



## **GENERAL CODE OF CONDUCT**

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## SECTION I. OBLIGATION TO OBSERVE THE GENERAL CODE.

- 1. Obligation to be aware of and observe the General Code.** This General Code is applicable to all members of management bodies of Group companies, to all persons subject to the Code of Conduct for Securities Markets and to all such persons as Human Resources Management may determine and expressly notify of their subjection to this General Code. The aforementioned persons are hereinafter referred to as "Subject to the Code".

Persons Subject to the Code are under an obligation to be aware of and observe the General Code, and to co-operate in facilitating its implementation within the Group, including the obligation to notify Compliance Management of any infringement of the Code of which they are aware.

## SECTION II. GENERAL STANDARDS OF CONDUCT

- 2. Observation of general and internal regulations and ethical behaviour.**
  - 2.1 Persons Subject to the Code shall observe both general provisions (Laws, regulations, circulars issued by supervisory bodies, etc.) and the Group's internal regulations (including, where applicable, the Money Laundering Prevention Manual and the Code of Conduct for Securities Markets) applicable to their sphere of activity. To the extent that such regulations establish stricter obligations than those stated in this document, they will take preference over those contemplated herein.
  - 2.2. Any person Subject to the Code who is charged or accused in any criminal or administrative legal proceedings should notify Compliance Management as soon as possible.
  - 2.3. Furthermore, such persons shall follow an upright, impartial and honest professional conduct, consistent with the Group's corporate social responsibility principles. They shall abstain from participating in illegal or immoral activities or from attracting business to the Group from such activities. Frequent visits to casinos and gambling or betting activities in general are considered inadvisable. Under no account may they be carried out with persons maintaining any type of professional or customer relationship with the Group.
- 3. Exclusivity.** Persons Subject to the Code should focus on carrying out their responsibilities within the Group to the highest standards. They may not provide professional services - remunerated or otherwise, and based on whatever relationship - to customers of the Group, except with the express authorisation of Compliance Management.
- 4. Responsibility.** Persons Subject to the Code shall use their technical and professional ability and appropriate caution and care in carrying out their activities within the Group. In particular, and notwithstanding this general rule:
  - (i) They shall be responsible for achieving the level of skills needed to best perform their duties.
  - (ii) When determining prices and conditions for the operations in which they participate, they shall adjust to applicable regulations according to the type of

operation in question, and where applicable, to the rules and rates established by the Group.

- (iii) They shall apply the procedures established internally, especially with respect to risk authorisations and limits.
- (iv) They shall keep accurate and strict accounting records of all operations contracted, and maintain with equal criteria the files and registers required in their activity.
- (v) They shall observe the regulations concerning safety and hygiene in the workplace, in order to prevent and minimise occupational risks.
- (vi) They shall observe, where applicable, the regulations contemplated in the Manual for the Prevention of Money Laundering and the Code of Conduct for Securities Markets and the instructions given in application of such manuals and codes.

**5. Commitment to the Group.** Persons Subject to the Code shall act at all times in the interests of the Group, making appropriate use of the means placed at their disposal and avoiding any action which could be detrimental to it. In particular, and notwithstanding the aforementioned general rule:

- (i) They shall protect and safeguard the assets of the Group available to them or to which they have access, only using such assets to the extent necessary for their activities, and abstaining from any drawing or charging of such assets without the appropriate authorisation.
- (ii) They shall ensure that any spending is strictly in line with needs.
- (iii) They shall pay special attention to the information technology systems, taking special care with the security measures of such systems.
- (iv) They shall respect the Group's copyright and right of use with respect to courses, projects, programmes and information technology systems; equipment, manuals and videos; knowledge, processes, technology, know-how and in general, all other projects and work developed or created within the Group, as a result of their professional activity or that of third parties. Therefore, they may not use any such support materials outside the Group and shall return them to the Group whenever so required.
- (v) They may not use the image, name or brand of the Group other than for the appropriate execution of their professional activity within the Group.
- (vi) They shall abstain from using for their own benefit any business opportunities which are in the Group's interests.
- (vii) They shall not make any inappropriate use of electronic mail, Internet access or other similar possibilities placed at their disposal.

## SECTION III. GUIDELINES OF CONDUCT FOR CERTAIN SPECIFIC SITUATIONS.

### CHAPTER I. TRADING FOR ONE'S OWN ACCOUNT.

**6. Investment and non-speculative operations.** Persons Subject to the Code may only undertake operations in financial markets (including operations involving securities and other financial instruments) on the basis of investment and never speculation. Particularly, and notwithstanding this general rule:

- (i) They shall operate with securities listed in organised markets, on which public information exists and which have a high level of liquidity.
- (ii) They may not undertake any trading operations with a view to immediate gain, of a recurrent or repetitive nature or which, owing to their risk, volatility or other circumstances, could require continuous market follow-up which could interfere with their professional activity within the Group.
- (iii) They shall avoid excessive indebtedness in financing their operations and under no circumstances may operate with overdrafts or without insufficient provision of funds.
- (iv) Whenever possible and whenever the trading conditions are competitive, they shall endeavour to act through companies belonging to the Group.

### 7. Group Securities and Insider Information.

7.1. All activities involving the buying or selling of shares issued by Banco Santander Central Hispano, S.A. (and where applicable, by the Group company in which the Person Subject to the Code carries out his/her services) should be notified to Compliance Management within a maximum period of three days from execution.

7.2. Persons Subject to the Code who are in possession of Insider Information may not carry out trading operations involving the securities or financial instruments affected by such information, nor may they advise other persons to carry out such operations, nor transmit the content of such information except in the strict course of their professional activities. Insider Information is understood to be any specific information relating directly or indirectly to one or several securities or financial instruments listed for trading on an organised market or system, or which are in the process of being so listed, or to the issuers of such instruments, which has not been made public and which, if made public, could appreciably influence the price listing of such securities.

### CHAPTER II. CONFLICTS OF INTERESTS

**8. General rules.** Persons Subject to the Code shall always act in such a way that their personal interests and those of their families or other persons linked to them do not take preference over the interests of the Group or its customers. This standard shall be applicable both to the relationships of Persons Subject to the Code with the Group itself and their relationships with the latter's customers, suppliers or any other third party.

**9. Relations with the Group.** Persons Subject to the Code shall abstain from participating (whether in the taking of decisions or acting in representation of the Group) in transactions of any type (including the granting of credit facilities, guarantees or any other type of financial facility) that are linked or related in any way to their personal or family interests. Therefore, and notwithstanding this general rule:

- (i) They shall abstain from developing business relations with any company of the Group beyond that of a strict client relationship.
- (ii) They shall not give any special treatment or working conditions on the basis of personal or family relationships.
- (iii) They may not acquire, either directly or through persons linked to them, assets or goods belonging to the Group, except for transactions resulting from a public bid process or expressly authorised by Compliance Management. These same restrictions shall apply in the case of the transfer to the Group of assets or goods belonging to Persons Subject to the Code or persons linked to them.

**10. Relations with suppliers.**

10.1. Persons Subject to the Code (especially those participating in decisions concerning the contracting of supplies or services or the establishing of the economic conditions of such) shall avoid any type of interference that could affect their impartiality or objectivity in such respect.

Whenever possible, relations involving exclusivity should be avoided.

10.2. The contracting of external supplies and services shall be undertaken according to the procedures established in each case, and in their absence, by transparent and objective procedures.

**11. Relations with customers.**

11.1. Unless prior written authorisation is given by Compliance Management, no Person Subject to the Code may personally accept fiduciary commitments, mandates or powers of attorney from customers, except in the case of family members.

11.2. Persons Subject to the Code should avoid customer relations involving exclusivity which could lead to an excessive personal link or restrict the access of other Group employees or channels to such customer.

11.3. On no account may a Person Subject to the Code encourage the execution of an operation by one customer in order to benefit another, unless both customers are aware of their different positions and expressly agree to undertake the operation in question.

Customers should be informed of any economic or other type of linkage that could involve a conflict of interests with them.

## **12. Gifts, commissions or financial facilities.**

- 12.1 Accepting any type of income or commission for operations carried out by the Group is prohibited, as well as taking, in any other way, advantage of one's position to one's own benefit.
- 12.2 No person Subject to the Code may accept gifts, invitations, favours or any other type of compensation linked to his/her professional activity within the Group and which originate from customers, suppliers, intermediaries, counterparts or any other third party. Not included in this limitation are the following:

(i) Propaganda items of little value.

(ii) Normal invitations not exceeding limits considered reasonable according to social practice.

(iii) Occasional courtesies for specific and exceptional reasons (such as Christmas or wedding presents) provided they are not in the form of cash and are within reasonable limits.

Any invitation, gift or courtesy which owing to its frequency, characteristics or circumstances could be interpreted by an objective observer as given with the intention of affecting impartial criterion, shall be rejected and notified to Compliance Management. Even if such circumstances are not present, any gift, invitation or courtesy the value of which exceeds 150 euros, must have the prior authorisation of the Area Manager of the person for whom it is intended.

- 12.3. No person Subject to the Code, either by directly or through an intermediary, may borrow money or receive any other type of financial facility from customers, suppliers, intermediaries, counterparts or any other third party, with the exception of that obtained from relatives.

## **CHAPTER III. CONTROL OF INFORMATION AND CONFIDENTIALITY.**

### **13. General obligation of secrecy.**

- 13.1. Generally speaking, persons Subject to the Code should maintain professional secrecy with respect to any non-public data or information of which they become aware as a result of the exercising of their professional activity, either with respect to customers, the Group, other employees or officers of the latter or any other third party.

Therefore, and notwithstanding the above general rule:

- (i) They should use such data or information exclusively for the implementation of their professional activity within the Group and shall not reveal them to any person other than those other professionals who need to be aware of such facts for the same purpose, and shall abstain from using such information to their own benefit.

- (ii) All data of a personal nature shall be treated with particular restriction, so that only necessary data are collected. The criteria of security, truthfulness and accuracy established by applicable ruling shall be applied to such data, with maximum respect for privacy.
- (iii) Data and information concerning accounts, financial positions, financial statements, business and customer activity in general shall be treated as confidential and may only be transferred to third parties outside the Group through legally-regulated procedures, unless expressly authorised by the customer.
- (iv) Information concerning other employees, Directors and Officers (including, where applicable, that concerning remuneration, evaluations and medical examinations) shall be treated with particular care.

This secrecy obligation continues even after the relationship with the Group has been terminated.

13.2. What is stated in the preceding paragraphs is understood as notwithstanding responses to requests made by pertinent authorities in accordance with applicable ruling. In the event of doubt, Compliance Management should be consulted.

#### **CHAPTER IV. EXTERNAL RELATIONS AND WITH AUTHORITIES.**

**14. Courses.** The participation of Persons Subject to the Code as trainers in external courses or seminars will require prior authorisation from the Head of the Area in which such person works.

#### **15. Diffusion of information.**

15.1. Persons subject to the Code shall abstain from transmitting to the media, either on their own initiative or if so requested, any information or news concerning the Group or third parties, always referring such matters to Communication Management.

15.2. Persons Subject to the Code shall avoid the diffusion of comments or rumours.

#### **16. Relations with authorities.**

16.1. Persons Subject to the Code shall show respect for and co-operate with representatives of official authorities within their sphere of activity.

16.2. Requests for information or execution orders shall be registered upon receipt and shall be referred as soon as possible to Compliance Management for the appropriate processing.

16.3. Any offer, favour, compensation or courtesy to public officials or employees of official authorities which could be considered as linked to the purpose of obtaining profit or the adoption of resolutions by such authorities or supervisors is forbidden.

**17. Political or associative activities.**

- 17.1. Any linkage to, membership of or co-operation with political parties or other types of entities, institutions or associations of a public nature or which are outside those of the Group itself, or any contribution or services to such bodies should be carried out in such a way as to clarify the personal nature of such activity, avoiding any involvement of the Group.
- 17.2. Prior to accepting any appointment to public office, Persons Subject to the Code shall notify Compliance Management in order to determine the existence of any incompatibilities or restrictions.

**CHAPTER V. PERSONAL TREATMENT OF CUSTOMERS**

**18. Offer and signing-up of products and services.** Persons Subject to the Code shall take special care to offer customers only those products or services that are consistent with their characteristics and needs, so that the customer only signs up for such products or services once he/she is aware of and understands their content, benefits, risks and cost. Therefore, and notwithstanding this general rule:

- (i) They shall inform customers impartially and accurately as to the different products and services, explaining all the most important features and warning them of the applicable risks, expenses and commissions, especially in the case of high-risk financial products. Any forecast or prediction should be reasonably justified and accompanied by the necessary explanations in order to avoid misunderstandings.
- (ii) They shall apply the current scale of commissions.
- (iii) They shall avoid the signing-up of products or services with the sole aim of generating commissions or income and without any real interest for the customer.
- (iv) They shall not offer advantages or benefits to certain customers to the detriment of others.
- (v) They shall ensure that the signing-up of products and services is done in the manner established by internal procedures, obtaining and safeguarding the documentation required and giving a copy to the customer where applicable.

**19. Information on operations underway or at settlement.**

- 19.1. Persons Subject to the Code shall provide customers with the information at their disposal which has an important effect on their operations in a clear, correct and accurate manner and in sufficient time, and shall obtain any necessary instructions in such regard.
- 19.2. In the case of agreements with a duration of more than one year, the appropriate information shall be provided at least on a quarterly basis. Likewise, customers shall be informed of any modifications to fees or commissions.

- 19.3. Settlements made with respect to operations or services shall indicate the necessary data to enable the customer to understand the result of the settlement and the financial conditions applicable to the operation.

## **CHAPTER IV. ORGANISATION FOR THE APPLICATION OF THE GENERAL CODE**

### **20. Spheres of Responsibility.**

- 20.1. Compliance Management is responsible for organising training sessions to provide an appropriate awareness of the General Code; for establishing, at the proposal of Human Resources Management, the list of Persons Subject to the Code; for interpreting it and for the rest of the responsibilities assigned to it.
- 20.2. In turn, the Unit, Area or Division Heads are responsible for ensuring that the General Code is observed in their respective fields, and Human Resources Management shall be responsible for ensuring the general observance of the Code.

### **21. Non-compliance.**

Failure to comply with the General Code may lead to sanctions under employment regulations, notwithstanding any administrative or criminal sanctions which may also apply.