

APPLICATION FORM FOR DECLARATION OF NO OBJECTION TO THE ACQUISITION OF OR INCREASE IN QUALIFYING NON-CONTROLLING HOLDINGS IN SPANISH MARKET INFRASTRUCTURES

PART I. INFORMATION FOR QUALIFYING HOLDINGS OF 1% OR MORE

1. Information on the proposed acquirer

(1) Identification data

Acquirer - Natural person:

Full name	
Place of birth	
Date of birth	
Nationality	
Tax identification/Residence card/Passport number	
Address for service	
Telephone/Fax	
Email address	
Website address (where appropriate)	

Acquirer - Legal person⁽¹⁾:

Company name	
Trade name	
Object of the company	
Registered office	
Date of incorporation	
Form of company	
Tax identification code or equivalent	
Address for service	
Telephone/Fax	
Website address (where appropriate)	
Email address	
Trade Register/Public register	
Represented by ⁽²⁾ : Full name and tax identification number/Residence card/Passport	

⁽¹⁾ Foreign legal persons shall provide the information specified in Section (1) of Part I of the instructions for completion.

⁽²⁾ Evidence thereof shall be provided to the CNMV as specified in Section (1) of Part I of the instructions for completion.

(2) **Minimum holding percentage** (threshold) for which the declaration of no objection is requested:

- 1 %
- 5 %
- 10 %

(3) Detailed description of **business activities conducted** by the acquirer.

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(4) Details of **supervisory authority/authorities**, where appropriate:

Activity	Supervisory authority

(5) List of members of the **Board of Directors** or equivalent body (including senior management):

Full name / Company name*	Function	Supervised by another authority	Representing minority shareholders?

* In the case of a legal person, please state the natural person representing it.

(6) Details of **shareholders with qualifying holdings**

Shareholder	Amount of capital contribution	% of voting rights

Details and description of concerted actions or shareholder agreements between the proposed acquirer's shareholders:

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2. Additional information on the proposed acquirer

(7) **Shareholdings** held by the acquirer in undertakings governing other securities markets, multilateral trading facilities and securities record-keeping, clearing and settlement systems, as well as in members and bodies participating in those markets and systems. Please add additional rows, as necessary.

Undertaking	Total no. of shares	% of voting rights		On behalf of	
		Direct	Indirect	Their own	Third party

(8) **Membership in boards of directors or governing bodies** of other securities markets, multilateral trading facilities and securities record-keeping, clearing and settlement systems, as well as in members and undertakings participating in those markets and systems. Please add additional rows, as necessary.

Undertaking	No. of directors

(9) Are there any risks that the market infrastructures or the undertaking governing them might be exposed to **risks related to non-financial activities** of the proposed acquirer?

YES NO If yes, please provide details.

Are there any risks that the market infrastructures or the undertaking governing them might be exposed to **financial risks** of the proposed acquirer or to its financial instability?

YES NO If yes, please provide details.

(10) Are there any **financial** (credits, guarantees, pledges, shareholder agreements...) or **non-financial links, agreements or relations** (family relations...) of the proposed acquirer or any other person effectively controlling or directing the proposed acquirer with:

	YES	NO	If yes, please provide details
Another significant shareholder of the undertaking in which the acquisition is proposed			
Another person with voting rights in the undertaking in which the acquisition is proposed			
A member of the Board of Directors or senior management of the undertaking in which the acquisition is proposed			
The undertaking in which the acquisition is proposed or another company of its group			

(11) Are there any **other links**, interests, relations or activities of the proposed acquirer that might determine a special interest in the acquisition or give rise to a conflict of interest with the undertaking in which the acquisition is proposed or its group?

YES NO If yes, please provide details.

In case there might be a conflict of interest, please provide details of the actions envisaged to solve it.

(12) Is the proposed acquirer **part of a group of companies**?

YES NO If yes, please provide details according to Section (12) of Part I of the instructions for completion.

i) Shareholders with significant holdings:

Shareholder	% of capital contribution	% of voting rights

ii) Description of business activities conducted by the group:

iii) Undertakings subject to supervision and name of the supervisor:

Undertaking	Activity	Supervisory authority

(13) **Annual financial statements** shall be submitted according to Section (13) of Part I of the instructions for completion.

Where and how to access this information in case the annual financial statements of the proposed acquirer are publicly available:

(14) Is the proposed acquirer involved in **asset management**?

YES NO If yes, please indicate the amount of managed assets.

(15) **Declaration attesting absence of sanctions** by the proposed acquirer, by the controlling parent company (where appropriate), and by any person who effectively directs or controls its activities, in relation to serious or very serious infringements of financial regulations in Spain or in other countries, or in relation to criminal or civil convictions, especially in commercial and tax matters.

3. Additional information on the acquisition

(16) What is the **basic purpose of the acquisition** (strategic investment, portfolio investment, etc.)?

(17) **Number and type of instruments** of the undertaking in which the acquisition is proposed.

Note: See Section (17) of Part I of the instructions for completion.

(17.1) Previous holding:

Type of instrument	Total no. of shares	% of voting rights			
		Direct	Indirect	On behalf of	
				Their own	Third party
Ordinary shares					
Preferred shares					

Type of instrument	No. of securities	Likelihood of being exercised/converted	No. of shares/% of resulting voting rights
Options			
Convertible bonds			
Other			

(17.2) Proposed acquisition (to be acquired):

Type of instrument (ordinary shares, preferred shares, options and other instruments convertible into shares)	No. of shares /% of rights to acquire	
	Direct holding	Indirect holding

Please state the estimated cost of the operation, the criteria for setting the price and the intended method of payment.

(18) Is there any **concerted action**, whether express or implied, **with third parties**?

YES NO

If yes, please provide details of how third parties contribute to the financing of the operation, the forms of participation in financial arrangements, future organisational arrangements, etc.

(19) Detailed description or explanation of the **estimated timing** for acquiring securities.

(20) **Method** or mode of **acquisition**.

a. Secondary market acquisition

Type or nature of purchase orders	No. of shares	% of voting rights
Ordinary		
Open orders for the purchase of blocks of shares		
Other		

b. Bilateral purchase transactions

No. of shares	% of voting rights

(21) Details of the person(s) who will be registered as the **securities holder(s)** at Central Securities Depositories.

(22) What undertakings would be acting as **sub-custodians**, both on their own behalf and on behalf of third parties?

(23) Do those sub-custodians benefit from any type of **vote by proxy** or arrangement for the exercise of **voting rights**?

YES NO

If yes, please provide details of the proxy or arrangement.

4. Information on the financing of the acquisition

(24) Own capital:

Own capital	Amount
Cash flow	
Capital increase	
Sale of assets	
Other	

Sale of assets (please state conditions of sale, appraisal value, etc.).

Others (please describe other own financial resources).

(25) Borrowed capital:

Borrowed capital	Amount
Bank borrowings	
Issuance of financial instruments	
Access to capital markets	
Other	

(26) Does the **banking system** act other than as a lending institution? (for example, as a guarantor, as an issuer of financial instruments to finance the acquisition, etc.).

YES NO If yes, please state its role.

(27) Does the undertaking subject to qualifying holding have any **financial relationship with other shareholders**?

YES NO If yes, please state maturities, terms, guarantees and commitments.

PART II. ADDITIONAL INFORMATION FOR QUALIFYING HOLDINGS OF 5% OR MORE

(1) Information on the **strategy pursued** through the acquisition of the holding⁽³⁾:

- How long is the holding intended to last?

- Is there an intention to increase or reduce the level of holding in the near future?

- What are the intentions towards the undertaking in which the acquisition is sought?:
If there is an intention to act as an active minority shareholder, how will that be implemented (access to the Board of Directors and/or any Committees depending on it, etc.)?

(2) List of members of the **Board of Directors** or equivalent body (including senior management):

Full name / Company name*	Function	Supervised by another authority? (Please state)	Representing minority shareholders?	Reputation assessment form (CH) submitted?	Curriculum vitae (CV) submitted?

* In the case of a legal person, please state the natural person representing it.

If no CH or CV is submitted, please state the supervisory authority:

⁽³⁾ For qualifying holdings of 10% or more, the information in this section shall be replaced with the information in Section (1) of Part III.

PART III. ADDITIONAL INFORMATION FOR QUALIFYING NON-CONTROLLING HOLDINGS OF 10% OR MORE

- (1) A **strategy report** shall be submitted according to Section (1) of Part III of the instructions for completion.
- (2) When the proposed acquirer is a foreign national not belonging to the European Union, it shall submit the following information and documentation in order to obtain from the Executive Service of the Commission on the Prevention of Money Laundering (SEPBLAC) the report referred to in Article 176.2 of the Securities Market Act (consolidated text, TRLMV):
 - Assessments of regulatory compliance carried out by international agencies on the prevention of money laundering and terrorist financing of the acquirer's country of origin.
 - Information on prevention of money laundering and terrorist financing records of the proposed acquirer and of the undertakings in its group not residing in the European Union.

ADDITIONAL DOCUMENTATION PROVIDED BY THE ACQUIRER

THE FOLLOWING DOCUMENTS ARE ATTACHED HERETO (IN ACCORDANCE WITH THE INSTRUCTIONS TO APPLY FOR THE DECLARATION OF NO OBJECTION):

- Formal declaration as authorisation to act as representative before the CNMV (Section (1) of Part I).
- Additional documents in the case of foreign legal persons (Section (1) of Part I).
- Organisational chart or detailed structure of the group (Section (12) of Part I).
- Annual financial statements and audit statement (Section (13) of Part I).
 - Proposed acquirer.
 - Group for consolidation.
- Curriculum vitae of the members of the Board of Directors or equivalent body, as well as of their senior management (Section (2) of Part II).
- Reputation assessment forms (Section (2) of Part II).
- Strategy report (Section (1) of Part III).
- Assessments of regulatory compliance carried out by international agencies on the prevention of money laundering and terrorist financing (Section (2) of Part III).
- Information on prevention of money laundering and terrorist financing records (Section (2) of Part III of this application form).
- A written declaration and description by the proposed acquirer for exemption from the calculation of voting rights (paragraph 3.2 of Section "3. Criteria adopted" of the instructions to apply for a declaration of no objection).
- Other documents provided:

Signed:

In, on, 20.....