



SOLELY REMOTE ATTENDANCE AND THE CASTING OF VOTES AND THE GRANTING OF PROXY REPRESENTATION USING REMOTE COMMUNICATION MEANS

As provided for under Articles 15.1 and 15.4 of the Articles of Association and Article 12.1 of the Meeting Regulations, all Company shareholders may participate in the General Shareholders' Meeting irrespective of the number of shares held, provided the shares are entered in their name in the book-entry register five days before the date on which the General Meeting is held.

The General Secretary and Secretary to the Board shall issue and send to the shareholders a personal attendance card, as provided for in Article 12.1 of the Meeting Regulations, through which they may exercise their right to vote and grant proxies remotely.

Pursuant to Articles 521.1 and 521.2 of the Corporate Enterprises Act, Articles 15.5, 16.2 and 21.3 of the Articles of Association and Articles 12.3, 13.1, 14 and 15 of the Meeting Regulations, the Board of Directors has established the following rules, means and procedures for remote attendance, the granting of proxy representation and the exercise of voting rights by remote means of communication.

I.- Remote attendance at the General Shareholders' Meeting.

Pursuant to Article 15.5 of the Articles of Association and 12.3 of the Regulations of the General Shareholders' Meeting, shareholders may exercise their right to attend the General Shareholders' Meeting remotely, in line with the following instructions.

I.1.- Remote attendance.

I.1.1.- Prior registration of the shareholder.

Shareholders must previously register on the corporate website before 12:30 hours of 29 July 2020, by clicking on the "Remote attendance" link included in the "2020 Extraordinary General Shareholders' Meeting" section of "Shareholders and investors", where they will follow instructions and fill in the required details to register.

For such purposes, shareholders must accredit their identity via (i) a recognised electronic signature or the advanced electronic signature, based on the Electronic User Certificate issued by the Spanish National Mint's Public Certification Authority, with respect to which no revocation has been reported, or the recognised electronic certificate forming part of the electronic National Identity Card provided pursuant to Royal Decree 1553/2005 of 23 December, regulating the issuance of National Identity Cards and their electronic signature certificates, or (ii) by using the user/password credentials that the shareholder will receive at their e-mail address after the verification of their identity and shareholder status using the special registration form available in the section earmarked for such purpose in the aforementioned "Shareholders and investors" section of the Company's website.



I.1.2.- Prior registration of the shareholder representative.

Shareholders who wish to grant a proxy to have their representative attend the General Shareholders' Meeting electronically must send a copy of the personal attendance card with the section "Delegation" completed, together with a copy of the National Identity Card or passport in the case of a natural person shareholder to the address RegistroJGE2020@grupobme.es, before 12:30 hours of 29 July 2020. In the case of a legal entity shareholder, it must send a copy of (i) the national identity document or passport of the signatory of the delegation card; and (ii) sufficient power of attorney to authorise them to sign it on behalf of the legal entity, together with the personal attendance card. In both cases, a copy of the representative's national identity document or passport will be sent to said email address. The Company reserves the right to request any additional means of identification that it deems necessary to verify the status of representatives and guarantee the authenticity of the vote.

I.1.3.- Exercising of the right to remote attendance.

On the date of the General Shareholders' Meeting, registered representatives and shareholders must connect as remote attendees between 11:45 a.m. and 12:15 a.m. on the day of the General Shareholders' Meeting, and prove their identity through (i) the recognised electronic signature or the advanced electronic signature, based on the Electronic User Certificate issued by the Spanish National Mint's Public Certification Authority, whose revocation has not been reported, or the recognised electronic certificate incorporated into the electronic National Identity Document issued in accordance with Royal Decree 1553/2005, of 23 December, which regulates the issuance of the National Identity Document and its electronic signature certificates, or (ii) by employing the user/password credentials that the shareholder and the representative will receive at their email addresses after verification of their identity through the special registration form available in the section intended for this purpose in the corresponding computer application.

After this time, it will not be possible to connect remotely to the meeting.

Likewise, shareholders and representatives will not be considered to have attended, nor will interventions, information requests and proposals be taken into consideration made during registration by the representatives or shareholders registered as remote attendees that fail to connect on the day of the Meeting, as provided for in this section.

I.2.- Exercise of the rights of intervention, information and proposal.

Shareholders or their representatives that, in exercise of their rights, wish to intervene remotely at the General Shareholders' Meeting and, where appropriate, request information or clarifications in relation to the items on the Agenda, request elucidation regarding the information accessible to the public that the Company would have provided to the National Securities Markets Commission since the last General Shareholders' Meeting, or that wish to make the proposals provided for by Law, may do so:

- (i) In the same registration document, in which case, the shareholder or their representative may send the interventions or questions that they wish to make by



following the instructions that appear in the aforementioned section on the Company's website.

- (ii) During the registration period of the shareholders or their representatives to the General Meeting, that is, from 11:45 to 12:15 on the day of the General Meeting.

The remote attendee that wishes their intervention to be recorded literally in the minutes of the General Shareholders' Meeting must indicate this clearly and expressly in the wording of the minutes.

Requests for information or clarification made by attendees electronically will be answered orally during the General Shareholders' Meeting or in writing during the seven days following the General Shareholders' Meeting, in accordance with the provisions of the Corporate Enterprises Act.

I.3.- Voting.

The remote casting of votes on the proposed resolutions related to the items included on the Agenda may be carried out from 11:45 a.m. on the day the General Shareholders' Meeting is held until such time as the Chairman declares the period of voting on the proposed resolutions relating to items on the Agenda to have been concluded.

With regard to the proposed resolutions on those matters not included on the Agenda that have been presented in the legally admissible cases, those attending remotely may cast their votes from the moment in which the Secretary of the General Shareholders' Meeting reads said proposals to proceed to their voting until the end of the voting is indicated.

I.4.- Leaving the meeting.

The remote attendee that wishes to expressly leave the General Shareholders' Meeting must do so by following the instructions provided for this purpose on the remote attendance platform.

Once they have communicated their express wish to leave the meeting, all subsequent actions will be considered not to have been carried out.

II.- Remote voting.

Pursuant to Article 21.3 of the Articles of Association and Article 14 of the Meeting Regulations, votes on proposals relating to items on the Agenda may be cast by shareholders by post or electronically, in line with the following instructions.

II.1.- Postal vote.

Shareholders wishing to vote by post must fill in the "Postal vote" section of the personal attendance card that will be sent to their place of residence by the Company, and sign the card in the space provided for this purpose.

Either of the following procedures must be used to send the duly filled in and signed personal attendance card to the Company:

- a) By delivery to the registered address, Plaza de la Lealtad 1, 28014 Madrid.



- b) Postal dispatch using the "postage paid" envelope which, where applicable, is attached to the personal attendance card, or by sending the card to the registered address, care of the General Secretary and the Secretary to the Board of Directors, at Plaza de la Lealtad 1, 28014 Madrid.

II. 2.- Electronic voting

Shareholders wishing to vote electronically may do so in the "Shareholders and investors" section under the General Shareholders' Meeting heading on the Company website, following the instructions appearing on each screen of said website to this end.

Pursuant to the aforementioned Articles, electronic votes will be cast with a recognised electronic signature and/or any other kind of guarantee that the Board of Directors considers suitable to ascertain the authenticity and identity of shareholders exercising their voting rights. The guarantees the Board of Directors considers suitable to ascertain the authenticity and identity of shareholders exercising their voting rights are (i) the recognised electronic signature or the advanced electronic signature, in the terms stipulated in Law 59/2003 of 19 December on electronic signatures, provided that they are based on the Electronic User Certificate issued by the Spanish National Mint's Public Certification Authority, with respect to which no revocation has been reported, or the recognised electronic certificate forming part of the electronic National Identity Card issued pursuant to the Royal Decree 1553/2005 of 23 December regulating issuance of National Identity Cards and their electronic signature certificates, and (ii) the user/password credentials that the shareholder will receive at their e-mail address after verification of their identity and shareholder status using the special registration form available in the heading earmarked for such purpose under the aforementioned "Shareholders and investors" section of the Company website.

Access to and use of the platform for electronic voting by the shareholder requires that the status of Company shareholder is conserved at all times.

III.- Granting of proxy representation using remote communication systems.

Pursuant to the provisions of Article 522.1 of the Corporate Enterprises Act, Article 16.1, 16.2 and 21.3 of the Articles of Association and Articles 13.1 and 15 of the Meeting Regulations, all shareholders entitled to attend may have themselves represented at the General Meeting by another person, who need not be a shareholder, including members of the Board of Directors and the Secretary and the Deputy Secretary of the Board, even if they are not Directors. The proxy granted by the shareholder on its representative may be made by postal correspondence or electronic communication, following the following instructions.

No shareholder may be represented by more than one proxy. Proxies may represent more than one shareholder and may vote differently, depending on the instructions issued by each shareholder represented.



III.1.- Granting of proxy representation by post.

Shareholders wishing to grant proxy representation by post must fill in the "Delegation" section of the personal attendance card that will be sent to their place of residence by the Company, and sign the card in the space provided for this purpose.

If proxy representation is conferred to the Chairman or any other member of the Board of Directors, including the Secretary or the Deputy Secretary, either of the following procedures must be used to send the card to the Company:

- a) By delivery to the registered address, Plaza de la Lealtad 1, 28014 Madrid.
- b) Postal dispatch using the "postage paid" envelope which, where applicable, is attached to the personal attendance card, or by sending the card to the registered address, care of the General Secretary and Secretary to the Board, at Plaza de la Lealtad 1, 28014 Madrid.

III.2.- Granting of proxy representation through electronic communication means.

Shareholders wishing to electronically grant proxy may do so in the section on the General Shareholders' Meeting, under "Shareholders and investors" on the Company website, following the instructions appearing on each web screen of said website to this end.

Pursuant to the aforementioned Articles, proxy will be granted electronically using a recognised electronic signature and/or any other kind of guarantee that the Board of Directors considers suitable to ascertain the authenticity and identity of shareholders exercising such rights. The guarantees the Board of Directors considers suitable to ascertain the authenticity and identity of shareholders exercising their voting rights are (i) the recognised electronic signature or the advanced electronic signature, in the terms stipulated in Law 59/2003 of 19 December on electronic signatures, provided that they are based on the Electronic User Certificate issued by the Spanish National Mint's Public Certification Authority, with respect to which no revocation has been reported, or the recognised electronic certificate forming part of the electronic National Identity Card issued pursuant to the Royal Decree 1553/2005 of 23 December regulating issuance of National Identity Cards and their electronic signature certificates, and (ii) the user/password credentials that the shareholder will receive at their e-mail address after verification of their identity and shareholder status using the special registration form available in the heading earmarked for such purpose under the aforementioned "Shareholders and investors" section of the Company website.

Access to and use of the platform for the shareholder to grant proxy representation requires that the status of Company shareholder is conserved at all times.



III.3.- Common provisions for granting proxy representation using remote communication means.

Shareholders conferring proxy representation remotely must notify their appointed representatives of the proxy arrangement, which must, in turn, demonstrably state their acceptance.

When proxy representation is granted to the Chairman or any other member of the Board of Directors, including the Secretary and the Deputy Secretary, this will be considered to have been notified by reception by the Company of the proxy representation conferred.

IV.- Common rules.

IV.1.- Deadline for exercise of proxy representation and votes using remote communication media.

Proxies granted and votes issued remotely, both by post or electronically, may be issued starting from 2 July 2020 and will have to be received by the Company at its registered address or through its website at least 24 hours before the date scheduled to hold the General Meeting, in other words, before 12.30 hours on 29 July 2020.

It will be considered that proxy representations and votes received after this time have not been conferred or cast.

After the indicated period, electronic voting will only be accepted for remote attendees that have registered beforehand within the previously indicated period.

IV.2.- Priority rules concerning attendance, voting and representation using remote means.

IV.2.1. Priority of remote attendance.

The electronic attendance of shareholders or their representative will have the effect of revoking the vote cast and the representation granted by remote means of communication.

IV.2.2. Priority of remote voting over the conferral of remote proxy representation.

Votes cast using any remote communication means will render null and void any conferrals of electronic representation or printed cards, either ahead of the meeting, in which case they will be considered to have been revoked, or afterwards, in which case they will be considered not to have been granted.

IV.2.3. Priority in the event of several conferrals of proxy representation or votes cast using remote communication media

If a shareholder validly confers several proxy arrangements or validly casts several votes using various remote communication means, the proxy arrangement or vote received last will prevail, and those received previously will be invalidated.



IV.3.- Co-ownership.

If shares are co-owned, pursuant to Article 126 of the Corporate Enterprises Act, it will be assumed that the co-owner attending remotely that votes or confers proxy representation using remote communication means has been appointed by the other co-owners to exercise the rights arising from the shares.

IV.4.- Validity of remote attendance, proxy representation conferred and votes cast using remote communication media.

The validity of remote attendance, proxy representation conferred and votes cast using remote communication means will be subject to verification of the status of owner of the shares recorded in the book-entry register five days before the date on which the General Shareholders' Meeting is held. In the event of any discrepancy between the number of shares notified by the shareholder attending remotely or conferring proxy representation or voting remotely and the number of shares listed in the aforementioned book-entry register, pursuant to quorum and voting conditions, the number of shares in the book-entry register will be considered as valid.

IV.5.- Custody of the electronic signature.

Custody of electronic signatures to attend remotely or to electronically vote or delegate voting is the exclusive responsibility of shareholders. Moreover, the shareholder will be exclusively responsible for the user/password credentials received at their email address after their accreditation on the voting platform, as well as the password(s) that must be generated after accessing the platform for the first time.

IV.6.- Legal entities and non-residents.

Shareholders that are legal entities or not resident in Spain may consult the General Secretary and Secretary to the Board to ascertain the possibility of adapting mechanisms for remote voting and for the remote granting of proxy representation to their particular situation.

Moreover, if the shareholder is a legal entity, it must issue authenticated notification to the Company, via the General Secretary and Secretary to the Board, of any modifications or revocations of the powers of its representative. The Company declines all responsibility until this notification has been made.

V - Technical incidents.

The Company reserves the right to amend, suspend, cancel, restrict or adopt the pertinent measures in relation to the mechanisms employed to attend remotely and to grant proxy representation and cast votes electronically when this is required or demanded for technical or security-related purposes.

The Company will not be responsible for any damage and losses that may be incurred by shareholders due to breakdowns, overloads, power outages, failed connections,



postal service malfunctions or any other identical or similar eventuality beyond the control of the Company that prevent the use of the mechanisms employed to attend the GSM remotely or vote or delegate votes remotely. All notwithstanding that the measures that each situation requires are adopted, including the possible temporary suspension or extension of the Meeting if this is necessary to guarantee the full exercise of rights by the shareholders or their representatives.

PROCESSING OF PERSONAL DATA

The personal data that the shareholders submit to the Company for electronic attendance, the granting of proxy representation and the exercise of voting rights by remote communication means will be processed by Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A., with the aim of facilitating the exercise of voting rights at the General Shareholders' Meeting. Personal data shall only be maintained for the time necessary to fulfil such purpose and until any possible legal liability expires.

No personal data shall be transferred to third parties nor shall any international transfers be made without the prior consent of the shareholders, unless required by law.

Shareholders may exercise their right of access, rectification, erasure, to restrict processing, to data portability and to object in writing to the Data Protection Officer of the BME Group at Plaza de la Lealtad, 1, 28014 Madrid or by e-mail to protecciondedatos@grupobme.es. Likewise, they may file any complaints with the Spanish Data Protection Agency (www.aepd.es). Registered Users can find additional more detailed information on data protection on the website: <https://www.bolsasymercados.es/esp/privacidad/Politica-de-Privacidad>.