, which was previously reported by the Appointments and Remunerations Committee at its meeting dated 22 June 2020, in compliance with article 529 decies.6, of the Corporate Enterprises Act, and articles 20.2.d) and 22.1 of the Board of Directors Regulations.

### **II.- Explanatory report on the proposed appointment of Ms Marion Leslie.**

In view of the foregoing, to issue the required explanatory report, the Board of Directors has taken into account the size and composition that this body will have after the holding of the extraordinary General Shareholders Meeting.

In particular, in view of the new shareholding structure of the company, the proposed reduction in the number of members of the Board of Directors has been taken into account, which will be set at six (6), a number that it considers appropriate to guarantee its effective participatory and functional operation, and which will be made up of a majority of external proprietary Directors, specifically three (3), along with two (2) independent Directors and one (1) Director classified as an executive Director.

The Board of Directors has also assessed the competence, experience and merits of Ms Marion Leslie, based on the information provided by the prospective Director regarding her professional background:

Ms Marion Leslie has a degree in the administration of companies specialised in French and German translation and interpreting from the University of Salford (1992) and holds a Postgraduate Certificate in Education in French and German from the University of Cambridge (1994).

Until her appointment in 2016 as Executive Director of Corporate Business at Refinitiv (formerly Thomson Reuters), she has held various executive positions within Thomson Reuters, which she joined in 1994.

Thus, among other positions at Thomson Reuters, she has held various roles in the Reuters Data Operations segment from 1994 to 2000, has been responsible for EMEA Operations from 2000 to 2003, Executive Director at the Board of *Reuters Indicators*

*Private Lts and Senior Site Manager* at Reuters Bangalore from 2004 to 2007, Global Head of Fixed Income and Contributions from 2007 to 2009, Global Head of Sales and Content Marketing from 2009 to 2010, Global Head of Instruments and Pricing from 2011 and 2013 and Executive Director of Regulation, Pricing and Reference Services from 2013 to 2016.

Likewise, from 2008 to 2017 she was Chair of the *London Women's Forum*, which is a network of women with professional experience in financial services and a business promoter of *Thomson Reuters Global Business Leaders Programme*.

Since January 2020, Ms Marion Leslie has held the post of Head of Financial Information at SIX GROUP AG.

Additionally, she has been an external Director of *UK Hydrographic, Ministry of Defence Trading Fund* since 2015 and a *Trustee* at *Prostate Cancer UK* since 2016.

Based on her professional experience, the Board of Directors believes that Ms Leslie has the appropriate professional knowledge and experience and business and professional integrity required to be appointed as a member of the Company's Board of Directors.

The Board of Directors values Ms Leslie's knowledge of data and information disclosure related to financial markets and their technology and in the direct management of large global teams, as well her experience in companies in the financial market data and infrastructure supply sector.

The Board of Directors has also verified that Ms Leslie is not subject to any of the prohibitions and limitations established in article 213 of the Corporate Enterprises Act or those established in article 6.2 of the Board of Directors Regulations.

Furthermore, it can be ascertained from her professional profile that, at the date of issue of this report, Ms Leslie complies with the provisions of article 23 of the Board of Directors Regulations, which establishes that external Directors may not hold directorships at more than four companies whose shares are listed on Spanish or foreign stock markets.

By virtue of that set forth and taking into account the previous report issued by the Appointments and Remunerations Committee, the Board of Directors considers that Ms Leslie has the competence, experience and merits required to be appointed as a Company director.

For these purposes, the Board of Directors approves, without the intervention of Mr Johannes Bernardus Dijsselhof and Daniel Schmucki, this explanatory report accompanying the proposed resolution regarding the appointment of Ms Marion Leslie as Director, to be submitted to the extraordinary General Shareholders Meeting.