



## THE CNMV AUTHORISES THE TAKEOVER BID FOR BME LAUNCHED BY SIX

26 March 2020

The Board of the Spanish National Securities Market Commission (CNMV) authorised, at its meeting on March 25, the voluntary takeover bid for the shares of Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A. (BME) submitted by SIX Group AG (SIX).

The approval of the CNMV is granted once the acquisition has been authorised by resolution of the Council of Ministers and shall take effect the day following the date of publication in the Spanish Official State Gazette of said resolution.

The offer is addressed to 100% of BME's share capital, which is composed of 83,615,558 shares. The offeror does not have a prior stake in BME.

The price offered is 33.40 euros per share. Although it is not required to do so as it is a voluntary takeover bid, SIX has provided a valuation report, prepared by Deloitte, that justifies the consideration as an equitable price in accordance with the provisions set forth in Article 9 of the Spanish Royal Decree on takeover bids. This report can be consulted as a supplementary document to the prospectus.

The takeover bid is subject to the condition (which may be waived) of acceptance of the offer by a minimum of 41,807,780 shares, equivalent to 50% of the share capital of BME plus one share.

As a guarantee for the bid, the offeror has provided bank guarantees totalling 2,792,759,637.20 euros granted by Credit Suisse International (558,551,927.45 euros), Credit Suisse (Switzerland) Ltd. (558,551,927.44 euros), UBS Switzerland AG (1,117,103,854.88 euros), BBVA, Banco Santander and CaixaBank (167,565,578.23 euros each) and Kutxabank (55,855,192.74 euros).

The period for accepting the offer shall be 43 calendar days from the trading day following the date of publication of the first announcement with the essential details of the bid, and shall also end on a trading day.

The offeror has no intention to delist the shares of BME. Nevertheless, if the legal requirements to do so are met and the ownership percentage corresponding to non-significant shareholders after the bid

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is less than 5% of the share capital of BME, SIX may exercise the squeeze out right.

The prospectus and supporting documents, which shall be incorporated into CNMV's public registers, may be consulted at least from the trading day following the publication of the first announcement with the essential details of the bid.