

CIRCULAR 3/2022

OBLIGATIONS OF CONFIDENTIALITY AND PERSONAL DATA PROTECTION OF MEMBERS OF BME MTF EQUITY

The purpose of this Circular is to supplement the rights and obligations of the Members of BME MTF Equity (hereinafter, the “Market”) set out in the Market’s Operating Regulations (Articles 12 and 13).

Thus, this Circular creates a new regime regarding the confidentiality of information and the processing of personal data provided by the Members of the Market when the contractual relationship between each of the Members and the Market is established.

In addition, Circular 8/2017 on Members and participants of the Market is amended in order to bring it into line with current data protection regulations.

Likewise, the provisions related to the processing of personal data complement the regulation contained in Circular 7/2018 of 26 July on the application of the General Data Protection Rules and Regulations to comply with data storage provisions relating to transactions executed on securities admitted for trading on the Market, which remains in force.

1. CONFIDENTIALITY

1.1. General rule

The Market shall keep confidential and shall not disclose to third parties confidential information received by the Market from its Members and relating to its Members in connection with trading on the market, in particular, current or past information regarding trading, orders and transactions, and any information of a financial nature pertaining to the Members.

1.2. Exceptions

The general rule of confidentiality set out in paragraph 1.1 above shall not apply to information disclosed by the Market:

- a) In compliance with the obligations established in European or national regulations, including those related to the reporting to the competent authorities of suspicious orders and transactions (STOR), or the obligations of pre- and post-trade transparency.
- b) With the written consent of the Member who provided the confidential information, and such consent may not be refused or withheld without sufficient reason.
- c) To a competent authority, or a judicial or administrative authority, in compliance with a legal requirement received therefrom by the Market. In particular, this case refers to the communication of confidential information to Spanish

authorities or authorities of other jurisdictions, or to persons who are parties to the corresponding proceedings, in connection with, among others, insolvency or resolution proceedings, or any other judicial or administrative proceedings.

The Market is authorised to disclose confidential information to third parties in the event of imminent or already commenced judicial or administrative proceedings, in Spain or in other jurisdictions, to which the Market is a party or in which it is summoned in substitution of or in conjunction with a Member, if failure to disclose such confidential information could place the Market at a serious disadvantage (e.g., imposition of sanctions, commencement or continuation of judicial or administrative proceedings, serious economic damage or reputational risk). In such cases, where legally possible, the Market shall notify the Member in advance of its intention to disclose confidential information.

- d) In accordance with and subject to applicable legal provisions or regulatory standards (subject to prior notification to the Member, if such notification is possible under applicable law or regulatory standards).
- e) In the event that the information disclosed has become public or accessible to the general public, except where it has been disclosed as a result of an intentional or grossly negligent act or omission of the Market in breach of the obligations set forth in the Market's Operating Regulations and its implementing provisions.
- f) To the extent that such information has been communicated to the Market by a third party entitled to disclose such information or that was not subject to an obligation of confidentiality with respect to the Market or the Member, or it has been communicated to the Market by a third party that has expressly stated that the information is not confidential.
- g) Where such disclosure of information is necessary for the Market to comply with its obligations under the Market's Operating Regulations and implementing regulations, including, among others, disclosure to any subsidiary of the Market, the market, central counterparty, settlement system, settlement agent, paying agent, payment system, trade repository, financial technology service provider, other Members, or to any of their or the Market's representatives, auditors, attorneys or other advisors (provided that the representatives, auditors, attorneys or advisors are subject to confidentiality obligations equivalent to those set out herein), in connection with, among other things, audit, regulatory compliance or supervisory obligations, or with respect to a possible or already declared breach by a Member, or suspension or termination of membership in accordance with the Market's Operating Regulations and its implementing provisions.
- h) Subject to subparagraph (g) above and section 1.3 below, to subsidiary companies of SIX Group AG (group companies, including companies of SIX Group and BME Group), provided that such group companies and their executives and employees are subject to confidentiality obligations equivalent to those laid down in this Circular. This provision applies, among others, to the exchange of information where it is necessary in the context of cross-cutting projects between several group companies, including those group companies from different jurisdictions, in relation to, inter alia, the development, improvement or optimisation of products and services provided, market analysis, risk management, as well as when necessary for the good organisation of the group.

1.1. Subcontracting

The Market is authorised to communicate confidential information in the framework of the outsourcing of information processing or data processing and other services in Spain and in other jurisdictions, to third parties or companies or to subsidiary companies of SIX Group AG (group companies, including SIX Group and BME Group companies) that operate market infrastructures or to other affiliated companies of SIX Group AG. This provision applies, inter alia, to data storage services, technology (data and information processing), information management, internal audit, risk management, liquidity needs management, treasury, accounting, human resources, legal consultancy and regulatory compliance. If the information is communicated to group companies or third parties in the framework of an outsourcing arrangement, all recipients of the information shall be subject to confidentiality obligations.

2. PERSONAL DATA PROTECTION

2.1. Data Controller

The Data Controller is BOLSAS Y MERCADOS ESPAÑOLES, SISTEMAS DE NEGOCIACIÓN, S.A., with tax identification number A-84636240 and with registered office at Plaza de la Lealtad, 1, 28014 Madrid.

For the purposes of this Circular, “Personal Data” shall mean personal data of signatories, representatives, contact persons and other third parties whose personal data is contained in the Membership Agreement (hereinafter, “Data Subjects”).

In order to guarantee the adequate management of the processing of Personal Data, a Data Protection Officer has been appointed, to whom Data Subjects may address any questions they may have and whom they may contact at the following address: Plaza de la Lealtad, 1, 28014, Madrid, Spain and by email: protecciondedatos@grupobme.es.

2.2. Purpose of the processing of Personal Data

The Members and the Market shall incorporate the Personal Data of Data Subjects contained in the relevant membership agreement as well as the Annexes and forms relating to membership (the “Membership Agreement”) into the systems of each of the Members and the Market. The Personal Data has been provided by the parties at the time of signing the Membership Agreement. The identification and contact Personal Data (name, surname, position, email address, telephone number and address) provided in the Membership Agreement shall be processed in order to carry out the necessary actions for the performance of the Membership Agreement, to maintain the contractual relationship, to provide the contractually agreed services in a proper manner and to comply with the corresponding legal obligations, including:

- a) Providing the products or information required pursuant to the Membership Agreement
- b) Invoicing
- c) Handling of complaints or claims of the Members

- d) Information on changes or developments relating to products or services
- e) Improving the services of the Market

Personal Data of Data Subjects shall not be used for automated decision-making or profiling.

The legal basis for data processing shall be the performance of the Membership Agreement.

In the event that Data Subjects did not have access to this Circular and could not be informed accordingly, the Members undertake to inform Data Subjects about the processing of Personal Data provided for in this Circular.

The Market may also collect personal data of Data Subjects from the Members by means of forms, web applications or any other means, for the sole purpose of being able to provide the services derived from the Membership Agreement and/or to allow the Members access to the different functionalities of the service, the legal basis for this processing being the performance of the Membership Agreement.

The Members and the Market shall treat Personal Data confidentially, taking the necessary measures to prevent its alteration, loss or unauthorised access by third parties. The Personal Data provided shall be kept for a period of time determined on the basis of the following criteria: (i) duration of the legal relationship and addressing any liabilities arising from such relationship; (ii) statutory retention obligations; and (iii) request for deletion by Data Subject in appropriate cases.

More information regarding the time limits for data retention can be requested at protecciondedatos@grupobme.es.

2.3. Transfers of data. International transfers

Personal Data shall not be transferred to third parties outside the group companies where, for legitimate interest, it shall be possible to transfer data for internal administrative purposes. The sole purpose of such transfers shall be the maintenance of the legal relationship resulting from the signing and performance of the Membership Agreement, as indicated above.

The Members acknowledge that the Market, as part of SIX Group, may transfer Personal Data to SIX Group AG and other subsidiaries of the Group established in Switzerland, which is covered by Commission adequacy decision 2000/518/EC of 26 July 2000 indicating that this country ensures an adequate level of protection. In the case of international transfers of data, the Members and the Market undertake to comply with the provisions of the law and to adopt the mechanisms envisaged to ensure the security of Personal Data.

2.4. Information on the rights

The Market informs that, at any time, Data Subjects may exercise the rights of access, rectification, deletion, limitation, portability, opposition and withdrawal of consent recognised in current data protection regulations.

The information on the exercise of these rights must be addressed to the Data Protection Officer of the Market at the address indicated in the section on the Data Controller, specifying which right it is wished to be exercised and identifying itself adequately.

The Market informs that complaints may be lodged with the competent data protection supervisory authority (www.aepd.es). However, in the first instance, a complaint may be lodged with the Data Protection Officer, who shall resolve the complaint within a maximum period of two months.

2.5. Person entrusted with the processing. Subcontracting

The Members and the Market acknowledge and agree that either of them may carry out the processing of Personal Data on behalf of the other, should it become necessary in the course of the performance of the subject matter of the Membership Agreement. In such case, the Members and the Market undertake to enter into a data processing agreement in accordance with the provisions of Spanish legislation in force and to incorporate it as an Annex to the Membership Agreement.

The Members acknowledge and agree that the Market may outsource certain activities or services to subsidiary companies belonging to SIX Group or to third parties. The outsourcing arrangements shall include the obligation of the service provider to ensure compliance with the relevant data protection provisions and corresponding data protection obligations of the Market.

FIRST ADDITIONAL PROVISION. Amendment of Circular 8/2017 on Members and participants of the Market

Pursuant to the foregoing, this Circular amends Circular 8/2017 on Members and participants of the Market by including in the “DECLARES” section of “ANNEX I. CONTRACT FOR ACQUIRING THE STATUS OF MEMBER OF THE ALTERNATIVE STOCK MARKET” of a new paragraph 20 with the following wording:

“20 That the signatories, attorneys and/or representatives whose personal data is collected pursuant to this Contract are informed, understand and agree that their personal data shall be processed by MAB in accordance with the principles stipulated in the Circular on the obligations of confidentiality and protection of personal data of the Members of BME MTF Equity available on the following website: <https://www.bmegrowth.es/esp/BME-Growth/Normativa.aspx?tipo=Circulares>”.

SECOND ADDITIONAL PROVISION. Clarification regarding the references on data protection matters contained in Circular 8/2017 on Members and participants of the Market

Any reference to the protection and processing of personal data made in the text of Circular 8/2017 on Members and participants of the Market, and in each and every one of its annexes, shall be deemed to be made in accordance with the legislation in force on this matter and supplemented, rectified or amended by the provisions of the Circular on the obligations of confidentiality and protection of personal data of the Members of BME MTF Equity in force at any given time.

3. DATE OF APPLICATION

This Circular shall apply from the day of its publication.

Madrid, 27 September 2022

THE MANAGING DIRECTOR
Jesús González Nieto-Márquez