



## **EXPLANATORY REPORT BY THE BOARD OF DIRECTORS ON THE PROPOSED RESOLUTION TO RATIFY MR JOHANNES BERNARDUS DIJSSELHOF 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.

For these purposes, this explanatory report accompanies and evaluates the proposal by the Board of Directors to ratify Mr Johannes Bernardus Dijsselhof as a director classified as proprietary, which has been previously reported by the Appointments and Remunerations Committee at its meeting of 22 June 2020, pursuant to the provisions of article 529.6.decies 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 ratification of Mr Johannes Bernardus Dijsselhof as Director.**

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 evaluated the conditions that Directors must meet to discharge their duties and the dedication required to exercise their functions.

The Board of Directors has also assessed the competence, experience and merits of Mr Johannes Bernardus Dijsselhof, based on the information provided by the prospective Director regarding his professional background:

Mr Johannes Bernardus Dijsselhof has a degree in Computer Science from the Drenthe University of Vocational Education (1991), a Master's Degree in Business Administration from the Amsterdam University of Vocational Education (1992) and a Master's Degree from the Advanced Management Programme from the INSEAD

Business School (2005), and he took multiple technical and senior management courses between 1994 and 2016.

Between March 1993 and July 2008, he worked at ABN AMRO BANK N.V., occupying positions such as Derivatives Project Manager, Director of FX Options Transactions, Director of Wholesale Operations in the Netherlands, Regional Director of EMEA Market Operations, Global Director of Market Operations and Regional Director of Asia-Pacific Operations.

From July 2008 to March 2010, he was employed at the ROYAL BANK OF SCOTLAND N.V. as Director of Group Operations in Asia-Pacific and Head of the Technology and Operations Team, and from April 2010 to June 2014, he worked at AUSTRALIA AND NEW ZEALAND BANK LIMITED (ANZ), where he held the positions of Director General of Operations in Asia-Pacific, Europe and the Americas and Managing Director of the Hubs Group, which was part of ANZ.

Between July 2014 and July 2017, he acted as COO at EURONEXT N.V., also serving as its Chief Executive Officer (CEO) from August 2014 to February 2015 and from May 2015 to November 2015.

Since December 2017, Mr Dijsselhof has been the Chief Executive Officer (CEO) of SIX GROUP AG and a member of its Executive Board.

Based on his professional experience, the Board of Directors believes that Mr Dijsselhof has the appropriate professional knowledge and experience and business and professional integrity to be ratified as a member of the Company's Board of Directors.

The Board of Directors values Mr Dijsselhof's knowledge of the financial sector, where he has held and continues to hold positions of extensive responsibility at companies whose business is focused on the management of financial markets, such as Euronext N.V. and SIX GROUP AG, as well as his previous experience at financial institutions and in activities related to the operation of financial markets.

Likewise, the Board of Directors has also verified that Mr Dijsselhof 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 his professional profile that, at the date of issue of this report, Mr Dijsselhof 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 Mr Dijsselhof has the competence, experience and merits necessary to be ratified 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 ratification of Mr Johannes Bernardus Dijsselhof as Director, to be submitted to the extraordinary General Shareholders Meeting.