

TO THE SPANISH NATIONAL SECURITIES MARKET COMMISSION

In accordance with the provisions of article 227 of the Spanish Securities Markets Law, the National Securities Markets Commission is informed that the Board of Directors of Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A. ("the Company") during its meeting held today, 23 June 2020, resolved to call the Extraordinary General Shareholders Meeting at the Company's registered office, Palacio de la Bolsa, Plaza de la Lealtad 1, Madrid, on 30 July 2020 at 12:30, at first and only call to deliberate on and resolve the issues included in the Agenda attached as an Appendix.

By virtue of the provisions set forth in article 41 of Royal Decree-Law 8/2020 of 17 March, on extraordinary urgent measures to deal with the economic and social impact of Covid-19, the Board of Directors has agreed that the extraordinary General Shareholders Meeting be held exclusively by telematic means, that is, without the physical assistance of the shareholders or their representatives, but through the corporate website www.bolsasymercados.es.

The decision to hold the Extraordinary General Shareholders Meeting exclusively by telematic means has been adopted by the Board of Directors in response to the restrictions placed on the attendance of gatherings, business meetings, conferences and events, which, in case of the city of Madrid, where the Company has its registered office, is determined by Order 668/2020 of 19 June of the Ministry of Health of the Community of Madrid, establishing the preventive measures to cope with the health crisis caused by COVID-19 once the extension of the state of alarm approved by Royal Decree 555/2020, of 5 June has ended.

The Board of Directors considers that, due to the attendance of meetings in closed places being limited to three hundred and fifty people sitting in closed spaces, as established by said Order, which would be in force from 6 July, and for as long as the epidemiological situation so advises, and so too the recommendation to avoid meetings and large crowds of people in confined spaces, as detailed in the Explanatory Memorandum of Royal Decree-Law 21/2020, of 9 June on adopting urgent measures for prevention, containment and coordination to deal with the health crisis caused by Covid-19, it is appropriate to hold the General Shareholders Meeting exclusively by telematic means.

In any event, the holding of the Extraordinary General Shareholders Meeting by exclusively remote guarantees the equal treatment of the shareholders, and the full exercise of their rights of intervention, information and vote without endangering their health.

The announcement of the call to the extraordinary General Shareholders Meeting will be published in the coming days in accordance with the term established in the prevailing legislation.

This information is hereby placed in the public domain for the appropriate purposes.

Luis María Cazorla Prieto
General Secretary and Secretary to the Board
Madrid, 23 June 2020

AGENDA
EXTRAORDINARY GENERAL SHAREHOLDERS MEETING

- FIRST.-** Analysis and, where appropriate, approval of the amendment to article 26, paragraphs 1 and 3, 29, paragraph 1, and 34 of the Articles of Association in accordance with article 285 of the Corporate Enterprises Act.
- 1.1** Amendment of article 26, paragraph 1, of the Articles of Association, concerning the number and designation of Board members, in order to reduce the minimum number, from 9 to 6, and maximum, from 15 to 9, of members of the Board of Directors.
 - 1.2** Amendment of article 26, paragraph 3, of the Articles of Association, regarding the number and designation of Board members, to remove the obligation to appoint a Lead Independent Director, regardless of the condition of the Chairman of the Board of Directors.
 - 1.3** Amendment of article 29, paragraph 1, of the Articles of Association, regarding to Board of Directors meetings and quorum to reduce the minimum number of ordinary meetings of the Board of Directors.
 - 1.4.** Remove of article 34 of the Articles of Association, regarding to the Executive Committee, to remove the possibility to establish an Executive Committee
- SECOND.-** Resignation 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.
- 2.1.** Resignation of the following members of the Board of Directors: Mr. Antonio J. Zoido Martínez, Ms. 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.
 - 2.2.** 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.
 - 2.3.** Appointment of Ms. Marion Leslie 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.
 - 2.4.** Appointment of Ms. Belén Romana García 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.
 - 2.5** Ratification of Mr. Johannes Bernardus Dijsselhof, who was appointed by the Board of Directors by co-option on 18 June 2020, as a member of the Board of

Directors for the four-year term stipulated in article 38.1 of the Articles of Association.

- 2.6. Ratification of Mr. Daniel Schmucki, who was appointed by the Board of Directors by co-option on 18 June 2020, as a member of the Board of Directors for the four-year term stipulated in article 38.1 of the Articles of Association.
- 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.
- 2.8 Re-election of Mr. David Jiménez-Blanco Carrillo de Albornoz 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.

THIRD.- Approval, where applicable, of the amendment to the Directors' Remuneration Policy in accordance with the provisions of Article 529 novodecies of the Corporate Enterprises Act.

FOURTH.- Delegation of powers to formalise, rectify, clarify, interpret, require, supplement, implement and execute in a public deed the resolutions approved.