



Bolsa Mexicana de Valores, S.A.B. de C.V.

Information for General Ordinary Shareholders Meeting

June 12, 2020

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I. Introduction

General Ordinary Shareholders Meeting

Main boardroom of 10th floor
Building located at
Paseo de la Reforma No. 255, Colonia
Cauhtémoc de la Ciudad de México

9:00 a.m. Central Time

June 12, 2020



Agenda for the Shareholders Meeting

1. *Appointment of the chairman and members of the Board of Directors, alternate members; determination of compensation.*
-
2. *Appointment of delegates of the Shareholders Meeting.*
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Your vote is important for us

Purpose

The purpose of this document is that our shareholders have appropriate information in a timely manner for a better decision-making.

The proposal of resolutions are contained herein, although their final wording and content may vary in accordance with the Shareholders Meeting resolutions and the minutes that the Secretary prepares.

Availability of Information

From the date the call to the Meeting is published, the information and documents related to each of the items contained in the Agenda for the Shareholders Meeting are available to shareholders immediately and free of charge at the website of the Company www.bmv.com.mx.

Participation

Considering the current circumstances, and to protect the social interest and the public health, the Company will seek the mechanisms to facilitate the attendance of the shareholders who so desire, by representation instead of in person. This, ensuring at all times the availability of information and the exercise of the attendance and voting rights of our shareholders; as well as respect for equal treatment and transparency which historically characterize us. Additionally, on this occasion, to the extent possible and considering the circumstances, we will limit invitations to attend the Shareholders Meeting to people whose presence is strictly necessary or considerably convenient. Likewise, we will avoid non-essential social activities related to the Shareholders Meeting. For more information contact the Company at Telephone 5553429117 and email svilchis@grupobmv.com.mx.



Posthumous tribute to Mr. Jaime Ruiz Sacristán

Mr. Jaime Ruiz made an invaluable contribution with his vision and leadership to position and consolidate the BMV Group as a leading group of companies in the securities and derivatives markets.

Mr. Jaime Ruiz Sacristán was Chairman of the Board of Directors of the BMV Group from January 2015 to April 2020.

Mr. Ruiz contributed his talent, vision, experience and leadership to consolidate the bases and promote the development of the BMV Group.

In addition, throughout his outstanding professional career, Mr. Jaime Ruiz Sacristán was part of the management and member of the board of important companies and groups. He was founder and President of Banco Ve por Más and President of the Mexican Banks Association from 2011 to 2013, among many other achievements.

The BMV Group pay posthumous homage to Mr. Jaime Ruiz Sacristán and expresses its deep appreciation for the valuable contributions as member of the Board and President of the Institution for several years.



Jaime Ruiz Sacristán
1949 - 2020

II. Proposals for the Shareholders Meeting.

This section contains the detail of each of the items of the agenda to be discussed at the Shareholders Meeting and the information that is relevant for decision-making by the shareholders.

In addition, this section includes the vote recommendation by the Company's management for each item on the agenda.

Item I

Appointment of the chairman and members of the Board of Directors, alternate members; determination of compensation.

Item II

Appointment of delegates of the Shareholders Meeting.



Your vote is important for us

Item I

Appointment of the chairman and members of the Board of Directors, alternate members; determination of compensation.

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1. Proposal for appointment:

Non-executive Chairman of the Board of Directors

Marcos Martínez Gavica

Profile

Marcos Martínez holds a degree in Chemical Engineering from Universidad Iberoamericana and has dedicated his career to the Mexican Financial Sector for 42 years.

He was Chairman of the Board of Grupo Financiero Santander.

Grupo Financiero Santander in Mexico groups companies in the area of Commercial Banking, Investment Banking, Brokerage and Exchange, among others, and is one of the main financial groups in Mexico.

Mr. Martínez, who has a master's degree in Business Administration from IPADE, led the restructuring of Grupo Financiero Santander Mexicano in 1997 after the acquisition of Grupo Financiero InverMéxico. In 2000, he led the acquisition of Grupo Financiero Serfin.

In 2005, he served as president of the Mexican Banks Association (Asociación de Bancos de México, or ABM) for two years. Such Association is comprised of the 51 banks that form the Mexican financial system. In addition, it integrates the 50 representative offices of foreign banks.

One of Marcos Martínez's achievements as president of the ABM was the “bankarization”, that is, make banking services accessible to the majority of the population, promoting financial culture, savings and credit.



Before joining Santander, Marcos Martínez spent 18 years in the Banamex – Accival Financial Group (today Citibank). He started as a credit analyst, managing all the commercial areas of the bank. His last responsibility was as CEO of Acciones y Valores (Accival) where he managed the group's wholesale areas (Corporate Banking, Private Banking, Investment Banking, Treasury, Securities Market).

In 2012, he led the culmination of a key stage for Grupo Financiero Santander México with the placement of 24.9% of its capital in international markets. This placement is the most important stock exchange transaction in the history of the Mexican stock market and was the third most important transaction worldwide in 2012. With this, Grupo Financiero Santander México is the only financial institution in Mexico with full registration in the Mexican Stock Exchange and in the New York Stock Exchange.

Mr. Martínez is committed to the comprehensive development of Mexico and proofs of this are the Corporate Social Responsibility programs that he has promoted. The Universities Program aims to create new opportunities for the university community. With the agreement with UNICEF and the Trust for Children of Mexico, he supports the future of the Mexican children. In addition, he promotes programs aimed at improving the working and personal conditions of the Group's employees.

Currently Marcos Martínez is part of numerous Boards of Directors of private companies as well as organizations and non-profit Associations.

In March 2017, Marcos Martínez was elected President of the Mexican Banks Association for the second time for the term 2017/2019. During this complicated period due to the presidential elections, Martínez Gavica placed the Mexican Banks in front of the current Government as a non-political sector and committed to the country.

Mr. Martínez, following the Corporate Governance of Grupo Santander, separated from such Institution after 23 years of work and having placed Santander as one of the leading banks in the Mexican Financial System.

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Independence

In accordance with article 26 of the Mexican Securities Market Law (*Ley del Mercado de Valores*), we consider Mr. Martínez Gavica to be independent.

Due to his experience, ability and professional prestige, we consider that he can carry out his duties free of conflicts of interest and without being subject to personal, financial or economic interests. In addition, he does not meet any restrictions of independence set forth by article 26 of the Securities Market Law.

Consequently, Mr. Martínez Gavica meets the independence criteria established by the Securities Market Law for the members of the board of directors of Mexican public companies.

Proposal

It is proposed to the Shareholders Meeting the appointment of Mr. Marcos Martínez Gavica as Non-executive Chairman of the Board of Directors of Bolsa Mexicana de Valores. The Company considers that Mr. Martínez Gavica will contribute, as Chairman of the Board, experience, innovation and leadership derived from a long career.

We consider that Mr. Martínez Gavica meets the criteria of integrity, capacity, knowledge, experience and diversity.

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2. Proposal for appointment:

Member of the Board of Directors

Héctor Grisi Checa

Profile

Héctor Blas Grisi Checa is a member of the Board of Directors of Grupo Financiero Santander México, Banco Santander México, Casa de Bolsa Santander, Santander Consumo and Santander Vivienda, and serves as Executive Chairman Presidente and CEO of Grupo Financiero Santander México and Banco Santander México.



He served as Executive Chairman and CEO Grupo Financiero Credit Suisse (México), S.A. de C.V. from 2001 to 2015, as CEO of such company from 2001 to 2006, and as Investment Banking Director of Credit Suisse México from 1997 to 2001. He is former member of the Board of Directors of Credit Suisse Americas, former member of the Credit Suisse Global Committee and former member of the Operating Committee of Américas. Furthermore, he worked in several position in Grupo Financiero Invermexico from 1991 to 1997, in the investment banking and corporate banking divisions. From 1986 to 1991, he worked in the department of corporate banking of Casa de Bolsa Inverlat. He served as Vicepresident of the Mexican Banks Association (*Asociación de Bancos de México, A.C.*) until 2015.

Mr. Grisi Checa holds a degree in Finance from Universidad Iberoamericana in Mexico City, where he graduated with honors.

Proposal

It is proposed to the Shareholders Meeting the appointment of Mr. Héctor Grisi Checa as Member of the Board of Directors of Bolsa Mexicana de Valores. The Company considers that Mr. Grisi will contribute his experience and leadership to our Board of Directors, derived from a long career in the financial sector and in the securities industry.

3. Proposal for appointment:

Member of the Board of Directors

Eduardo Osuna Osuna

Profile

Mr. Eduardo Osuna is Country Manager of Mexico for the BBVA Group since 2015. Throughout his professional career he has held various positions at BBVA Bancomer, as General Manager of Business and Government Banking between 2012 and 2015, General Manager of Commercial Banking between 2010 and 2012, as well as CEO of Hipotecaria Nacional between 2006 and 2010 and Deputy General Director of Risks and Legal of Hipotecaria Nacional between 2005 and 2006. Likewise, since 2006, he is a member of the BBVA Management Committee Bancomer.



Proposal

It is proposed to the Shareholders Meeting the appointment of Mr. Eduardo Osuna Osuna as Member of the Board of Directors of Bolsa Mexicana de Valores. The Company considers that Mr. Osuna will contribute his experience and leadership to our Board of Directors, derived from a long career in the financial sector.

It also proposed to the Shareholders Meeting the appointment of Mr. Álvaro Vaqueiro Ussel as Alternate Member of the Board of Directors of Bolsa Mexicana de Valores. Mr. Vaqueiro is currently Member of the Board.

4. Proposal of compensation:

Compensation of the Chairman of the Board of Directors

Proposal

It is proposed to ratify the compensation for the Chairman of the Board of Directors in the existing terms, and to approve and ratify the resolutions adopted by the Board of Directors of the Company in the meeting held on April 21, 2020, regarding the granting of the fee to the former Chairman in recognition of the valuable services provided to the Company.

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Item II

Appointment of delegates of the Shareholders Meeting.

Proposal

It is proposed to authorize Messrs. Rafael Robles Miaja, María Luisa Petricioli Castellón and Clementina Ramírez de Arellano Moreno indistinctly, in order that, on behalf of the Company, they prepare and present the required notices and regulatory filings in connection with the resolutions adopted by the Shareholders Meeting, as well as to appear before any Notary Public of their choice in order to request and obtain the notarization of all or part of the minutes, as well as to deliver copies or certifications of such minutes.

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Your vote is important for us

III. Requirements for attendance to the Shareholders Meeting.

Shareholders Meetings

The following summary is exclusively for information purposes and does not intend to be an exhaustive description of the Company's bylaws or applicable legislation, nor does it constitute advice in this respect. It does not intend to replace the review, by each shareholder, of the Company's bylaws or applicable legislation.

For BMV, the interest of each and every one of its shareholders is paramount. In addition to respecting the statutory and legal minority rights, which are briefly summarized in this section, BMV promotes close, continuous and constant communication with its shareholders and seeks, in any case, to facilitate the exercise of their rights. We reiterate to each BMV shareholder our absolute availability to receive their observations, concerns and comments. For this purpose, we suggest contacting our Secretary, to the e-mail robles@roblesmiaja.com.mx; and/or our investor relations area, to the e-mail, bmvinvestors@bmv.com.mx.

Types of Shareholders Meetings: The Shareholders Meeting is the supreme corporate body of the Company. BMV has two types of Shareholders Meetings: ordinary and extraordinary Shareholders Meetings. The bylaws and the applicable legislation distinguish the matters to be dealt with by each type of Shareholders Meeting. Ordinary General Shareholders Meetings are held from time to time, and at least once a year, within the four months after the end of each fiscal year. Among other matters, ordinary Shareholders Meetings are held to receive and, if applicable, approve various reports and financial information prepared by the management, external auditors and corporate bodies; to appoint or ratify directors and committee chairmen and approving their remuneration; to approve the maximum amount of resources, for each fiscal year, that may be allocated to the purchase of own shares; as well as to approve certain relevant transactions, in terms of the Securities Market Law. Extraordinary General Shareholders Meetings may be held at any time and deal with matters such as amendments to the Bylaws, mergers, transformations and capital increases or reductions.

Installation Quorum: Ordinary General Shareholders Meetings shall be deemed to be legally installed on first call if at least 50% of the outstanding voting shares are represented; on second or subsequent call, ordinary Shareholders Meetings shall be deemed to be legally installed with any number of shares represented. Extraordinary Shareholders Meetings shall be deemed to be legally established, on first call, if at least 75% of the outstanding voting shares are represented; and, on second or subsequent call, they shall be deemed to be legally established if at least 50% of the outstanding voting shares are represented.

Development of Shareholders Meetings: Shareholders Meetings are held at the registered office, except in the event of unforeseen circumstances or force majeure, and must only deal with matters included on the agenda. General Shareholders Meetings are chaired by the Chairman of the Board of Directors or, in his absence, by the Deputy Chairman, if any, or, in his absence, by the person appointed by the Shareholders at the Meeting. The Secretary of the Board of Directors shall act as Secretary of the Shareholders Meetings; in his absence, the Alternate Secretary shall act as Secretary and, in his absence, the person appointed by the Shareholders at the Meeting. The Chairman may, considering the circumstances, suspend or defer the holding of the Shareholders Meeting.

Voting: At the Shareholders Meetings, each share will give the right to one vote. Except for matters requiring the favorable vote of a qualified majority: (i) at Ordinary Shareholders Meetings, resolutions shall be valid if approved by the vote of a simple majority of the shares that were represented at the time of voting; and (ii) at Extraordinary Shareholders Meetings, resolutions shall be valid if approved by the vote of shares representing at least 50% of the outstanding voting shares.

However, the favorable vote of the shares representing at least 75% of the total outstanding shares will be required to approve various relevant matters, which include, among others, amendments to the bylaws, variations to the capital stock, relevant capital investments, mergers, strategic alliances, spin-offs, disinvestments, and approval for any person, or group of persons, to obtain the ownership or control of 5% of the outstanding shares of the Company.

In addition, shares that have been acquired in breach of the Bylaws and applicable legal provisions are not entitled to vote.

Minority Rights: Minority rights of shareholders of the Company include: (i) for every 10% of the outstanding shares held individually or jointly, (a) to request that the vote on any matter about which they do not consider themselves sufficiently informed be postponed for a single time for 3 calendar days; (b) to appoint a director and his respective alternate; and (c) to request that the Chairman of the Board or the Chairman of the committee or committees that carry out corporate practices and auditing functions call to a General Shareholders Meeting. Additionally: (ii) shareholders who, individually or jointly, hold 20% or more of the outstanding shares, may oppose in court the resolutions of the General Shareholders Meetings with respect to which they have the right to vote, and (iii) shareholders representing at least 5% of the outstanding shares, may directly exercise the civil liability action against the administrators.

Regarding the appointment of directors, in particular, we note that at the ordinary Shareholders Meeting, the nominations committee will present a list of directors for ratification or appointment. Shareholders who prove that they hold 10% of the outstanding shares, acquired in accordance with the

Company's bylaws, may, prior to the Shareholders Meeting, exercise their right to appoint a director and the respective alternate, in which case they will no longer be able to exercise their voting rights to appoint the directors and their alternates who are to be elected by the majority. In order to exercise this right, shareholders must comply with the requirements of legitimacy, process (in time and form), and eligibility provided for in the bylaws.

Exercise of Voting Rights: In order to exercise voting rights at Shareholders Meetings, shareholders must confirm their ownership and representation in the terms set out in the respective call and in the bylaws. We suggest that you always carefully review the requirements for authentication and representation, as provided for in each call to our Shareholders Meetings.

In this regard, we note that the acquisition of shares or the execution of any type of agreement granting control or rights of attainment with respect to 5% of the outstanding shares, by any person or group of persons, may only be done with the prior discretionary authorization of the Board of Directors and the Shareholders Extraordinary General Meeting. To this effect, we emphasize that the board of directors may determine, at its discretion, whether any person is acting jointly or in a coordinated manner. In addition, no person or group of persons, may directly or indirectly acquire, through one or several operations of any nature, simultaneously or successively, control of shares representing the capital of the company for more than 10% of the total of such shares, unless they obtain an authorization issued by the Ministry of Finance and Public Credit (*Secretaría de Hacienda y Crédito Público*). If acquisitions of shares or agreements are made without fulfillment of such requirement, the shares involved in such acquisitions or agreements will not grant any voting right at any Shareholders Meeting and the Company shall not be able to recognize the ownership of the shares thus acquired.

To this date, there is only one group of shareholders who have been authorized by both the Board of Directors and the Ministry of Finance and Public Credit (*Secretaría de Hacienda y Crédito Público*) to hold more than 10% of the of the Company. These shareholders, grouped together in a trust, have significant influence over the BMV, and the trust, being our majority shareholder, by voting in block can define and approve the majority of the members of our board of directors.

Attendance Rights

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In order to be entitled to attend the Shareholders Meeting, shareholders must submit to Company's offices located at Paseo de la Reforma 255, Colonia Cuauhtémoc, Postal Code 06500, Mexico City (Telephone 55 5342-9117), no later than the business day prior to the celebration of the Shareholders Meeting (9:00 A.M. to 6:00 P.M. on business days), the power of attorney or form mentioned below and the share certificates or deposit receipts issued by a financial institution (national or foreign) or by S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V, as well as any other legal or fiscal requirements that may apply. Upon delivery of the above-mentioned documents, the Company will issue admission cards to the shareholders, which they must hand in to attend the Shareholders Meeting. We remind brokerage houses and other depositors at S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V. that, in order to obtain the admission cards, they must submit, if applicable, a list containing the name, address, nationality and number of shares of the shareholders they represent.

From the day of the publication of the Call, the information and documents related to each one of the points established in the agenda of the Meeting will be available to shareholders, immediately and free of charge, on the website of the Company www.bmv.com.mx.

Shareholders may be represented by proxies in accordance with the applicable legislation or through forms prepared by the Company under the terms of Article Twenty Two of the Company's bylaws and Article 49, section III, of the Securities Market Law. The aforementioned forms prepared by the Company will be available to the market intermediaries who can confirm that they represent shareholders of the Company through S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V, at the website indicated in the immediately preceding paragraph or at Paseo de la Reforma 255, Colonia Cuauhtémoc, Postal Code 06500, Mexico City (Telephone 55 5342-9117), within the term established in the aforementioned article 49 section III of the Securities Market Law.

No recordings will be allowed at the Shareholders Meeting. This restriction includes photographs, audio and/or video recordings.

Additionally, the use of cellphones, tablets or computers is strictly prohibited.

Considering the current circumstances, and to protect the social interest and the public health, the Company will seek the mechanisms to facilitate the attendance of the shareholders who so desire, by representation instead of in person. This, ensuring at all times the availability of information and the exercise of the attendance and voting rights of our shareholders; as well as respect for equal treatment and transparency which historically characterize us. Additionally, on this occasion, to the extent possible and considering the circumstances, we will limit invitations to attend the Shareholders Meeting to people whose presence is strictly necessary or considerably convenient. Likewise, we will avoid non-essential social activities related to the Shareholders Meeting. For more information contact the Company at Telephone 5553429117 and email svilchis@grupobmv.com.mx.

IV. Appendix

Appendix “1”

Form of instruction for attendance and voting of shares

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Your vote is important for us

BOLSA MEXICANA DE VALORES, S.A.B. DE C.V.

**GENERAL SHAREHOLDERS MEETING
JUNE [•], 2020**

Form of instruction for attendance and voting on behalf of the shareholders in the Shareholders Meeting, in accordance with article 49, section III, of the Mexican Securities Market Law

_____ in name and on behalf of _____ hereby grant to _____ a special power-of-attorney, to be exercised jointly or individually, as broad as necessary pursuant to Law, in order for you to attend to the abovementioned Shareholders Meeting of Bolsa Mexicana de Valores, S.A.B. de C.V. and vote _____ ordinary, nominative, "A" Series, Class I shares as follows:

Items of the Agenda for the Shareholders Meeting

PROPOSALS FOR ITEM ONE

- 1.1. Appoint Mr. Marcos Alejandro Martínez Gavica as Chairman of the Board of Directors of the Company.

Votes			
For	Against	Abstain	As the majority votes

- 1.2. Appoint Mr. Héctor Blas Grisi Checa as member of the Board of Directors of the Company.

Votes			
For	Against	Abstain	As the majority votes

- 1.3. Appoint Mr. Eduardo Osuna Osuna as member of the Board of Directors of the Company.

Votes			
For	Against	Abstain	As the majority votes

1.4. Appoint Mr. Álvaro Vaqueiro Ussel as alternate member of the Board of Directors of the Company.

Votes			
For	Against	Abstain	As the majority votes

1.5. Approve to ratify the compensation for the Chairman of the Board of Directors in the existing terms, and to approve and ratify the resolutions adopted by the Board of Directors of the Company in the meeting held on April 21, 2020, regarding the granting of the fee to the former Chairman in recognition of the valuable services provided to the Company.

Votes			
For	Against	Abstain	As the majority votes

PROPOSALS FOR ITEM TWO

2.1. Authorize Messrs. Rafael Robles Miaja, María Luisa Petricoli Castellón and Clementina Ramírez de Arellano Moreno indistinctly in order that, on behalf of the Company, they prepare and present the required notices and regulatory filings in connection with the resolutions adopted by the Shareholders Meeting.

Votes			
For	Against	Abstain	As the majority votes

2.2. Authorize Messrs. Rafael Robles Miaja, María Luisa Petricoli Castellón and Clementina Ramírez de Arellano Moreno indistinctly in order that, on behalf of the Company, appear before any Notary Public of their choice to request and obtain the notarization of all or part of the minutes, as well as to deliver copies or certifications of such minutes.

Votes			
For	Against	Abstain	As the majority votes

**WE HEREBY RATIFY THE VOTE OF OUR SHARES, CARRIED OUT IN ACCORDANCE WITH THE
ABOVEMENTIONED INSTRUCTIONS.**

GRANTOR

WITNESS

WITNESS



Bolsa Mexicana de Valores, S.A.B. de C.V.

Information for General Ordinary Shareholders Meeting

June 12, 2020
