



**PROPOSED RESOLUTION THAT THE BOARD OF DIRECTORS WILL SUBMIT TO THE COMPANY'S EXTRAORDINARY GENERAL SHAREHOLDERS MEETING AS ITEM SECOND ON THE AGENDA**

**SECOND.**- Removal of members of the Board of Directors, determination of the number of members that will form the Board of Directors within the minimum and maximum number established in accordance with article 26 of the Articles of Association, appointment, ratification and re-election, where necessary, of members of the Board of Directors.

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As a result of the success of the Takeover Bid by SIX GROUP AG on 100% of the share capital of BME, a company that currently holds a shareholding of 93.16% of its share capital, there has been a significant change in the shareholding structure of the Company, for which reason it has been considered that the structure and composition of the Board of Directors should be modified to adapt the size of this body.

In view of the foregoing, it is necessary to propose to the extraordinary General Shareholders Meeting the removal of the members of the Board of Directors which, at the date of the extraordinary General Shareholders Meeting, hold their current position, setting at six (6) the number of members that must form this body, within the minimum and maximum number established by the Articles of Association, and the appointment, ratification and re-election of the Directors that will form this corporate body after the General Meeting.

Pursuant to article 197.bis.2.a) of the Corporate Enterprises Act and article 25.1 of the General Shareholders Meeting Regulations, proposals to appoint, ratify and re-elect members of the Board of Directors submitted to the extraordinary General Shareholders Meeting are prepared separately.

**Item 2.1.-** Removal of the following members of the Board of Directors: Mr. Antonio J. Zoido Martínez, Mr. Javier Hernani Burzako, Mr. David María Jiménez-Blanco Carrillo de Albornoz, Ms. María Helena dos Santos Fernandes de Santana, Ms. Ana Isabel Fernández Álvarez, Mr. Joan Hortalá i Arau, Ms. Isabel Martín Castella and Mr. Juan Carlos Ureta Domingo.

In this item on the agenda, the proposal to remove the members of the Board of Directors that, at the date of the extraordinary General Shareholders Meeting, hold their current position, which does not affect Messrs. Dijsselhof and Schmucki, is submitted to the extraordinary General Shareholders Meeting.

In this regard, upon the proposal of the Appointments and Remunerations Committee, the Board of Directors, in accordance with article 22.3 of the Board of Directors Regulations, has assessed that there is just cause in the proposed removal of members of the Board of Directors, classified as independent Directors, since it is necessary to adapt the composition of this body to the new shareholding structure presented by the Company.

The Board of Directors, at the proposal of the Appointments and Remunerations Committee, submits to the extraordinary General Shareholders Meeting the proposal to remove the following members of the Board of Directors: Mr David María Jiménez-Blanco y Carrillo de Albornoz, Ms María Helena dos Santos Fernandes de Santana, Ms Ana Isabel Fernández Álvarez, Ms Isabel Martín Castellá and Mr Juan Carlos Ureta Domingo, all of them classified as independent Directors, Mr Antonio J. Zoido Martínez, classified as an "other external Director", Mr Javier Hernani Burzako and Mr Joan Hortalá i Arau, classified as executive Directors of the Company.

There is no a proposal to remove Mr. Johannes Bernardus Dijsselhof and Mr. Daniel Schmucki as Directors of the Company, appointed by the Board of Directors through the co-option system on June 18, 2020, as their mandate are in force until the date of the Company's Extraordinary General Shareholders Meeting, in accordance with article 244 of the Corporate Enterprises Act and article 145.2 of the Companies Register Regulations.

Proposal.- Remove Mr Antonio J. Zoido Martínez, Mr Javier Hernani Burzako, Mr David María Jiménez-Blanco y Carrillo de Albornoz, Ms María Helena dos Santos Fernandes de Santana, Ms Ana Isabel Fernández Álvarez, Mr Joan Hortalá i Arau, Ms Isabel Martín Castella and Mr Juan Carlos Ureta Domingo as Directors of the Company.

**Item 2.2.-** Determination of the number of members that will form the Board of Directors within the minimum and maximum number established in article 26 of the Articles of Association.

In this point on the agenda, the proposal to set the number of members that will make up the Board of Directors is submitted to the extraordinary General Shareholders Meeting, within the minimum and maximum number established by article 26.1 of the Articles of Association.

Thus, following the success of the aforementioned Takeover Bid and the consequent change in the Company's shareholding structure, the Appointments and Remunerations Committee and the Board of Directors have considered it appropriate to propose that the number of members that will form part of the Board of Directors be set at six (6); this size would be in line with the Company's new shareholding structure and which would allow the Board of Directors to perform its functions effectively.

Proposal.- Set the number of members that shall form part of the Board of Directors at six (6), within the minimum and maximum number established in Article 26 of the Articles of Association.

**Item 2.3.-** Appointment of Ms Marion Leslie as member of the Board of Directors for the statutory term of four years, pursuant to article 38.1 of the Articles of Association.

This item on the agenda submits, to the extraordinary General Shareholders Meeting, the appointment of Ms Marion Leslie as Director of the Company.

In accordance with articles 529 decies.6, and 529 quindecies.3.d), of the Corporate Enterprises Act, as well as articles 20.2.d) and 22.1 of the Board of Directors Regulations, the Appointments and Remunerations Committee has issued the report that must be prepared regarding any proposal for the appointment of a Director classified as a proprietary Director, since their appointment has been proposed at the request of the significant shareholder SIX GROUP AG.

This report includes references to compliance by Ms Marion Leslie with the legal requirements, the Articles of Association and the Board of Directors Regulations to be appointed a Company Director, together with an analysis of the impact of her appointment on the structure and composition of the Board of Directors.

Pursuant to article 529.decies.5 of the Corporate Enterprises Act, the Board of Directors has drafted an explanatory report which assessed the competence, experience and merits of Ms Marion Leslie with a view to her appointment as Company Director.

Both reports, which also include the identity and professional history of Ms Marion Leslie, have been made available to the shareholders, with all the documentation relating to the General Shareholders Meeting, and are available on the Company's website, [www.bolsasymercados.es](http://www.bolsasymercados.es).

Proposal.- Appoint Ms Marion Leslie as a Company Director for the statutory term of four years, pursuant to the provisions of article 38.1 of the Articles of Association.

For the purposes of that established in Article 529.duodecies.6 of the Corporate Enterprises Act, it is stated that Ms Leslie has been classified as a proprietary Director.

**Item 2.4.-** Appointment of Ms Belén Romana García as member of the Board of Directors for the statutory term of four years, pursuant to article 38.1 of the Articles of Association.

This point on the agenda proposes, to the extraordinary General Shareholders Meeting, the appointment of Ms Belén Romana García as Director of the Company.

In accordance with articles 529 decies.4, and 529 quindecies.3.c), of the Corporate Enterprises Act, as well as articles 20.2 c) and 22.1 of the Board of Directors Regulations, the Appointments and Remunerations Committee has submitted, to the Board of Directors, the proposal for the appointment of Ms Belén Romana García as Company Director, considering that she meets the necessary requirements to be classified as an independent Director, in accordance with article 529 duodecies.4, of the Corporate Enterprises Act.

This proposal includes references to compliance by Ms Belén Romana García with the legal requirements, the Articles of Association and the Board of Directors Regulations to be appointed a Company Director, together with an analysis of the impact of her appointment on the structure and composition of the Board of Directors.

Pursuant to article 529.decies.5 of the Corporate Enterprises Act, the Board of Directors has drafted an explanatory report which assessed the competence, experience and merits of Ms Belén Romana García for the purposes of her appointment as Company Director.

The proposed appointment submitted by the Appointments and Remunerations Committee to the Board of Directors and the explanatory report by the Board of Directors, which includes the professional history of Ms Belén Romana García, have been made available to the shareholders, with all the documentation relating to the General Shareholders Meeting, and are available on the Company's website, [www.bolsasymercados.es](http://www.bolsasymercados.es).

Proposal.- Appoint Ms Belén Romana García as Company Director for the statutory term of four years, pursuant to the provisions of article 38.1 of the Articles of Association.

For the purposes of that established in article 529.duodecies.6 of the Corporate Enterprises Act, it is stated that Ms Romana García has been classified as an independent Director.

**Item 2.5.-** Ratification of Mr Johannes Bernardus Dijsselhof as member of the Board of Directors, who was appointed by the Board of Directors by co-optation on 18 June 2020, for the statutory four-year term stipulated in article 38.1 of the Articles of Association.

In this item on the agenda, the extraordinary General Shareholders Meeting will ratify Mr Johannes Bernardus Dijsselhof as a Company Director, who was appointed by the Board of Directors by co-optation under the vacancy provision system at its meeting held on 18 June 2020 and classified as an external proprietary Director.

In accordance with articles 529 decies.6 and 529 quindecies.3.d) of the Corporate Enterprises Act and articles 20.2.d), and 22.1 of the Board of Directors Regulations, the Appointments and Remunerations Committee has issued a report prior to the proposed ratification of Mr Dijsselhof as Company Director, in which the services rendered since his appointment as Director have been evaluated, and Mr Dijsselhof has been assigned the category of external proprietary Director, on having been appointed member of the Board of Directors at the request of the significant shareholder SIX GROUP AG.

This report includes references to the compliance by Mr Johannes Bernardus Dijsselhof with the legal requirements, the Articles of Association and the Board of Directors Regulations to be ratified as Company Director, and analyses the impact of his ratification on the structure and composition of the Board of Directors.

In addition, pursuant to article 529.decies.5 of the Corporate Enterprises Act, the Board of Directors drafted an explanatory report which assessed the competence, experience and merits of Mr Dijsselhof for the purpose of his ratification as a Company Director.

Both reports, which also include the identity and curriculum of Mr Dijsselhof, have been made available to the shareholders, along with all documentation relating to the General Meeting, on the Company's website [www.bolsasymercados.es](http://www.bolsasymercados.es).

Proposal.- Ratification of Mr Johannes Bernardus Dijsselhof , who was appointed by the Board of Directors by co-optation on 18 June 2020, for the statutory four-year term stipulated in article 38.1 of the Articles of Association.

For the purposes of that established in article 529.duodecies.6 of the Corporate Enterprises Act, it is stated that Mr Dijsselhof has been classified as a proprietary Director.

**Item 2.6.-** Ratification of Mr Daniel Schmucki as member of the Board of Directors, who was appointed by the Board of Directors by co-optation on 18 June 2020, for the statutory four-year term stipulated in article 38.1 of the Articles of Association.

In this item on the agenda, the extraordinary General Shareholders Meeting will ratify Mr Daniel Schmucki as a Company Director, who was appointed by the Board of Directors by co-optation under the vacancy provision system at its meeting held on 18 June 2020 and classified as an external proprietary Director.

In accordance with articles 529 decies.6 and 529 quindecies.3.d) of the Corporate Enterprises Act and articles 20.2.d), and 22.1 of the Board of Directors Regulations, the Appointments and Remunerations Committee has issued a report prior to the proposed ratification of Mr Schmucki as Company Director, in which the services rendered since his appointment as Director have been evaluated, and Mr Schmucki has been assigned the category of external

proprietary Director, on having been appointed member of the Board of Directors at the request of the significant shareholder SIX GROUP AG.

This report includes references to the compliance by Mr Daniel Schmucki with the legal requirements, the Articles of Association and the Board of Directors Regulations to be ratified as Company Director, and analyses the impact of his ratification on the structure and composition of the Board of Directors.

In addition, pursuant to article 529.decies.5 of the Corporate Enterprises Act, the Board of Directors drafted an explanatory report which assessed the competence, experience and merits of Mr Schmucki for the purpose of his ratification as a Company Director.

Both reports, which also include the identity and curriculum of Mr Schmucki, have been made available to the shareholders, along with all documentation relating to the General Meeting, on the Company's website [www.bolsasymercados.es](http://www.bolsasymercados.es).

Proposal.- Ratification as a Board member of Mr Daniel Schmucki, who was appointed by the Board of Directors by co-optation on 18 June 2020, for the statutory four-year term stipulated in article 38.1 of the Articles of Association.

For the purposes of that established in article 529.duodecies.6 of the Corporate Enterprises Act, it is stated that Mr Schmucki was classified as a proprietary Director.

**Item 2.7.-** Re-election of Mr Javier Hernani Burzako as member of the Board of Directors for the statutory term of four years, pursuant to the provisions of article 38.1 of the Articles of Association.

This agenda item proposes to the extraordinary General Shareholders Meeting the re-election of Mr Javier Hernani Burzako as a Company Director.

In accordance with articles 529 decies.6 and 529 quidecies.3.d) of the Corporate Enterprises Act and articles 20.2.d), and 22.1 of the Board of Directors Regulations, the Appointments and Remunerations Committee has issued a report prior to the proposal of the Board of Directors to re-elect Mr Hernani Burzako as Director of the Company; this report evaluated the services provided since his appointment as Director, and Mr Hernani was assigned the category of Executive Director.

This report includes references to the compliance by Mr Javier Hernani Burzako with the legal requirements, the Articles of Association and the Board of Directors Regulations to be re-elected as Company Director, and analyses the impact of his re-election on the structure and composition of the Board of Directors.

In addition, pursuant to article 529.decies.5 of the Corporate Enterprises Act, the Board of Directors drafted an explanatory report, which assessed the competence, experience and merits of Mr Hernani Burzako to re-elect him as a Company Director.

Both reports, which also include the identity and curriculum of Mr Hernani Burzako, have been made available to the shareholders, along with all documentation relating to the General Meeting, on the Company's website [www.bolsasymercados.es](http://www.bolsasymercados.es).

Proposal.- Re-election of Mr Javier Hernani Burzako as member of the Board of Directors for the statutory term of four years, pursuant to article 38.1 of the Articles of Association.

For the purposes of that established in article 529.duodecies.6 of the Corporate Enterprises Act, it is stated that Mr Hernani Burzako was classified as an Executive Director.

**Item 2.8.-** Re-election of Mr David María Jiménez-Blanco Carrillo de Albornoz as member of the Board of Directors for the statutory term of four years, pursuant to article 38.1 of the Articles of Association.

This item proposes, to the extraordinary General Shareholders Meeting, the re-election of Mr David María Jiménez-Blanco Carrillo de Albornoz as Director.

In accordance with articles 529 decies.4 and 529 quidecies.3.c) of the Corporate Enterprises Act, as well as articles 22.1 and 20.2) of the Board of Directors Regulations, the Appointments and Remunerations Committee has submitted, to the Board of Directors, the proposal to re-elect Mr David María Jiménez-Blanco Carrillo de Albornoz as Director of the Company, considering that he meets the necessary requirements to be classified as an independent Director, under article 529 duodecies.4 of the Corporate Enterprises Act.

This proposal includes references to compliance by Mr David María Jiménez-Blanco Carrillo de Albornoz with the legal requirements, the Articles of Association and the Board of Directors Regulations to be re-elected Director of the Company. The services provided since his appointment as Director have been analysed, together with the impact that his re-election will have on the structure and composition of the Board of Directors.

In addition, pursuant to article 529.decies.5 of the Corporate Enterprises Act, the Board of Directors drafted an explanatory report which assessed the competence, experience and merits of Mr David María Jiménez-Blanco Carrillo de Albornoz to be re-elected as a Company Director.

The proposed re-election submitted by the Appointments and Remunerations Committee to the Board of Directors and the explanatory report from the Board of Directors including the professional experience of Mr David María Jiménez-Blanco Carrillo de Albornoz, has been made available to the shareholders, along with all documentation relating to the General Meeting, on the Company's website, [www.bolsasymercados.es](http://www.bolsasymercados.es).

Proposal.- Re-election of Mr David María Jiménez-Blanco Carrillo de Albornoz as Company Director for the statutory term of four years, pursuant to article 38.1 of the Articles of Association.

For the purposes of article 529.duodecies.6 of the Corporate Enterprises Act, it is stated that Mr Jiménez-Blanco Carrillo de Albornoz was classified as independent Director.

The aforementioned appointments, ratifications and re-elections are subject to authorisation by the National Securities Market Commission, in accordance with section 3 of additional provision six of the Spanish Securities Market Law.