

BBVA GROUP SECURITIES MARKETS CODE OF CONDUCT



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1 INTRODUCTION AND APPLICABLE REGULATION

I. INTRODUCTION

1.1 In December 2000, the Board of Directors of BANCO BILBAO VIZCAYA ARGENTARIA, S.A. (hereforeto BBVA) approved its Securities Market Code of Conduct (hereforeto the Code), which established required guidelines of behaviour to ensure that institutional and personal actions of BBVA Group professionals in the Securities Markets be carried out in strict compliance with prevailing legislation and in accordance with generally accepted ethical standards intended to promote transparency on the markets (ensuring price formation mechanisms function appropriately) and to preserve investors' interests at all times.

1.2 On 18th February 2003, the BBVA Board of Directors passed an amendment to the content of those chapters in the Code affected both by the enactment of the Finance Act (Ley Financiera) in November 2002 and by the mere evolution of the BBVA Financial Group's businesses and organisational structure. These changes, with regard to the process of adapting to the new legal environments, only required the amendment of specific concepts and the consequent amendment of the regime of obligations and duties for the persons and organisations affected.

1.3 Finally, on 28th February 2006, the BBVA Board of Directors approved a further amendment to the Code, firstly to adapt it to changes in regulations, above all ensuing on the Royal Decree 1333/2005 and secondly, to improve its content in those aspects where experience in applying the Code made this advisable.

II. REGULATORY FRAMEWORK

1.4 This Code of Conduct has been written in accordance with current legislation, and its main provisions are highlighted in the following sections:

- 1.4.1 Act 24/1988, 28th July, concerning Securities Markets, amended by Act 37/1998, 16th November, and Act 44/2002, 22nd November, concerning Measures for Reforming the Financial System
- 1.4.2 Royal Decree 629/1993, 3rd May, regarding guidelines for trading in the securities market and obligatory registers, mandates the establishment of internal conduct regulation applicable to managers, employees and representatives. Moreover, the Royal Decree includes an annex with a General Code of Conduct, which has been added to this Code. Compliance with the Code is mandatory
- 1.4.3 Royal Decree 1333/2005, 11th November, ramifying Act 24/1988, 28th July, on the Securities Market, regarding market abuse.

2 SCOPE OF APPLICATION

I. INSTITUTIONS SUBJECT TO THE CODE OF CONDUCT

2.1 All Institutions belonging to the BBVA Financial Group (hereforeto “BBVA Group”) who either directly or indirectly conduct business in the securities market are subject to this Code of Conduct.

2.2 The Compliance Department will keep an updated list of those Institutions which are subject to the current Code of Conduct

II. PERSONS SUBJECT TO THE CODE OF CONDUCT

2.3 The Code of Conduct applies to the following persons:

2.3.1 Members of the Board of Directors of Institutions subject to this Code of Conduct.

2.3.2 Members of the BBVA Management Committee.

2.3.3 Other personnel and managers employed by the Group Institutions subject to this code who (1) due to the level of their responsibilities or (2) because they carry out duties directly and principally related to activities and services related to securities markets and issuers, should be subject to this code.

2.3.4 Other persons who are part of or render services to the BBVA Group, without being directly involved in the securities markets or issuing companies. These persons are temporarily subject to the Code of Conduct due to their participation or knowledge of a specific transaction related to the markets in question.

2.3.4.1 Issuing Company means any Institution whose securities are listed on a Spanish or foreign Secondary Market or organised trading system, whether official or not.

2.3.5 Should any of the institutions comprising the BBVA Group have agents such as those outlined in article 23 of Royal Decree 867/2001, 20th July, regarding the Legal Regime for Investment Services Companies, these persons will also be subject to the Code, including directors and employees, in accordance with the provisions of section 2.5.1 below

2.4 For the purpose of this Code, the persons described in the previous section will be considered persons subject to the Code

2.5 However, the Compliance Department may authorise specific exemptions to compliance with certain obligations within the Code, in the following cases:

- 2.5.1 Should persons subject to this Code who, in pursuit of their main business in other institutions subject to the Code of Conduct, request exemption from some of the regulations contained herein, on the basis of obligations in the Codes of Conduct of the institutions in which they pursue their main business..
- 2.5.2 Should persons subject to this Code of Conduct whose main business activity takes place in a financial institution which is not part of the BBVA Group, request exemption from the duty to operate through the BBVA Group.
- 2.5.3 Should some other circumstance arise that may justify a specific exemption, provided it complies with applicable regulations.

2.6 The Compliance Department will determine which BBVA Group employees are subject to this Code, and where applicable, determine the period of time for which they are bound by the Code.

III. AFFECTED SECURITIES

2.7 The provisions contained in this Code apply to those securities within the scope of prevailing legislation concerning Securities Markets.

2.8 Thus, and in accordance with article 2 of the Securities Markets Act, the following securities are included:

- 2.8.1 Negotiable securities issued by public or private persons or Institutions, and Grouped as issues.
- 2.8.2 Contracts of any type which are eligible for trading in an official or unofficial secondary market.
- 2.8.3 Forward financial contracts, financial contracts for swaps and options using negotiable securities, indexes, currencies, interest rates, or any other type of underlying instrument of a financial nature regardless of how these are settled and even though they may not be traded in a secondary market, whether official or unofficial.
- 2.8.4 Contracts or transactions with instruments not outlined in the previous paragraph, as long as they are eligible for trading in a secondary market, officially or unofficially, even though there might not be a financial underlying instrument, consisting but not limited to commodities, raw materials and any other fungible good.

2.9 In general, the rules contained in this Code of Conduct will apply to all securities as defined in the section above. Hereinafter, these will be referred to as “Affected Securities”.

2.10 However, at any time, the Compliance Department may determine which securities can be excluded regarding all or some persons subject to the Code, indefinitely or for a specific period of time, and are subject to some of the obligations detailed in this Code.

3 THE COMPLIANCE DEPARTMENT

I. POWERS

3.1 The Compliance Department, within the BBVA Executive Area, exercises the supervision and control over compliance with the rules listed in the Code, and the guidelines comprising the policies and procedures laid down as these are developed. To ensure due compliance with its duties, the Compliance Department has been granted full powers to require any person or body in the BBVA Group and any of its companies charged with managing the moveable assets of the persons subject to this code, such information as it deems advisable.

3.2 Persons subject to this code and other BBVA Group employees and executives are obliged to attend to such requests for information diligently and precisely and, where applicable, to supply the Compliance Department access to such information as may be held by third parties.

II. DUTIES

3.3 To comply with and promote compliance with the rules contained in the Code and other prevailing legal provisions at any time regarding Securities Markets.

3.4 To interpret specific applications of the rules contained in the Code and monitor compliance.

3.5 To coordinate those aspects relating to the Code with other institutions of the BBVA Group located outside Spain.

3.6 To manage the control of Classified or Privileged Information in accordance with the standards outlined in the Code.

3.7 To promote measures of all kinds that it deems advisable to adopt in the light of a possible abusive or unfair use of Privileged Information.

3.8 To answer any queries posed by persons subject to the code regarding the Code.

3.9 To provide information requested of the BBVA Group by any Regulatory Bodies relating to rules of conduct in the securities markets.

3.10 To keep a register of Relevant Events which have been forwarded to the securities markets Regulatory Bodies.

3.11 To propose the composition and possible changes in the list of Separate Areas of the BBVA Group.

3.12 To assess the suitability of measures to be established in each Area of the BBVA Group in order to control access to and transmission of Privileged Information.

3.13 To establish periodic training programmes to make the Code known and understood amongst all people who should know it.

3.14 Establish and develop the necessary procedures in order to comply with the rules outlined in the Code.

3.15 Any other duty that may be relevant in order to reduce the risk of possible in compliance with this Code.

III. DUTY OF CONFIDENTIALITY

3.16 The Compliance Department shall guarantee the confidentiality of the data that, in compliance with this Code, are submitted by persons subject to it and, where applicable, those whom these people have entrusted with their asset management. To such end, they shall develop procedures and promote the design of such systems as may be necessary.

4 PRIVILEGED INFORMATION

I. DEFINING PRIVILEGED INFORMATION

4.1 As established in article 81.1 of the Securities Markets Act, Privileged Information is defined as follows:

- 4.1.1 Is specific in nature.
- 4.1.2 Refers directly or indirectly to one or several negotiable securities and financial instruments covered by the Securities Market Act, or to one or various issuers of such securities and instruments.
 - 4.1.2.1 The above paragraph shall also apply to negotiable securities and financial instruments for which listing has been requested on an organised market or trading system.
- 4.1.3 Has not been made public.
- 4.1.4 If made public, it would likely have a significant effect on the price of the securities in an organised trading system or market or on the price of their related derivative financial instruments.

4.2 According to article 1 of Royal Decree 1333/2005, for the purpose of evaluating whether or not information should be classified as Privileged, the information will be considered to be specific if:

- 4.2.1 It indicates a set of circumstances that exist, or could reasonably be expected to exist, or an event that has occurred or could reasonably be expected to occur.
- 4.2.2 The information is sufficiently specific to allow it to lead to conclusions regarding its possible effect on a set of circumstances or events regarding the prices of negotiable securities or their corresponding financial instruments or, where applicable, the derivative financial instruments related to them.

4.3 Likewise, information that may be considered to noticeably influence pricing when such information could be used by a reasonable investor as part of the basis for their investment decisions.

4.4 According to article 81.1, Privileged Information regarding derivatives of commodities shall be defined as follows:

- 4.4.1 Is specific in nature
- 4.4.2 Has not been made public
- 4.4.3 Refers directly or indirectly to one or several of these derivatives.
- 4.4.4 That which users of the markets in which these products are traded would expect to receive according to accepted market practices in said markets.

4.5 For the effects of point 4.4.4 above, it is presumed that market users expect to receive information directly or indirectly related to one or several derivative financial instruments when this information:

- 4.5.1 Is made available to the users of these markets on a regular basis; or
- 4.5.2 Should obligatorily be revealed by virtue of laws or regulations, market standards, contracts or the market practices of the underlying commodities or the market of instruments derived from the commodities in question

4.6 Without prejudice to the information mentioned above, and by way of clarification but not limitation, Privileged Information often affects the following:

- 4.6.1 A company's profit and loss account.
- 4.6.2 Significant changes to the company's profit and loss account or changes to forecasted results which have been made public.
- 4.6.3 Transactions conducted by the company such as capital increase or the issuing of securities which have special relevance.
- 4.6.4 Significant mergers or acquisitions.
- 4.6.5 Circumstances which could lead to legal disputes, conflicts, or penalties which may have a significant effect on the expected results.
- 4.6.6 Decisions taken by the Authorities prior to these being made public.
- 4.6.7 Information covering large put and call orders on specific securities.
- 4.6.8 Other facts or similar situations.

4.7 Regarding persons charged with executing orders relating to negotiable securities or financial instruments, all information passed on by a customer in relation to their own pending orders shall be considered Privileged Information when it complies with the requirements of part 4.1 above.

4.8 Information will not be considered privileged once it is disclosed to the public or is no longer relevant and therefore has no effect on the price of securities.

II. PROHIBITIONS

4.9 Any one in possession of Privileged Information who knows, or should know, that it is privileged, will be subject to the following prohibitions:

4.10 Prohibition to prepare or engage in own-account transactions

4.10.1 Employees in possession of Privileged Information may not directly or indirectly prepare or engage in any kind of own-account trading of securities or financial instruments to which such information refers, no of any other security, financial instrument or contract of any kind, whether or not traded on a secondary market, whose underlying are negotiable securities or financial instruments to which the information refers.

4.10.2. Notwithstanding, the above prohibitions shall not apply to the following:

4.10.2.1 Preparation and engagement in transactions whose existence, in itself, constitutes Privileged Information.

4.10.2.2 Transactions carried out in compliance with an obligation, already matured, to buy or sell negotiable securities or financial instruments, when this obligation is covered by an agreement signed before the person involved came into possession of the Privileged Information.

4.10.2.3 Any other transaction done in accordance with applicable regulations.

4.11 Prohibitions to prepare or engage in third party transactions

Persons in possession of Privileged Information are subject to the same restrictions as outlined in section 4.6 above regarding direct or indirect trading for third parties.

4.12 Prohibition to pass on information to third parties

Persons in possession of Privileged Information may not pass it on to third parties, except in the normal course of their employment, profession or post, in which case, they must apply Chapter 17 of the Code (Controlling the Transfer of Information). Should the person subject to the Code, acting on behalf of and to the account of the BBVA Group company in which they work or to which they provide services, unintentionally reveal Privileged Information on it in the normal course of their employment, profession or post to persons who are not bound to confidentiality by law, regulations, bylaws or contract, must immediately report this circumstance so that due proceedings may be initiated to disclose the information to the market. These proceedings are contained in Chapter 20 herein.

4.13 Prohibition of recommendations

Persons in possession of Privileged Information cannot recommend the purchase, sale or lending of securities or induce another to purchase or lend based on Privileged Information.

III. OBLIGATIONS

4.14 Any one who, because of their position or responsibilities within the BBVA Group, is in possession of Privileged Information will be subject to the following obligations:

4.15 **Obligation to safeguard information**

4.15.1 Anyone in possession of Privileged Information must safeguard it, without prejudice to their duty of disclosure and cooperation with the judicial and administrative authorities under the terms established in the Securities Market Act and other applicable legislation.

4.15.2 In pursuit of the above obligation, anyone in possession of Privileged Information must adopt suitable measures to avoid it being abusively or unfairly used.

4.15.3 Likewise, should Privileged Information be used abusively or unfairly, anyone who knows this must immediately report it to their superior and to the Compliance Department.

4.16 **Obligation to notify the Compliance Department of Privileged Information**

Anyone in possession of Privileged Information must notify the Compliance Department immediately. Notification must take place following the guidelines detailed in Chapter 15 section (I). Furthermore, any transfer of this type of information must take place following the terms outlined in Chapter 17 of the Code (Controlling the Transfer of Information).

5 CONFLICTS OF INTEREST

I. POSSIBLE CONFLICTS OF INTEREST

5.1 The varied activities and duties pursued in the Securities Markets by the BBVA Group make it possible that the following Conflicts of Interest may arise at certain times:

- 5.1.1 Between BBVA Group customers
- 5.1.2 Between BBVA Group customers and the BBVA Group
- 5.1.3 Between BBVA Group customers and persons subject to this Code
- 5.1.4 Between persons subject to this Code and the BBVA Group.

5.2 Conflicts affecting persons subject to this Code may arise due to family, professional, economic or other affiliation or to situations known in the pursuit of a specific job or duty in the BBVA Group.

5.3 When determining whether there is a conflict of interest due to the affiliation of the persons subject to this Code, all situations likely to generate potential conflict which would be deemed such by an impartial observer aware of all the circumstances surrounding said persons and the specific case shall be taken into account. The assessment of such situations shall not be limited to the Group that this Code defines as Related Persons under section 7.2.

II. PREVENTING CONFLICTS

5.4 In order to avoid potential conflicts, all persons subject to the Code must notify the manager in charge of their Area and the Compliance Department, prior to engaging in or concluding the transaction or trade affected, of any situation which may give rise to a Conflict of Interest that might compromise their impartiality.

5.5. The above notwithstanding, persons subject to the Code must, at all times, keep a record available to the Compliance Department, similar to the model provided, detailing the following economic and family affiliations:

5.5.1 Economic Affiliations:

- 5.5.1.1 Direct or indirect ownership of more than 5% of the capital in companies which are clients of the BBVA Group in services related to the securities markets or companies which are listed on the Stock Exchange.

5.5.1.2. Holding directorships or senior management posts in listed companies or Investment Service Companies.

5.5.2 Family Affiliations:

For these effects, family-related parties will be:

- a) The spouse or person with analogous relationship of affect, pursuant to the domestic legislation
- b) Ascendents, descendents and siblings of the person subject to the Code, and their respective spouses or persons with analogous relationship of affect, pursuant to the domestic legislation.
- c) Ascendents, descendents and siblings of the spouse or person with analogous relationship of affect, pursuant to the domestic legislation.

When any of the above-mentioned persons are in the following situations, this must be duly reported:

- a) Customers or persons holding directorship or management posts in client companies, who regularly trade in the securities markets through Institutions subject to the Code.
- b) Directors or senior management of listed companies or Investment Services Companies.

5.6 In the event of doubt regarding the existence of a Conflict of Interests, the persons subject to this Code, adopting due prudence, shall report the specific circumstances of their case to their superior and the Compliance Department, so that these may form their own judgement of the situation.

III. CONFLICT RESOLUTION

5.7 Conflicts of Interest must be resolved in keeping with these principles:

5.7.1 In the event of conflicts of interest with the Customers:

5.7.1.1 Place the customer's interest first.

5.7.1.2. Never place one customer's interests above another's.

5.7.2 In the event of conflicts of interests amongst persons subject to this Code and the BBVA Group, the persons subject to this Code must always behave loyally towards the BBVA Group, putting its interest above their own personal interests.

5.8 In order to solve any potential conflicts of interest that arise, each of the BBVA Group's Areas must have procedures that guarantee successful conflict resolution.

IV. DISCLOSING CONFLICTS

5.9 When the conflict cannot be avoided or resolved according to the above principles, the customers must be informed that a conflict of interests exists regarding the investment service or advice.

6 MARKET INTEGRITY: PRICE MANIPULATION

I. GENERIC OBLIGATION

6.1 Any person or Institution acting or related to the securities market must refrain from preparing or engaging in practices that distort market price formation. The following shall be deemed to be such practices.

II. PROHIBITED PRACTICES

6.2 Issuing orders or engage in market transactions that provide or may provide false or deceptive indications of supply, demand or the price of negotiable securities or financial instruments.

6.3 Issuing orders or engage in transactions that uphold, through one or several persons acting in a concerted manner, the price of one or several financial instruments at an abnormal or artificial level, unless the person who effected the transactions or issued the orders can prove the legitimacy of their reasons and these reasons are in keeping with accepted market practices in the regulated market in question.

6.4 Issuing orders or engage in transactions that employ fictitious devices or any other form of deceit or scheming.

6.5 Disseminating information through the mass media, including Internet, or through any other medium, that provides or may provide false or deceptive indications about the financial instruments, including propagating rumours and false or deceptive news items, when the person divulging them knows or should have known that the information was false or deceptive.

6.6 Acting individually or in concert with others to ensure a dominant position over the supply and/or demand of a security or financial instrument resulting in indirect or direct fixing of purchase or sale prices or fixing of other non-equitable trading conditions.

6.7 Selling or buying a financial instrument or security as the market closes with the effect of inducing error amongst investors who act on the basis of closing prices.

6.8 Taking advantage of occasional or periodic access to the traditional or electronic media, publicising an opinion on a financial instrument or security or, indirectly, its issuer, after having taken positions on this financial instrument or securities, and consequently having benefited from the repercussions of the opinion expressed on the price of said financial instrument or

security, without having simultaneously disclosed this conflict of interest to public opinion in a suitable and effective manner.

6.9 Notwithstanding, the following exceptions are made to the above prohibitions:

6.9.1 Orders or transactions that originate in the BBVA Group implementing programmes to buy back treasury stock or in activities to stabilise securities or financial instruments in the framework of public bids, provided these comply with legally established conditions on such activities.

6.9.2 In general, transactions or orders effected in compliance with applicable regulations.

III. INDICATORS

6.10 In order to determine whether or not conduct constitutes a practice distorting free price formation, ie, manipulating the market, the indications contained below must be taken into account. The list is not exhaustive and the practices cannot, of themselves, be considered to constitute market manipulations.

6.11 Regarding conducts described in point 6.2 and 6.3 above, at least the following indications shall be taken into account when examining the transactions or orders to be negotiated:

6.11.1 To what degree orders to be negotiated given and transactions carried out represent a significant proportion of the daily volume of transactions of the security or financial instrument in question on the corresponding regulated market, especially when orders given and transactions carried out lead to a significant change in the price of the financial instrument.

6.11.2 If orders to be negotiated given and transactions carried out by persons with a significant buying or selling position on securities and financial instruments lead to a significant change in their listed price or in the price of the derivative or underlying financial instrument related to it that is listed on a regulated market.

6.11.3 To what degree transactions carried out, either between persons or institutions acting on the account of the other, or between persons or institutions acting on the account of a same person or institution, or by persons acting on the account of another person, do not lead to any change in the ownership of the security or financial instrument listed on a regulated market.

6.11.4 If orders to be negotiated given and the transactions carried out include withdrawing from positions in a short period and represent a significant proportion of the daily volume of transactions of the security or financial instrument in question on the corresponding regulated market, and could be

associated to significant changes in the price of the security or financial instrument listed on a regulated market.

- 6.11.5 To what degree orders to be negotiated given or transactions carried out are concentrated in a short time period during trading hours and lead to a price change that is later inverted.
- 6.11.6 If orders to be negotiated change the best demand or supply price of a security or financial instrument that is listed on a regulated market, or in general, change the configuration of the order book available to market operators, and are withdrawn before being executed.
- 6.11.7 If orders to be negotiated are given or the transactions carried out at the specific moment, or around it, when the reference prices, the settlement prices and the gains are being calculated and lead to changes in the listed prices that affect these prices and gains.
- 6.12 Regarding conducts described in point 6.4 and 6.5 above, at least the following indications shall be taken into account when examining the transactions or orders to be negotiated:
- 6.12.1 If the orders to be negotiated given or the transactions carried out by certain persons are preceded or followed by the dissemination of false or deceptive information by the same persons or others related to them.
- 6.12.2 If the orders to be negotiated given or the transactions carried out by certain persons before or after said persons or others related to them draw up or disseminate analysis or recommendations on investment that are erroneous, biased or could be shown to be influenced by a relevant interest.

IV. APPLICATION

6.13 Officers in charge of the Areas affected by the preceding prohibitions must take due measures to guarantee compliance. They must also ensure due dissemination of forbidden practices amongst members of their Area.

6.14 Officers in charge of the Areas receiving, transmitting and/or executing third-party orders must take measures to promote knowledge of the indications contained in point III above. Likewise, they must define and implement procedures and controls to detect and analyse such indications. The Areas shall establish absolute and relative parameters and values to determine whether a specific transaction should be considered an indication. These parameters must always be validated by the Compliance Department



7 OWN-ACCOUNT TRADING FOR THOSE SUBJECT TO THE CODE OF CONDUCT

I. DELINEATION OF OWN-ACCOUNT TRADING

7.1 For the purposes of the Code, own-account trading refers to transactions involving securities executed by those subject to the Code or by Related Persons.

7.2 For present purposes, any transaction in which related persons are involved are subject to the same restrictions as those performed by persons subject to the Code. The following are considered one and the same with the person subject to the Code:

7.2.1 The spouse. However, transactions will not be considered to be made by the person subject to the Code when they are ordered and made by the spouse in their individual name and exclusively:

7.2.1.1 For their private patrimony, when their marriage is not subject to a separation of property.

7.2.1.2 For assets owned exclusively by that spouse, when their marriage is subject to a separation of property.

7.2.2 Minors under his/her charge and care as well as those dependants of legal age to whose support the employee significantly contributes.

7.2.3 Companies controlled by persons subject to the Code and /or any Related Persons.

7.2.4 Any other person, physical or legal, on whose behalf the person subject to the Code trades with Affected Securities, unless the transaction was ordered in the course of his/her employment or function within the BBVA Group.

7.3 No transaction shall be executed through intermediaries.

7.4 Own-account trading by those subject to the Code will not be considered as such when other Institutions are entrusted with managing a portfolio of Affected Securities without their intervention..

II. DELINEATION OF AFFECTED SECURITIES

7.5 The rules applicable to own-account trading by persons subject to the Code, as well as Related Persons, are confined to those securities which are not expressly excluded.



8 PORTFOLIO MANAGEMENT CONTRACTS

I. SIGNING PORTFOLIO MANAGEMENT CONTRACTS

8.1 Persons subject to the Code as well as Related Persons may underwrite portfolio management contracts with Institutions which are legally permitted to do so.

8.2 Persons subject to the Code who underwrite portfolio management contracts are obliged to notify the Compliance Department in writing, indicating the date the contract was signed and enclose a copy of the contract. In addition, if prior to being subject to the Code another similar contract had already been signed Compliance must be notified immediately.

8.3 Persons subject to the Code who have underwritten portfolio management contracts must provide the Compliance Department with all the information relating to activities carried out under these contracts. In addition, the management company must be notified of its obligation to comply with Compliance Department's request for any information relating to transactions with Affected Securities.

II. TRANSACTIONS ORDERED BY PERSONS SUBJECT TO THE CODE

8.4 Any transaction ordered expressly by a person subject to the Code, or by any Related Persons even while underwriting a portfolio management contract, will be deemed as an own-account transaction and therefore must be carried out in accordance with the instructions detailed in Chapters 9-11 of the Code

9 GENERAL RESTRICTIONS FOR OWN-ACCOUNT TRADING

9.1 All persons subject to the Code will be subject to the general restrictions regarding own-account trading as detailed in the following sections.

I. PROHIBITION FROM USING PRIVILEGED INFORMATION

9.2 The same procedure as described in section 4.10 of the Code is to be followed.

II. TRADING

9.3 All buying or selling transactions of Affected Securities made by persons subject to the Code, to their own account, must be made through one of BBVA Group's channels available for non-institutional clients. The Compliance Department will keep an updated list of the channels available and notify persons subject to the Code.

9.4 At all times, the Compliance Department will determine which Affected Securities are excluded in relation to all or some of the persons subject to the Code, as described in section 9.3 above, indefinitely or for a specific amount period of time.

9.5 In exceptional circumstances, if an transaction cannot be carried out directly through the BBVA Group, the person subject to the Code:

9.5.1 Must request authorisation from the Compliance Department to transact business through another financial intermediary.

9.5.2 Must notify the Compliance Department of the conditions in which the transaction took place within five days following the transaction.

9.5.3 When the Compliance Department so requires, must notify the other financial intermediary, authorising said intermediary to send the necessary information relating to the Affected Securities in question to the BBVA Group's Compliance Department.



III. FORMULATING ORDERS

9.6 Orders will always be transmitted in the manner corresponding to the channels chosen for the transaction.

9.7 Those orders will be added to the corresponding order confirmation file for Institutions belonging to the BBVA Group involved in the transaction, the confirmation will be filed for the period of time legally required by the person subject to the Code.

IV. PROVISIONING FUNDS OR SECURITIES

9.8 Persons subject to the Code will not formulate any own-account orders without first ensuring that there are enough funds available or without accrediting the ownership of the Affected Securities or the corresponding rights.

V. MAINTAINING SECURITIES IN PORTFOLIO

9.9 Persons subject to the Code must keep the Affected Securities mentioned below in their portfolio before divesting or cancelling them, as applicable:

9.9.1 BBVA stock and derivatives or other financial instruments whose underlying product in BBVA stock: 20 trading sessions.

9.9.2 Other Affected Securities: 3 trading sessions.

9.10 These minimum periods may be extended on the basis of the specific post or function of the person subject to this Code. The Compliance Department or the Officer in charge of the Area shall inform persons subject to this special restriction of the minimum period applicable to them

VI. PROHIBITIONS FROM OPERATING UNDER SPECIAL CIRCUMSTANCES

9.11 Persons subject to this Code who have access to information not yet disclosed to the market regarding BBVA's quarterly, half-yearly or annual financial statements, may not engage in own-account trading with this stock as of the moment they have knowledge of said information until after it is published.

9.12 This same time restriction shall be extended to any other Affected Security when the persons subject to this Code have knowledge of their financial and business results prior to their publication.



VII. EXCEPTIONS TO THE GENERAL RESTRICTIONS

9.13 In accordance with section 2.5.2 and as determined by the Compliance Department, persons subject to the Code who conduct most of their business activity in a financial institution not part of BBVA Group, and who have their own Code of Conduct may choose to conduct their own-account transactions through the BBVA Group or through the Institution in which they conduct most of their business:

9.14 In the case described in the previous point and in those exceptions authorised pursuant to part 2.5.3, when the Institutions chosen to conduct the transactions does not form part of the BBVA, persons subject to the Code must:

- notify the Compliance Department of their choice

- inform the BBVA Group Compliance Department of those own-account transactions involving securities issued by the BBVA Group as well as any other securities for which they has information as a result of their dealings within the BBVA Group

10 SPECIAL RESTRICTIONS FOR OWN-ACCOUNT TRADING

I. APPLICATION OF SPECIAL RESTRICTIONS

10.1 The Compliance Department may determine, in special circumstances, whether to apply special restrictions, in addition to those mentioned in the sections above, to persons subject to the Code as well as to Related Persons.

10.2 These restrictions can apply permanently to persons subject to the Code who perform a specific function or form part of Areas or specific Groups of the BBVA Group.

10.3 Moreover, these restrictions can temporarily apply to other persons or Areas of the Group that may incidentally have access to Privileged Information.

10.4 In any of the cases mentioned above, the Compliance Department will notify those persons who are directly affected which specific restrictions apply to them as well as to the amount of time for which those restrictions are in force.

10.5 The Compliance Department may apply one or more of the following special restrictions

II. PRIOR COMMUNICATION OF TRANSACTIONS TO BE PERFORMED

10.6 Persons subject to the Code who are subject to this restriction must notify the Compliance Department, the company body, or person designated for this purpose, of the transaction to be performed on the Affected Securities, in the session immediately prior to the desired transaction.

III. PRIOR AUTHORISATION FOR TRANSACTIONS

10.7 Persons subject to the Code to whom this restriction applies may not conduct activities without prior authorization from the Compliance Department, the company body, or person designated for this purpose.

10.8 The person subject to the Code will be notified of the authorisation no later than one working day after the request is received.



10.9 The authorisation to conduct a given transaction will be valid to be transmitted to the chosen channel for its execution during the session on the day in which it was received and for the session immediately following.

10.10 The Compliance Department can determine if certain persons subject to the Code are forbidden from transmitting orders to conduct authorised transactions until the following session in which proper authorisation has been received.

IV. PROHIBITION FROM TRADING CERTAIN SECURITIES

10.11 Persons subject to the above restriction may not trade certain Affected Securities. This restriction may either be permanent or temporary, depending on the Area, Department, function performed or position held by the person subject to the Code.

10.12 In each case, the Compliance Department will determine who is subject to this restriction, which the Affected Securities are and how long the restriction will be in force.

V. DISCRETIONARY MANAGEMENT OF MOVEABLE PROPERTY

10.13 The Compliance Department can propose to the BBVA Executive Area that the portfolio of Affected Securities belonging to persons subject to the Code, because of their employment or function, be managed at the discretion of an institution qualified to do so during the time in which said person is in that situation.

10.14 The Compliance Department will notify those persons to whom this applies.

10.15 Persons subject to this restriction can only set criteria regarding the structure of their securities portfolio, specifying sectors and/or types of securities in which they wish to invest through the financial institution in charge of portfolio management.

10.16 However, persons subject to this restriction can issue orders to operate only in the following cases:

10.16.1 Regarding Initial Public Offerings of Affected Securities



10.16.2 Regarding BBVA Shares, or on any security which can directly or indirectly lead to subscription or purchase thereof, when these are related to investment plans marketed by the BBVA Group.

10.17 Under exceptional circumstances where persons affected by this restriction wish to conduct an own account transaction other than those set out in the section above, they must request authorisation from the Compliance Department. Said department will send a reply within a period not longer than three days from the time the request was received



11 NOTIFICATION OF OWN-ACCOUNT TRANSACTIONS

I. OBLIGATION TO NOTIFY

11.1 All persons subject to the Code must notify the Compliance Department in the first days of each month of all own-account transactions which took place the month before.

11.2 The Compliance Department will maintain an updated list of securities which are excluded from the obligation to notify, as well as persons subject to the Code for whom this exemption applies

II. COMMUNICATION PROCEDURES

11.3 To this effect, the Compliance Department will, in the first days of the month, send a report to persons subject to the Code which will include a detailed description of own-account transactions that took place the month before. Once the report has been signed, it should be returned to the Compliance Department expressing agreement with the transactions it contains or in the event there are discrepancies, adding, eliminating, or modifying the transaction or transactions which apply.

11.4 The Compliance Department must be notified of any transaction, proper authorisation included, which is conducted through a financial intermediary within five business days following the transaction.

11.5 Likewise, should the Compliance Department so request, persons subject to the Code must at any given time, in writing, provide a detailed description of own-account transactions.

11.6 All communication and information detailed in the sections above will be filed by the Compliance Department in such way as to guarantee confidentiality

12 CONTROLLING INFORMATION: OBJECTIVES AND INFORMATION BARRIERS

I. OBJECTIVES

12.1 This Code of Conduct, among other things, aims to establish rules and procedures in order to:

- 12.1.1. Avoid the uncontrolled flow of Privileged Information between the different Areas of the BBVA Group.
- 12.1.2 Guarantee that decisions in the securities markets are taken independently within each Area.
- 12.1.3 Control the occurrence and existence of conflicts of interest.

II. ESTABLISHING INFORMATION BARRIERS

12.2 In order to meet the objectives mentioned in the section above, the following chapters will establish a series of measures and procedures defined as Information Barriers.

12.3 First, and solely for the purpose of the Code, Chapter 3 defines what Separate Areas are in the BBVA. Chapter 14 then refers to the Areas defined as Non-Separate Areas.

12.4 Chapter 15 below brings together a series of general measures aimed at protecting information which must be adopted by all those in possession of Privileged Information.

12.5 The special functions performed within the Separate Areas require additional measures to control the information detailed in Chapter 16.

12.6 Once these measures have been established, a series of procedures will be adopted to control the flow of Privileged Information between the different Areas detailed in Chapters 17 and 18.

12.7 Lastly, Chapter 19 defines a series of guidelines aimed at controlling the decision making on transactions related to the securities markets.

13 SEPARATE AREAS

I. DEFINING SEPARATE AREAS

13.1 For the purpose of the Code, a Separate Area is defined as each of the departments or areas of the BBVA Group engaged in activities managing their own or third-party portfolios or financial analysis, and others who may have access to Privileged Information with certain frequency, including those engaged in investment banking activities, intermediation in negotiable securities and financial instruments and the Compliance Department itself.

13.2 The Compliance Department shall determine which departments and areas of the BBVA Group may be considered Separate Areas on the basis of the criteria established in the previous part.

II. STRUCTURE OF SEPARATE AREAS

13.3 Each of the Separate Areas has one or more Officers appointed by the General Manager with competence in such matters, which, along with the Compliance Department, will supervise the correct transaction of procedures established within their area of competence, to ensure compliance with the rules outlined in the Code.

13.4 The Compliance Department will keep an updated list of employees who provide services in any of the Separate Areas. The officers responsible for each Area will provide the information needed to compile this list.

14 OTHER AREAS IN THE GROUP

14.1 For purposes of the Code, Non-Separate Areas are defined as those Areas of the BBVA Group which have not been previously defined as Separate Areas.

14.2 Each of the Non-Separate Areas will have one or more Officers appointed by the General Manager with competence in such matters, to work with the Compliance Department in supervising the procedures established within their areas of responsibility to ensure compliance with the rules outlined in the Code.

14.3 The Compliance Department will keep an updated list of employees subject to the Code who lend their services in any of the Non-Separate Areas. The officers responsible for each Area will provide the information needed to compile this list.

15 GENERAL RULES TO PROTECT INFORMATION

15.1 The measures described in the following section are applicable to all persons subject to the Code whether or not they belong to an Area classified as Separate.

15.2 Apart from being bound in a general manner to confidentiality regarding unpublished information to which they may have access in pursuit of their job or post, everyone with access to information which may classify as Privileged must exercise caution to ensure proper safekeeping and prevent it from reaching persons who should not have access to it, even within the same Area.

15.3 To enforce the legal obligation to keep information safe, without prejudice to the adoption of any additional measures that may be implemented in the different Areas of the Group, in accordance with section 4.15.2 above, special consideration should be given to the measures outlined in the following sections

I. LOCATING INFORMATION AND IDENTIFYING INSIDERS

15.4 Persons subject to the Code who are in possession of Privileged Information must notify the officer in charge of his Area.

15.5 Officers in charge of an Area, whether Separate or otherwise, must notify the Compliance Department of any Privileged Information in their Area, and of any person in said Area who also has access to the information and others to whom the information was disclosed, including the date on which each of them accessed the information.

15.6 Persons subject to the Code who have unrestricted access to information (and rank superior to the officers responsible for each Area in the Bank organisation) and who know of Information which could be considered Privileged must notify the Compliance Department.

15.7 In any correspondence on transactions or projects which contain Privileged Information, a code name must always be used. The code name will be assigned by the superior officer in charge at the beginning of the transaction and disclosed to the persons who have had access to the information (insiders) as well as to the Compliance Department. Henceforth, the code name will be used without mentioning the real name of the companies involved..

II. LISTS OF SECURITIES AND INSIDERS

15.8 The Compliance Department will keep an updated list of Privileged Information based on the information it has received, which will enable it to draw up a list of Prohibited Securities, i.e. those affected by Privileged Information.

15.9 The Compliance Department shall also keep a list of direct or indirect employees of the Institution subject to the Code, working for it under an employment or outsourcing contract or otherwise, who may have access to Privileged Information. This list shall be called the List of Insiders and shall include a) their identity; b) date on which they accessed the information; c) reasons why they appear on the list and d) dates on which the lists were created and updated.

15.10 The List of Insiders must be updated immediately:

15.10.1 When there is a change in the reasons why a person is on the list.

15.10.2 When a new person needs to be added to the list.

15.10.3 When a person on the list ceases to have access to Privileged Information, recording the date on which they ceased to have such access.

15.11 The Compliance Department shall expressly advise persons on the List of Insiders of the confidential nature of the information, their duty to maintain confidentiality and prohibitions regarding its use. It shall also inform them on infractions and penalisation in the event of improper use. Insiders shall be informed of the cases established under personal data protection legislation.

III. PHYSICAL PROTECTION OF INFORMATION

15.12 Persons subject to the Code must adopt or encourage measures aimed at ensuring that the hardware containing the information (documents, files, open-access shared Web resources, diskettes, etc.) is not open to uncontrolled access by Outsiders.

15.13 The officer responsible for each Area must establish concrete measures to be applied in each situation.

IV. CONTROLLING THE TRANSFER OF INFORMATION

15.14 Knowledge of projects or transactions containing Privileged Information should be strictly confined to people within and outside the organisation for whom it is absolutely necessary. In such case, the rules contained in Chapter 17 must be followed. Thus, necessary measures should be adopted to refuse access to said information by persons who should not have it in pursuit of their duties.

15.15 No aspect of projects or transactions containing Privileged Information can be discussed in public places (elevators, trains, airplanes, taxis, restaurants, etc.) or in areas where there is a risk of being overheard by persons to whom the information should not be disclosed.

15.16 Conference rooms must be checked before and after meetings to ensure that no documents containing confidential information remain behind. Special care must be exercised with notes, diagrams on boards or flip-charts or similar materials.

15.17 Extreme caution must be taken when using unprotected media, e.g. mobile phones, faxes or electronic mail. In particular, information must not be sent to terminals that are unmanned at time of sending or to which Outsiders could have access.

15.18 Particular care and discretion should be exercised to minimize the exposure of temporary staff to Privileged Information.

V. APPLICATION

15.19 The officer responsible for each Separate Area will determine which measures apply to his/her Area and will be entrusted with adopting and enforcing these measures among the Area's staff

16 ADDITIONAL MEASURES AIMED AT OVERSEEING INFORMATION

16.1 The special business functions carried out within the Separate Areas require additional measures to those detailed in the previous section, aimed at controlling information

I. PHYSICAL BARRIERS

16.2 SEPARATIONS

Reasonable, proportional physical arrangements will be set up in order to avoid the flow of information between the various Separate Areas, and between the Separate Areas and the rest of the Bank.

16.3 LOCATION

Separate Areas will be physically distanced and/or differentiated, to the extent required by the size of the Group or Area. They will either be placed in a different location or on a separate floor or space clearly separate from and differentiated from others in the same building.

16.4 RESTRICTED ACCESS

Access to the Separate Areas will be restricted. The Compliance Department along with the person in charge of each Area will determine which Separate Areas require special measures in order to control access to them. Se restringirá el acceso a los espacios físicos en los que se encuentren ubicadas las Áreas Separadas. La Unidad de Cumplimiento Normativo junto con el Responsable de cada Área determinarán qué Áreas Separadas precisan medidas especiales de control de acceso.

II. SPECIFIC PROCEDURAL CONTROLS

16.5 Specific internal procedures will be drawn up to establish formal requirements, verification and other measures considered suitable to ensure strict compliance with the Code, especially regarding controls to prevent free, indiscriminate access of Privileged Information.

III. APPLICATION

16.6 The officer responsible for each Separate Area in cooperation with the Compliance Department will determine which specific measures apply to their particular Area, and will be responsible for adopting and enforcing said measures among the Area's staff.

17 CONTROLLING THE FLOW OF INFORMATION

17.1 In addition to the aforementioned measures, a set of guidelines and procedures must be drawn up to allow the controlled flow of Privileged Information, under specific circumstances. In these cases, the following rules must be observed:

17.2 The transfer of Privileged Information within the Separate and Non-Separate Areas should only occur for strictly professional reasons and when this type of information is needed to conduct a transaction or to make a decision.

17.3 Any transfer of Privileged Information between persons from different Areas must be reported to the Compliance Department, pursuant to part 15.5 above.

17.4 Should it be necessary to pass Privileged Information to persons who do not belong to the BBVA Group, the Compliance Department must be notified. Those who are to receive the information must sign a confidentiality agreement.

17.5 Should an transaction or decision require temporary incorporation of a person from an Area other than the BBVA Group, the following will apply:

17.5.1 These persons will be considered part of the Area in which they are working for the period of time in which they lend their services.

17.5.2 These persons may not pass on the Privileged Information disclosed to them as a consequence of their secondment to members of the Area where they normally work, or to any other person, except under the guidelines previously established in this Chapter.

18 SPECIAL ACTIVITIES

18.1 Mention must be made of the following Areas because of the special characteristics of their business:

I. FINANCIAL ANALYSIS

18.2 Institutions or persons subject to the Code who draw up and/or disseminate information intended for publication related to one or various financial instruments or securities or with their issuers, including any report on their present or future value or on their price that may advise or suggest an investment strategy must:

18.2.1 Be fair, professional and impartial in drawing up the reports.

18.2.2 Base their opinions on objective criteria and not make use of Privileged Information.

18.2.3 Disclose to customers, in an easily visible part of reports, publications or recommendations, any relevant affiliation between the BBVA Group and the Institutions being analysed, including commercial relations and core holdings that the BBVA may have or be going to have with said Institutions or said Institutions with BBVA, and any potential conflict of interest that may arise.

18.2.4 Clearly state on their documents that these do not constitute a call or put bid on securities.

18.2.5 Refrain from taking own-account positions in securities or financial instruments subjected to a specific analysis, from the moment when the conclusions of said analysis are known to when the recommendation or report is published, unless the position originates in previously acquired commitments or rights or in transactions to hedge such commitments. This exception shall only be applicable if the decision was not based on knowledge of the outcome of the report.

18.2.6 Refrain from distributing reports or analysis which contain investment recommendations whose sole aim is to benefit the company.

18.2.7 Guarantee equal treatment for all customers, avoiding favouring one over others when distributing the recommendations and reports.

18.3 Information advising or suggesting an investment strategy shall be taken to mean any information that directly or indirectly expresses a specific investment recommendation regarding a financial instrument.

18.4 From time to time, the officer in charge of the Research Department must furnish the Compliance Department with a schedule of reports on specific companies that it is expecting to draw up in the near future and immediately send along any report it publishes..

II. TREASURY-STOCK MANAGEMENT ACTIVITIES

18.5 For the purpose of the Code, Treasury-Stock Management refers to transactions on BBVA shares. Generally, these types of transactions provide investors with adequate volumes of liquidity and depth in that particular security and reduce possible temporary imbalances between supply and demand.

18.6 It must be noted that Treasury Stock Management can give rise to, in certain cases, a series of Conflicts of Interest with the rest of the investors. This could arise from knowledge persons belonging to the Institution have about the Institution itself on the evolution and future expectations of their business.

18.7 In order to avoid possible Conflicts of Interests, it is necessary to include this Area within Information Control to ensure that persons in this area do not have uncontrolled access to Privileged Information existing in other Areas.

18.8 Consequently, investment or divestment decisions will be made within the area of Treasury Stock Management by persons who have not had knowledge of Privileged Information which affect security.

18.9 Moreover, when conducting transactions involving treasury stock, the following will apply:

18.9.1 Buying and selling transactions involving BBVA shares must be properly conducted to ensure the correct price formation of a security.

18.9.2 The Treasury Stock Management Department is responsible for maintaining a list of all transactions on BBVA shares. This list should include all the information necessary to correctly identify each transaction..

III. ACTIVITY OF LENDING SECURITIES

- 18.10 For the effects of this Chapter, the lending of securities is understood to be of the kind regulated under article 36.7 of the Securities Market Act 24/1988, 28th July. Consequently, this concept of lending would cover those transactions in which a person or institution holding certain securities negotiated on a secondary market or identical to others that will be subject to a public offering for sale or subscription, lends these for a specific time period to another person or institution, so that they may use them to divest, for a new loan or to serve as collateral in a financial transaction.
- 18.11 In order to avoid improper information flows and potential Conflicts of Interest that these may engender, some guidelines are given below for the Areas and persons within the Bank any way involved in such activity.
- 18.12 Those Areas that carry out any activity related to contracting or settling transactions of this type shall be subject to the Information Control System established herein, ensuring that these people do not have uncontrolled access to information existing in other areas.
- 18.13 Likewise, persons in each Area or Department involved in the contracting or settlement of these operation, or intervene in said processes in any way, must maintain the strictest confidentiality regarding any aspect related to them. They may only pass on said information to other persons or institutions for strictly professional reasons that make such transmission necessary in order to successfully conclude the transaction or settlement or post it to the books.
- 18.14 The moment that anyone subject to the Code identifies a potential Conflict of Interest, they must adopt due measures in compliance with Chapter 5 of this Code.
- 18.15 The above notwithstanding, the officers in charge of the Areas involved in the activity of lending securities may establish specific procedures or additional oversight measures that help avoid the appearance of any Conflicts of Interest amongst the members of said Areas and any other people or institutions.
- 18.16 In all events, the Areas contracting the securities loan transactions must keep a record of them, containing the legally required data. This record must correspond with the order forms file and the transactions record established under the Securities Market's regulations.

19 DECISIONS ON TRANSACTIONS CONCERNING THE SECURITIES MARKETS

19.1 The rules outlined below apply exclusively to decisions on acquisitions, transfers or sales of Affected Securities and to specific transactions concerning listed securities.

19.2 Within this context, decisions must be taken independently by those persons authorized to do so, without accepting specific orders or recommendations from persons belonging to other Areas.

19.3 In any event, persons in possession of Privileged Information regarding the security in question, must refrain from taking part in the decision to buy or sell the Affected Securities or shares in a listed company, as well as projects or transactions relating to the securities in question.

19.4 Executives who are not restricted by the Information Barriers and are part of Committees or Bodies which merely set general criteria, and do not recommend or approve transactions concerning certain securities, are not required to refrain from such activities.

19.5 Should there be doubt on the Privileged nature of the Information, enquiries should be directed to the Compliance Department.

20 RELEVANT INFORMATION

I. DEFINING RELEVANT INFORMATION

20.1 Relevant Information is defined as any information whose disclosure could reasonably lead an investor to buy or offload securities or financial instruments and could therefore have a considerable impact on their price in the secondary market.

II. DUTY TO REPORT RELEVANT INFORMATION

20.2 Security Issuers are obliged to immediately disclose any Relevant Information to the market by notifying the National Securities Market Commission (hereinafter CNMV). Likewise, when there is a significant change in relevant information that has been reported, this must be disclosed immediately to the market in the same manner.

20.3 Relevant Information will be reported to the CNMV prior to its disclosure via any other media and as soon as the event is known, the decision adopted or the agreement/contract signed.

20.4 The disclosure will be made by one of the spokespersons whom the BBVA Group has appointed specifically for this purpose. Its contents must be correct, clear, complete and when the nature of the information so requires, quantified in such a way as to prevent it from being misleading or confusing. The disclosure of Relevant Information may not be combined with the revelation of marketing information in a manner that could be misleading.

20.5 The Issuer must diligently attempt to ensure that the Relevant Information is disclosed in the most synchronised form possible to all the different investor categories in the European Union member States where BBVA has requested or received stock listing.

20.6 Security Issuers will also disclose this information on their websites.

20.7 When the Issuer considers the information should not be made public because it could affect its legitimate interests, it must immediately inform the CNMV. The CNMV may grant exemption from this obligation when it considers that disseminating such facts would be contrary to public interest. It may also grant exemption if disseminating such facts could cause serious harm to whoever disseminated them should it be unlikely that such omission could mislead the public about facts and circumstances whose disclosure is essential to evaluate the Affected Securities.

20.8 The obligation of public disclosure will not include acts of study, preparation or negotiation prior to adopting decisions that are considered relevant, provided due confidentiality safeguards are taken. In particular, this applies to acts such as the following:

20.8.1 Ongoing negotiations, or circumstances related to them, when the outcome or the normal development of these negotiations could be affected by public disclosure of the information. Specifically, in the event of grave and imminent danger to the issuer's financial feasibility, market disclosure may be postponed for a limited time if it could seriously jeopardise the interest of existing and potential shareholders, undermining the conclusion of specific negotiations intended to guarantee the issuer's long-term financial recovery.

20.8.2 Resolutions adopted or contracts signed by the administrative body of an issuer that need to be approved by another in-house management body to become enforceable, when the way this organiser is organised requires separation between the two bodies, and public disclosure of the information prior to approval along with the simultaneous announcement that said approval is pending could jeopardise the market's correct evaluation of the information.

20.9 The above notwithstanding, when issuers or persons acting on an issuer's behalf or to an issuer's account reveals Relevant Information in the normal pursuit of their duties, profession or employment, this information must be published in its entirety. Should the disclosure be intentional, this comprehensive publication must take place simultaneously; should it be unintentional, then as soon after the original disclosure as possible. This duty is not applicable if the person receiving the information is bound to confidentiality, regardless of whether this information is based on a law, regulation, bylaw or contract.

III. OVERSIGHT MEASURES

20.10 Generally, any decision which could have an effect on the price of a security issued by BBVA Group can be subject to previous enquiry before the corporate body involved adopts a resolution. During this enquiry, any facts relating to the transaction or event can constitute Privileged Information, to the extent that it could become Relevant Information.

20.11 Should information be considered Privileged Information, the due oversight measures must be adopted as described in the Code of Conduct. However, should the issuer be unable to guarantee the confidentiality of the Privileged Information in question, it should immediately disclose it to the market.

20.12 Institutions subject to this Code must adopt the following controls for securities they issue:

20.12.1 Supervise the market prices for said securities and the news issued by the financial and business information professionals and other media that may affect them.

20.12.2 Should the trading volumes or prices for the securities show anomalies and there be rational indications that these are a consequence of early, partial or distorted disclosure of a transaction that could have a considerable affect on the price, the Relevant Events should be disclosed immediately. This disclosure must give clear, exact information on the situation of the current transaction and/or contain advance information of facts to be supplied, unless there is legitimate interest in keeping the information confidential. In such case, the CNMV must be notified with reserved information, in compliance with the provisions of 20.7 above.

21 KNOWLEDGE AND ACCEPTANCE OF THE CODE OF CONDUCT

21.1 Persons who are bound by the Code of Conduct shall acknowledge that they have read and understood the rules established herein. By signing the binding document, they agree to adhere to the rules set forth herein.

21.2 Moreover, they must know and comply with current securities markets legislation which affects his/her specific area or function and specifically with the General Rules of Conduct on the Securities Markets (Annex to Royal Decree 629/1993, 3rd May, regarding Rules of Conduct on the Securities Markets and Mandatory Registers) included as an Annex to this document

22 CONSEQUENCES OF FAILING TO COMPLY WITH THE CODE OF CONDUCT

22.1 Failure to comply with the Code of Conduct as referred to in the Securities Markets Act and the Securities Markets Code of Conduct (Annex to Royal Decree 629/1993, 3rd May) may result in disciplinary or legal action as well as loss of employment

23 PERIOD OF VALIDITY

23.1 This version of the Code of Conduct was ratified by BANCO BILBAO VIZCAYA ARGENTARIA, S.A., Board of Directors on 28th February 2006.

23.2 Upon signing the binding document all persons subject to the Code will be required to comply with its content. Until this document is signed any Internal Regulations or Codes of Conduct which may apply will continue to be in force.

23.3 Once the Code of Conduct has been signed by those subject to it, applicable Internal Regulations and Group BBVA Codes of Conduct will become null and void and replaced by the Code

SECURITIES MARKETS GENERAL CODE OF CONDUCT

Article 1. Impartiality and good faith.

All persons and Institutions must conduct business with impartiality and, never placing their own interests above those of their customers, they must work for the benefit of their customers and promote an orderly market. To this end, the following rules must be observed:

1. They must not induce a false increase in prices for their own benefit or that of third parties.
2. They must not favour own-account trading of securities in identical or better conditions than those given to their customers. This includes both customers who have given a firm order and those for whom a portfolio is being managed by virtue of generic or specific mandates.
3. When orders are being negotiated that are Grouped by own or third-party accounts, caution should be exercised to ensure that the distribution of securities purchased or sold, or any potential profits are not detrimental to any customer whether the order has been totally or partially executed.
4. Without prejudice to the right to trade freely and establish fees, no Institution may offer advantages, incentives, compensations or indemnity of any kind to special customers or to those who may influence the institution when such actions could be harmful to other customers or detrimental to market transparency.
5. No Institution may engage in a business transaction with the sole aim of benefiting themselves. Thus, Institutions must not conduct business with the sole aim of receiving or increasing their fees when this is not necessary and does not benefit the customer.
6. Institutions must not act prematurely on their own account, nor induce a customer's transaction when the price may be affected by an order from any other customer.
7. Institutions and their employees are prohibited from soliciting or accepting gifts or incentives, either directly or indirectly, which may have an influence on customer transactions or give rise to conflicts of interest with other customers by either distorting their advice, violating due discretion, providing false information or any other unjustified cause.

Article 2. Due Care and Diligence

Institutions should act with due care and diligence while conducting business, acting strictly on their customers' orders and under the best possible terms, keeping in mind the rules for each market.

Article 3. Internal Organisation

Institutions must organise and control their internal organization in a responsible manner, adopting the necessary measures and using the proper resources to ensure that their business is conducted efficiently. Consequently:

1. They must establish administrative and accounting procedures to adequately control the activities they wish to perform including risks and ensuring an appropriate level of security for computer systems, and prevent unauthorised access to them
2. No Institution will accept a transaction if it does not have sufficient resources and means to adequately perform the transaction.
3. Institutions must have organisational procedures to ensure proper commercial expansion, in particular procedures regarding the opening of branches and other representative establishments.
4. Institutions must ensure that information derived from the various activities is not directly or indirectly within the reach of others. Each function must therefore be performed independently. Furthermore, over and above the separations mentioned above, measures must be established to avoid conflicts of interest within the Institution itself and between its different Group Institutions, when making decisions.
5. Institutions must adopt appropriate control measures so that members of management, employees or representatives comply with the Code of Conduct and other Internal Conduct regulations which Institutions have established with regard to the previous article.
6. Institutions must establish proper procedures and control measures to prevent parallel or fraudulent activities with customers by employees and representatives.
7. Companies as well as individual entrepreneurs must provide the necessary resources so that customers' interests will not be harmed should trading be stopped or interrupted.

Article 4. Information about Customers

1. Institutions should seek from customers the information needed for proper identification, as well as any information about their financial situation, investment experience and investment goals which might reasonably be expected to prove relevant in enabling the institution to provide the services required.
2. In keeping with the paragraph above, information obtained from customers will be confidential and cannot be used for purposes other than those for which the information was provided.
3. Institutions must establish an internal control system to prevent the dissemination or use of customer information.

Article 5. Information for Customers

1. Institutions will provide customers with such information available to them as the customer needs in order to make investment decisions. The Institution must also provide customers with the time and attention needed to find the most suitable products and services to achieve their goals.
2. Institutions must periodically update the necessary information systems, in order to provide customers with all relevant information.

3. Customer information must be thorough, clear, correct, precise, and delivered in a timely manner to prevent incorrect interpretation and highlighting the risks each transaction entails, in particular high risk financial products, so that the customer knows exactly the effects of the transaction. Any forecast or prediction must be reasonably justified and accompanied by the proper explanation to prevent misunderstandings.
4. All information which the Institutions, their employees or representatives give to customers must represent the opinion of the Institution on the matter in question and must be based on objective criteria, without using Privileged Information. To this end, the institution must keep a file of reports or research used to formulate the recommendations.
5. Institutions must notify customers promptly of all incidents relating to their transactions, immediately carrying out new instructions when befitting the customer's interest. Only when it is impossible to do so for reasons of time, will the institution take the necessary measures befitting the customer's interests, applying the principle of prudence.
6. Customers must be notified of any economic relationship between the institution and other Institutions which could act as counterparties.
7. Institutions that advise customers must:
 - a) Draw up reports which are fair, professional and impartial.
 - b) Notify customers of any economic relationship which exists or could be established in the future between said Institutions and those providers whose products they are advising on.
 - c) Refrain from trading for themselves before disseminating research or analysis which could have an affect on a security.
 - d) Refrain from distributing research or analysis which contain investment recommendations with the sole aim of benefiting the company.

Article 6. Conflicts of Interest

Institutions must avoid conflicts of interest among customers and when these cannot be avoided provide the necessary internal mechanisms to resolve them without favouring one customer above another. To this end, the following rules must be observed:

1. Under no circumstances reveal to a customer an transaction performed by others.
2. Never induce a customer to conduct an transaction in order to benefit another.
3. Establish general allocation rules or norms for the distribution of executed orders in order to avoid conflict in transactions affecting two or more customers.

Article 7. Refusal to contract and the right to abstain.

Institutions must refuse transactions with unauthorised intermediaries or those transactions in which applicable regulation may be violated.