

General Code of Conduct



SECTION I. SCOPE OF APPLICATION OF THE GENERAL CODE

1. Scope of the General Code

The General Code of Conduct (hereinafter referred to as the “Code” or the “General Code”) catalogues the ethical principles and rules of conduct by which all activities of Grupo Santander employees must be governed, and therefore comprises the central component of the Group’s Compliance function.

This Code must be understood and applied along with the other internal regulations of each Santander Group company, and most especially in the corporate frameworks approved by Banco Santander S.A. as the Santander Group parent company, for compliance by its subsidiaries, and in documents adapting or implementing the corporate frameworks and this General Code of Conduct.

Adherence to the General Code of Conduct and the internal regulations is also a mechanism for the prevention of any risks to the Group’s reputation which may arise from any failure to comply with same.

1 bis Scope of application and implementation at subsidiaries

This document was drawn up by Banco Santander, S.A. in its capacity as parent of the Santander Group and was approved by its Board of Directors. It is applicable to the entire group and is furnished to all entities thereof, and it establishes the rules governing the issue concerned by which the entities must abide.

For these purposes, these companies must adopt this Code and are responsible, using this document as a reference, for the preparation and approval by their own governing bodies of the corresponding internal regulations permitting the terms set down herein to be applied, with any adaptations that are strictly necessary to make them consistent and ensure compliance with rules, regulations or the expectations of their supervisors.

This approval must be validated by corporate centre to ensure consistency with the Group’s regulatory framework and internal governance system.

2. Persons Subject to the Code

This General Code and, where applicable, the Codes of Conduct or adaptations drawn up by subsidiaries, apply to the members of management bodies and to all Santander Group employees.

The foregoing is without prejudice to the fact that certain parties are also subject to the Code of Conduct in Securities Markets, or to other codes of conduct specific to the activity or business in which they carry out their functions.

These parties are henceforth referred to as “Persons Subject to the Code”.

3. Obligation to be aware of and observe the General Code

Persons Subject to the Code must be aware of and observe the General Code and cooperate in facilitating its implementation within the Group, which includes notifying the Compliance Function of any breach or apparent breach of the Code of which they become aware. Persons Subject to the Code have the obligation to attend and participate in all training activities to which they are summoned in order to become appropriately acquainted with the Code.

4. Control of application of the Code

1. The Human Resources Function shall ensure that all employees are correctly notified of their subjection to the General Code, as well as any persons who should be subject to its rules because of any of the circumstances referred to in section 2.
2. The Human Resources and Compliance Functions shall report regularly to the Regulatory Compliance Committee on adherence to and compliance with the rules by the Persons Subject to the Code.
3. The notifications contemplated in this Code, as well as any queries from Persons Subject to the Code, shall be addressed to the Compliance Function as a general rule, with the exception of anywhere referral to another department or person is expressly envisaged.

SECTION II. GENERAL ETHICAL PRINCIPLES OF GRUPO SANTANDER

The corporate culture is the mainstay of Grupo Santander's business and acts as a guideline for the Group's relations with its employees, customers, shareholders and society. The mission of the Persons Subject to the Code, as a consequence of their ties to the Santander Group, is to help families and businesses prosper with a Simple, Personal and Fair approach.

The ethical principles of the organisation, good corporate governance and the professional ethics of the Persons Subject to the Code must guide all their actions in conjunction with the corporate pattern of behaviour: "I show respect, I truly listen, I am a straight talker, I keep my promises, I support cooperation, I am passionate about my work, I support people and I drive forward change".

The ethical principles of the Santander Group include the following:

5. Equal opportunities, diversity and non-discrimination

Persons Subject to the Code are selected, remunerated, and promoted in accordance with their skills, training, knowledge, experience, leadership, diversity of thought, personal aspirations and future potential. The objectivity of these decisions cannot be influenced or affected by any other factors. "Meritocracy" is the basic principle when drawing, retaining, recruiting and developing talent.

This commitment is crucial to ensure that the Santander Group has employees who are competent and motivated to carry out its strategy and achieve the business targets set by the Group. And it is, in fact, this very system of meritocracy which makes the Santander Group one of the best companies to work for in all the countries in which it operates.

One of the Santander Group's basic principles is to provide equal opportunities in access to employment and professional promotion, at all times guaranteeing non-discrimination for reasons relating to gender or sexual orientation, race, religion, origins, marital status or social status. Therefore, Persons Subject to the Code involved in hiring, selection and/or professional promotion shall be guided by objectivity in their actions and decisions, being open to diversity and with the aim of identifying those persons most suited to the profile and needs of the position to be filled, fostering equal opportunities, diversity and meritocracy at all times.

In the Santander Group, jobs or contracts must not be offered to persons holding public office or authorities who are, or who have recently been, involved in matters which directly affect the Group's interests.

Direct relatives cannot ask to be appointed to jobs which include hierarchical or functional reporting to another such relative. If someone has a direct family link at present or such a link is established with a person who is a hierarchical superior after recruitment (e.g. marriage to a person who he/she has to report to directly), within the same department, one of the two people will have to be moved to another department within a period of one year.

The Compliance and HR functions will be notified of any violations of these rules.

6. Respect for people

Harassment, abuse, intimidation, lack of respect and consideration or any other type of physical or verbal aggression are unacceptable and will not be permitted or tolerated within the workplace. Persons Subject to the Code with personnel reporting to them in the Group's organisational units shall ensure, with the resources available to them, that such situations do not occur.

All Persons Subject to the Code, especially those with managerial responsibilities, shall uphold at all times and at all professional levels relations based on respect for the dignity of others, participation, equality and reciprocal cooperation, propitiating a respectful working environment in a bid to achieve a positive working atmosphere.

7. Compatibility of work with personal life

In order to implement the corporate social responsibility commitment undertaken by the Group to improve the lifestyles of its employees and their families, Persons Subject to the Code shall uphold a working environment which is compatible with personal development, helping the people in their teams achieve the best possible balance between the requirements of their work and their personal and family requirements.

8. Prevention of occupational risks

Santander considers that the occupational health and safety of the Persons Subject to the Code are fundamental to achieve a comfortable and safe working environment, the constant improvement of working conditions being a priority objective.

Therefore, Persons Subject to the Code shall respect at all times the preventive measures applicable in questions of occupational health and safety, using the resources established by the organisation and ensuring that their team members carry out their activities under safe conditions.

9. Environmental protection and social and environmental responsibility policies

In relation to their own activities or those carried out with third parties, Persons Subject to the Code must commit themselves actively and responsibly to comply with and observe legal social and environmental regulations in force, and the general operating principles of Grupo Santander in relation to sustainability as set out in the General Sustainability Policy, climate change and environmental management policies and Human Rights policies.

Moreover, in activities with sensitive sectors, sectoral policies in relation to defence, energy and soft commodities shall be applicable, in addition to any others which may be implemented in the future.

10. Collective rights

Persons Subject to the Code shall respect the internationally recognised rights of unionisation, association and collective bargaining, as well as the activities undertaken by organisations representing employees in accordance with the functions and competences legally attributed to them, with whom relations shall be maintained based on mutual respect in order to encourage open, transparent and constructive dialogue with a view to consolidating the objectives of social harmony and occupational stability.

SECTION III. GENERAL STANDARDS OF CONDUCT

11. Compliance with rules and regulations (general and internal) and ethical behaviour

1. Persons subject to the Code shall observe both general provisions (laws, regulations, circulars issued by regulatory, supervisory and self-regulating bodies) and the Group's internal regulations applicable to their sphere of activity (including internal policies, procedures, codes and principles, and the Group's risk appetite).

Thus all employees, members of senior management and Board members must fully comprehend their responsibilities, and take responsibility for their activities, observing any requisites that may be applicable to their specific activities as they go about their professional functions.

2. Any Person Subject to the Code who is charged or accused in any criminal proceedings must notify the Human Resources and Compliance Functions as soon as possible. Likewise, Persons Subject to the Code must inform the Compliance and Human Resources Functions of any administrative proceedings affecting them as alleged responsible parties, witnesses or in any other respect which are ongoing with the authorities or the bodies in charge of supervising the activity of the Group's companies, even when their involvement in such proceedings has not arisen from their professional duties.
3. Furthermore, Persons Subject to the Code 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 unadvisable, and on no account may they take place with persons maintaining any type of professional or customer relationship with the Group.

12. Non-competition

1. Persons Subject to the Code must give priority to the exercise of their functions within the Group and may not provide professional services – remunerated or otherwise - for other competing institutions or companies, regardless of the relationship on which such services are based, unless expressly authorised by the Human Resources and Compliance Functions and their superiors (at the Corporation, the Area Manager concerned).
2. Persons Subject to the Code engaged in any other professional activity, including self-employment and/or for non-competing organisations or companies, must notify this circumstance to the Human Resources and Compliance Functions as soon as this arises.

13. 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:

1. They shall be responsible for achieving the level of skills needed to best perform their duties.
2. They shall observe any external and internal regulations applicable depending on the type of operation concerned and, where applicable, the rules and rates established by the Group for the purposes of determining prices and conditions of any operations in which they are involved.
3. They shall adhere to the procedures established internally, especially those concerning the exercise of powers and application of risk thresholds.
4. They shall keep accurate and strict accounting records of all transactions contracted, and maintain the files and registers required in their activity with equal criteria.
5. They shall observe the regulations concerning safety and hygiene in the workplace, in order to prevent and minimise occupational hazards.

14. Commitment to the Group

Persons Subject to the Code shall act at all times in the best interests of the Group, making appropriate use of the resources placed at their disposal and avoiding any action which could be detrimental to it. They shall refrain from using for personal benefit any business opportunities that are in the Group's interest.

SECTION IV. STANDARDS OF CONDUCT FOR CERTAIN SPECIFIC SITUATIONS

CHAPTER I. CONFLICTS OF INTEREST

15. 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 related 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.

16. Relations with the Group

1. Persons Subject to the Code may maintain customer relations with the different Group institutions, provided they are typical of the corporate purpose of the respective institution and under market conditions (or conditions established generally for employees). However, except in the case of transactions arising from a public tender or unless express authorisation has been issued by the Human Resources and Compliance Functions, Persons Subject to the Code may not acquire or lease, either directly or through related parties, any assets or goods belonging to the Group. These same restrictions and authorisations shall be applied in cases of transfer or leasing to the Group of assets or goods belonging to Persons Subject to the Code or persons related to the latter.

In this regard, the Human Resources and Compliance Functions shall guarantee the transparency of the operation and also equal access for other interested parties, and shall also ensure it is carried out under market conditions and does not constitute a conflict of interest or possible access to or use of insider information.

2. Persons Subject to the Code shall abstain from participating (whether in taking decisions or acting in representation of the Group) in transactions of any type carried out by a Group institution in which they or any person related to them have any personal interest. Therefore, and notwithstanding this general rule:
 - a) They shall not participate in or influence the procedures for the signing-up of products or services with companies or persons with whom the person subject to the code has any economic or family relationship.
 - b) They shall not give any special treatment or working conditions on the basis of personal or family relationships.

17. Banking transactions. Approval and conditions of transactions

1. Persons subject to the code whose sphere of responsibilities include the authorisation of transactions or power of attorney for contracting such transactions shall abstain from approving, establishing the conditions of, drawing up proposals for, preparing reports on, intervening in or influencing in any other way the procedures concerning those transactions in which they themselves appear as beneficiaries or guarantors.
2. The abstention obligation stated in point 1 above shall apply to transactions of customers who are related to or share economic interests with the Person Subject to the Code concerned, and transactions involving legal entities to whom the latter may be linked by holding a significant stake in the capital of such entities, by providing some type of service (financial, tax, work-related, etc.), by being a director of such entities or being an authorised signatory thereof.
3. Whenever any of the situations described in the above points is applicable to a Person Subject to the Code, he/she shall immediately inform his/her immediate supervisor. In all cases, the person subject to the code so affected shall abstain from acting in or influencing the transaction in question, and his/her immediate supervisor or another person with authority designated by the latter shall be responsible for drawing up the proposal, preparing the report or taking the respective decision on the proposed transaction, placing this fact on record in the respective documents.

18. Investment in businesses in which the Group holds a stake

If the Person Subject to the Code wishes to participate in any business in which the Group holds a stake or a direct interest ("co-investment") or even in any business in which the Group has renounced its stake, he/she must obtain prior authorisation from his/her superior (at the Corporation, the Area Manager concerned) and from the Compliance Function, once it has been verified that there is no possible detriment to the Group's interests and that no conflict of interest in any respect has occurred or shall occur in the future.

Until both authorisations have been received in writing, the investment or stakeholding by the Person Subject to the Code may not take place.

19. Relations with suppliers

Notwithstanding application of the provisions of section 17:

1. Persons Subject to the Code who, in the exercise of their functions, are involved in decisions concerning the award, contracting of supplies or services or the establishment of their economic conditions shall be subject to the Conduct Policy for Purchase Management, and their conduct must adhere to the guidelines stipulated to this end in said Policy.
2. In any case, all Persons Subject to the Code shall avoid any type of interference that could affect their impartiality or objectivity in their relations with service providers.
3. Whenever possible, relations involving exclusivity should be avoided.
4. External supplies and services shall be contracted according to the procedures established for such purposes in the internal regulations.

20. Relations with customers

1. Unless prior written authorisation is issued by the Human Resources and Compliance Functions, and by their superior (at the Corporation, the Area Manager concerned), no Person Subject to the Code may personally accept fiduciary commitments, mandates or powers of attorney from customers for undertaking their transactions with the Group
2. Efforts will be made to avoid exclusivity relationships with customers that could give rise to excessive personal linkage or restrict the access of such customers to other employees or channels of the Group.
3. On no account may the execution of a transaction by one customer be encouraged in order to benefit another, unless both customers are aware of their different positions and expressly agree to undertake the transaction in question.
4. Customers should be informed of any economic or other type of relationship that could involve a conflict of interests with them.
5. Persons Subject to the Code are not authorised to unilaterally amend data provided by customers, and the customers themselves must issue instructions for them to be amended, in accordance with the procedure established, except in cases of manifest error.

21. Gifts, commissions and financial facilities

1. Offering or accepting any type of payment, commission, gift or remuneration for transactions carried out by the Group is prohibited, as well as taking advantage of one's position to one's own benefit in any other way.
2. No Person Subject to the Code may accept payments, commissions, gifts or remuneration of any type relating to his/her professional activity within the Group and which originate from customers, suppliers, intermediaries, counterparties or any other third party. Not included in this limitation are the following:
 - a) Promotional items of little value.
 - b) Normal invitations that do not exceed the thresholds considered reasonable in habitual social usage and by way of courtesy.
 - c) Occasional courtesies for specific exceptional reasons (such as Christmas presents or wedding presents), provided they are not in cash and are within a moderate and reasonable limit.
3. With the exception of scenarios not included in the foregoing restriction, Persons Subject to the Code must first consult the Compliance Function concerning the advisability of accepting any gifts and invitations from third parties, and must have their authorisation to accept the item or invitation concerned, with the approval of their superior (at the Corporation, the Area Manager concerned), in accordance with internal regulations.

4. Any invitations, gifts or courtesies which, in view of their frequency, characteristics or circumstances, could be interpreted by an objective observer as offered with the intention of affecting the impartial criterion of the recipient, shall be rejected and notified to the Compliance Function.
5. No Person Subject to the Code, either directly or through an intermediary, may borrow money or receive any other type of financial facility from customers, suppliers, intermediaries, counterparties or any other third party, unless such transactions take place within the framework of a commercial relationship with a financial institution or family relationships.

CHAPTER II. CONTROL OF INFORMATION AND CONFIDENTIALITY

22. General obligation of secrecy

1. Generally speaking, Persons Subject to the Code must maintain professional secrecy with respect to any non-public data or information of which they become aware as a result of exercising of their professional functions, with respect to customers, the Group, other employees or management, or any other third party. Therefore, and notwithstanding the above general rule:
 - a. They must use such data or information exclusively for exercising their professional functions within the Group, and may not disclose them to any person other than those other professionals who need to know such facts for the same purpose, and shall refrain from using such information to their own benefit.
 - b. 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 with express authorization from the customer and through legally-regulated procedures.
 - c. Information concerning other employees, management and directors including, where applicable, remuneration, medical examinations and assessments, shall be protected under the same standards as those applicable to customer information.
2. This secrecy obligation continues even after relations with the Group have been curtailed.
3. What is stated in the preceding paragraphs is understood as notwithstanding responses to requests made by authorised authorities in accordance with applicable ruling. In the event of any doubt, the Compliance Function must be consulted.

23. Personal data protection

Persons Subject to the Code are under an obligation to respect the personal and family privacy of all persons, both employees and customers as well as any other persons whose data are accessible to them as a result of the Group's activity. Such data refers to all personal, medical and economic data and those of any other type which could in any way affect the private and personal domain of the holder.

All data of a personal nature shall be treated in a particularly restrictive manner, in order that:

1. Only necessary data are collected.
2. The obtaining, IT processing and use of the data are carried out in such a way as to guarantee their security, reliability and accuracy, the personal right to privacy and compliance with the Group's obligations under applicable ruling.
3. Only Persons Subject to the Code authorised for such purpose according to their responsibilities have access to such data to the extent considered necessary.

On responding to requests for information and the seizure and/or freezing of customer positions by Courts, government offices or any other public body legally authorised to do so. Persons Subject to the Code shall provide the data strictly requested by the authorised body concerned.

CHAPTER III. EXTERNAL RELATIONS AND RELATIONS WITH AUTHORITIES

24. Courses

Participation by Persons Subject to the Code as instructors on external seminars or courses shall require prior authorisation by the Compliance and Human Resources Functions (at the Corporation, the Area Manager concerned).

25. Spreading of information

1. Persons Subject to the Code shall refrain from transmitting to the media, either on their own initiative or at the behest of third parties, any information or news concerning the Group or third parties, and shall in any case refer such matters to the Communication Function. If the request to provide information is made by a supervisory body, the Compliance Function shall be informed immediately.
2. Persons Subject to the Code shall refrain from spreading comments or rumours.

26. Relations with the authorities

Persons Subject to the Code shall be respectful and cooperative with representatives of authorities within their sphere of activity.

27. Political or associative activity

1. Any ties to, membership of or cooperation 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.
2. Prior to accepting any appointment to public office, Persons Subject to the Code must notify their superior (at the Corporation, the Area Manager concerned) and the Human Resources and Compliance Functions in order to determine any incompatibilities or restrictions on the exercise of such office.

CHAPTER IV. MARKETING AND SALE OF FINANCIAL PRODUCTS

28. Offer and signing-up of products and services

Persons Subject to the Code shall strictly observe the regulations established in the internal regulations governing the sale of products and services and Consumer Protection.

In this regard, Persons Subject to the Code shall take special care to offer customers only those products or services that are suited to their characteristics and needs, and shall ensure that they are contracted when the customer is aware of and understands their contents, benefits, risks and costs, and shall in any case adhere to the following general principles:

1. The action taken must be honest, impartial and professional, and the customer must be treated fairly throughout the phases of the selling process.
2. Products and services must be presented with a suitable balance between risk and cost and the usefulness or expectation of returns that the product presents for the customer, which implies that the prices applied shall be competitive, reasonable and transparent.
3. The documents and explanations provided for customers must be impartial, clear and not misleading, and also appropriate for each product/service, the customers targeted and the commercial treatment, with all due transparency.
4. The proper treatment must be applied to each product/service in accordance with its characteristics and taking the degree of protection applicable to each customer type into consideration, in order to obtain the appropriate degree of prior knowledge of the customer.
5. To mitigate or efficiently manage conflicts of interest generated during the marketing process and, where appropriate, suitably informing customers before contracting, so they may be duly informed when taking a decision.

6. Any training initiatives provided by the Group subsidiaries must be addressed and used for acquisition of the knowledge, skills and experience required for proper exercise of their functions, in accordance with the regulations established locally and good practices in this field for each of them.
7. Customers must be duly informed in a transparent manner of the channels and decision-making processes established for requests, incidents and claims, and these processes must be addressed promptly and efficiently. The parties resolving shall answer any queries from customers impartially and respectfully.

CHAPTER V. PREVENTION OF MONEY LAUNDERING AND TERRORISM FINANCING

29. Regulations applicable to Anti-money laundering

The Santander Group identifies with society and the authorities of countries, acknowledging the importance of the fight against money laundering and the financing of terrorism, as it affects essential aspects of social life. The Group likewise manifests its absolute solidarity and full cooperation with the proper authorities in this area.

Only a commitment by the entire Group can reduce the risk that the products sold and services provided may be used to launder money or finance terrorism.

To this end, Persons Subject to the Code shall strictly observe the internal regulations for the Prevention of Money laundering and the Financing of Terrorism.

CHAPTER VI. CONDUCT IN SECURITIES MARKETS

30. Regulations applicable to all Persons Subject to the Code

1. Persons Subject to the Code shall carry out their transactions in financial markets (including those involving securities and other financial instruments) in accordance with the following principles, notwithstanding application of the special rules established by the Code of Conduct in Securities Markets for any parties subject thereto:
 - i) They may not undertake any transactions with a view to obtain an immediate gain or which are recurrent or repetitive (speculative trading), 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.
 - ii) In the event of any doubts regarding the speculative nature or otherwise of personal transactions, or whether information is insider information or relevant information, or the interpretation of this section, the Compliance Function must be consulted beforehand.
 - iii) They shall avoid excessive indebtedness in the financing of their transactions and may not under any circumstances trade in short or without sufficient provision of funds.
 - iv) They shall not carry out any transactions based on confidential information on customers or suppliers, or information concerning the Group, obtained in the course of their work or due to the responsibilities entrusted to them. In particular, Persons Subject to the Code in possession of insider information may not trade in the securities or financial instruments affected by such information, or advise others to do so, or transmit the content of such information, except within the strict exercise of their professional functions.
 - v) Insider information is considered to be that which specifically refers directly or indirectly to one or several securities or financial instruments admitted for trading in a market or organised trading system or that is in the process of becoming so, or to the issuers of such securities or financial instruments, which has not been made public and that if it were to be made public, could have an appreciable influence on the respective market price.
 - vi) If Persons Subject to the Code obtain access to insider information by any means, they must immediately inform the Compliance Function of this circumstance, and also state the source of the insider information thus obtained. This duty to report will also be applicable in cases where insider

information is obtained by accident, through casual comments or due to negligence or indiscretion on the part of persons with an obligation to keep such information secret. Persons Subject to the Code who obtain access to insider information in this way must refrain from making any use of such information and disclosing it to third parties, with the exception of the Compliance Function, as previously indicated.

31. Regulations of the Code of Conduct in Securities Markets

Obligated persons under the Code of Conduct in Securities Markets must strictly comply with the rules established in this code and observe special diligence in observing the following regulations:

1. Own account trading must be carried out through a Group institution and reported to the Compliance Function on a monthly basis, in the manner and with the exceptions established in the Code of Conduct in Securities Markets. Such own account trading must be ordered in writing or by recordable means, it shall not be processed in the event of insufficient provision of funds and may not be of a speculative nature.
2. Own account trading involving securities of the Group must be notified in advance. Such transactions may not be carried out from the date that is one month prior to the announcement of the respective quarterly, half-yearly or annual results until the date following that on which such results are published. Likewise, reverse-direction trading operations involving securities of the Group may not be carried out during the 30 days following each acquisition or disposal of such securities.
3. Conflicts of interest must be avoided and the Compliance Function must be informed of any situation in which a conflict of interest could occur, in the opinion of an impartial observer.
4. Persons Subject to the Code in Securities Markets must scrupulously observe the cautionary principles established in the Code of Conduct in Securities Markets with respect to sensitive information, and most especially the following:
 - i) They shall limit knowledge of sensitive information to persons who necessarily require it for the appropriate undertaking of their responsibilities, and shall avoid making any comments that could directly or indirectly reveal the content of any sensitive information.
 - ii) They shall not trade nor recommend any trading based on insider information.
 - iii) They shall strictly respect the thresholds established by the Compliance Function for each separated area and, if these thresholds must be crossed, they shall scrupulously observe the control measures established by the Code of Conduct in Securities Markets and its implementing regulations.
5. They shall abstain from preparing or carrying out practices that falsify the free formation of prices or that cause, for their own benefit or the benefit of others, any artificial performance of share prices.
6. Persons Subject to the Code shall pay special attention to any possible indications of suspicious transactions involving market abuse and, in the event they detect any such situations, shall inform the Compliance Function immediately.

CHAPTER VII. ASSETS OF THE GROUP

32. Protecting the Group's assets

1. Persons Subject to the Code shall look after the Group's assets so that they do not suffer any harm.
2. They shall protect and look after the assets made available to them or to which they have access, which shall be used in an appropriate manner for the professional functions for which they have been provided.
3. They may not dispose of or encumber any of the Group's assets without the appropriate authorisation.
4. They shall ensure that any expenditure is strictly in line with needs.

5. They shall observe all the internal control procedures established by the Group for the protection of its assets.
6. They shall not dispose of, transfer, assign or conceal any property owned by Grupo Santander for the purpose of avoiding compliance with the latter's responsibilities versus its creditors.

33. Management of foreclosed property

1. Persons Subject to the Code who, due to their position or post, undertake functions, have responsibilities, handle information or have powers within the Group for the management and marketing of its own property or that which is awarded, or acquired, or any other property entrusted to them, shall act as established in the internal regulations applicable in this regard.
2. It is prohibited for Persons Subject to the Code to undertake any construction, demolition, remodelling or restoration work on the Group's behalf without having obtained the respective permits and authorisations.

CHAPTER VIII. ACCOUNTING AND FINANCIAL INFORMATION OBLIGATIONS

34. Accounting obligations

1. Reliability and strictness shall be applied in the drawing-up of the Group's financial information, ensuring that:
 - i) The transactions, facts and other events contained in the financial information actually exist and have been recorded at the appropriate time.
 - ii) The information reflects all transactions, facts and other events in which the institution is an affected party.
 - iii) Transactions, facts and other events are recorded and valued according to applicable regulations.
 - iv) Transactions, facts and other events are classified, presented and divulged in the financial information in accordance with applicable regulations.
 - v) The financial information reflects, as of the respective date, the rights and obligations through the respective assets and liabilities, in accordance with applicable regulations.
2. Financial information includes all and any accounting and economic data which the Group may present to securities markets and file with supervisory bodies, irrespective of frequency or purpose. In the case of Banco Santander S.A. as the Group parent, this includes the annual financial report, the half-yearly financial report and interim individual and consolidated statements, and any prospectuses drawn up by the Group for the issuance of financial instruments.

35. Internal controls

1. All the internal control procedures established by the Group to guarantee the correct entry of transactions and their appropriate reflection in the financial information published by the Group shall be observed.
2. On preparing financial information, the Group functions responsible for each activity, process and sub-process must certify that they have observed the controls established by the Group, and that the information supplied is correct.
3. The Audit Committee will supervise the financial information presentation process, the effectiveness of internal controls and the internal audit.
4. The Risk Committee (known at the Corporation as the Committee for Supervision of Risks, Regulation and Compliance) shall supervise risk management systems.

36. Diffusion of material information

Notifications to the market and disclosure of information relevant to the Group are subject, notwithstanding the provisions of section 25, to the following rules:

1. The Compliance Function is responsible for reporting material information generated within the Group to the Spanish Securities Market Commission (CNMV). Such notification must always be prior to or simultaneous with the communication of material information to the market or the media, and shall take place as soon as the decision or resolution in question has been made, signed off or executed.
2. The Compliance Function shall monitor the performance of Group securities concerning which material information exists and shall take the proper measures, including, where appropriate, notification of a material fact in the event of any indications of inappropriate disclosure of such information.
3. The diffusion of material information shall be truthful, clear, complete, fair, within useful time and whenever possible, quantified.
4. The Compliance Function shall keep a register of material facts notified to the market.

CHAPTER IX. CORRUPT PRACTICES

37. Bribery of public officials

1. The handing-over, promise or offer of any type of payment, commission, gift or remuneration to any authorities, public officials or employees or officers of Government owned companies or public bodies is forbidden, whether made to them directly or indirectly through persons or companies related to them and where the public official or public employee in question, or another person indicated by the latter, is the intended recipient. This prohibition refers to authorities, public officials or employees both in Spain and any other country.
2. Any such payments, promises or offers are forbidden, whether they are made directly by any company of the Group or indirectly through partners, associates, agents, intermediaries, *brokers*, advisors or any other intermediary parties.
3. Unless, for reasons of frequency, characteristics or circumstances, such actions could be interpreted by an objective observer as intending to affect the impartial criterion of the recipient, provided that the guidelines established in the Group's protocol on such matters are duly observed this restriction shall not include the following:
 - a) Promotional items of little value.
 - b) Normal invitations that do not exceed the thresholds considered reasonable in habitual social usage and by way of courtesy.
 - c) Occasional courtesies for specific and exceptional reasons (such as Christmas presents), provided they are not in the form of cash and are within reasonable and moderate limits.
 - d) Invitations to sporting or cultural events sponsored by the Group, under the conditions established by corporate policy on such matters.
4. With the exception of scenarios not included in the above restriction, as stipulated in the preceding section, Persons Subject to the Code must first consult the Compliance Function concerning the advisability of any gifts and invitations to civil servants, and must have authorisation to offer the item or invitation concerned, with the approval of their superior (at the Corporation, the Area Manager concerned), in accordance with internal regulations.
5. Persons Subject to the Code must reject and inform the Compliance Function of any request by any third party for payments, commissions, gifts or remuneration as mentioned in point 1 above.

38. Agents, intermediaries and advisors

The use of agents, intermediaries or advisors in transactions or contracts involving any government department, public body or other Government owned company, either Spanish or foreign, in any way shall require the adoption of the following measures:

1. Whenever possible, institutions of renowned prestige in the market or sector in question shall be used as agents, intermediaries or advisors, and if possible, first-rate companies, especially when the remuneration of the agent, intermediary or advisor is linked to the success of the transaction or contract.

2. Due diligence mechanisms will be implemented in order to become acquainted, as far as is reasonably possible, with the participating persons and their associates, in order for the most suitable to be chosen, reasonably ensuring that they are trustworthy and therefore do not undertake any activity that could involve risk or economic prejudice or could compromise the Group's reputation and good image.
3. The agent, intermediary or advisor finally selected will be informed of the prohibitions established in this chapter. The agreements signed with agents, intermediaries or advisors will include clauses which expressly and specifically state such prohibitions.

39. Reporting to the Compliance Function

1. Group companies intending to undertake any transaction involving any Spanish or foreign government authority, public body or public company in any way shall report this circumstance to the Compliance Function and shall inform it of any agents or intermediaries participating, prior to the transaction.
2. Excluded from this reporting obligation are any transactions forming part of a cooperation programme with a government body duly approved by the Group, ordinary banking transactions and those involving minimal amounts which therefore do not represent any significant risk of unlawful activity.
3. After receiving the notification, the Compliance Function shall adopt the necessary due diligence measures to prevent any unlawful conduct.

40. Bribery of individuals

1. The handing-over, promise or offer of any type of payment, commission, gift or remuneration to any employees, officers or directors of other companies or institutions is forbidden, whether made to them directly or indirectly through persons or companies related to them, made with the intention that such persons breach their duties in connection with the signing-up of products or services or the purchase and sale of goods favouring Grupo Santander versus its competitors.
2. Any such payments, promises or offers are forbidden, whether they are made directly by any company of the Group or indirectly through partners, associates, agents, intermediaries, *brokers*, advisors or any other intermediary parties.
3. Unless, for reasons of frequency, characteristics or circumstances, such actions could be interpreted by an objective observer as intending to affect the impartial criterion of the recipient, this restriction shall not include:
 - a. Promotional items of little value.
 - b. Normal invitations not exceeding limits considered reasonable according to customary social usage and courtesies.
 - c. Occasional courtesies for specific and exceptional reasons (such as Christmas presents), provided they are not in the form of cash and are within reasonable limits.
 - d. Invitations to sporting or cultural events sponsored by the Group, under the conditions established by corporate policy on such matters.
4. With the exception of scenarios not included in the foregoing restriction, as stipulated in the section above Persons Subject to the Code must first consult the Compliance Function concerning the advisability of giving or accepting any gifts and invitations to/from third parties, and must have their authorisation to offer or accept the item or invitation concerned, with the approval of their superior (at the Corporation, the Area Manager concerned), in accordance with internal regulations.
5. Persons Subject to the Code must reject and inform the Compliance Function of any request by any third party for payments, commissions, gifts or remuneration as mentioned in point 1 above.

CHAPTER X. TAX OBLIGATIONS

41. Tax obligations of the Group

1. Banco Santander, S.A. establishes the common tax operating guidelines and standards, which apply to all the Group's entities, and has a zero tolerance with regards to tax evasion and is determined in its commitment to compliance with tax obligations from its subsidiaries, which must be aligned with the general principles which form the tax strategy from Banco Santander, S.A.
2. Persons Subject to the Code shall avoid any and all practices that involve the unlawful evasion of tax payments.
3. Persons Subject to the Code shall observe the principles of the fiscal strategy approved by the Board of Directors of Banco Santander S.A. In particular, they shall avoid the use of opaque structures for tax purposes, understood as those which are designed, through the use of holding companies in tax havens or territories that do not cooperate with the tax authorities, for the purposes of preventing the authorities from ascertaining the party ultimately responsible for the activities or the ultimate holder of the goods or rights involved.
4. The Board of Directors of Banco Santander S.A. is the competent body for approval of any operations considered as high tax risks, and shall be informed as to the fiscal policies operated by the Group. Prior to drawing up the financial statements and filing the Corporate Tax return, the Head of Tax Advisory shall report to the Board, either directly or through the Audit Committee, on the policies applied during the financial year.
5. Notwithstanding the foregoing, in the case of transactions or matters that should be submitted to the Board of Directors of Banco Santander S.A. or equivalent body for approval, a report shall be produced on the fiscal consequences whenever they constitute a significant factor.
6. The provisions of this section shall be regulated by the internal regulations concerned.

42. Tax obligations of customers

1. In the marketing and sale of financial products and services, no type of tax advice or planning may be provided to customers beyond information on the possible fiscal implications of the product being contracted, with a reminder that this is merely information and not tax advice, and that customers are responsible for due compliance with their tax obligations, which includes making arrangements, on their own account and in a manner unrelated to the Group, for the necessary tax advice concerning the financial products and services contracted. Presentations of products, services and contracts shall include explicit cautions or disclaimers to make this clear.
2. With respect to the products and services signed up, the tax information given to customers for meeting their fiscal obligations prior to the commencement of the tax period concerned must be truthful and provided as soon as possible, with the intention of avoiding any incidents or discrepancies with the tax authorities.

CHAPTER XI. ESTABLISHMENTS IN COUNTRIES OR TERRITORIES CLASSIFIED AS TAX HAVENS

43. Establishments in countries or territories classified as tax havens

1. Stakes in entities domiciled in countries or territories considered to be tax havens may not be created or acquired without the express authorisation of the Board of Directors, with a prior report by the Audit Committee, and always with an analysis of the specific circumstances and the advisability of such operations. When this is considered advisable in emergency situations, authorisation may be issued by the Executive Committee, with subsequent ratification by the Board, as per Article 3 of Board Regulations.
2. The Audit Committee shall supervise internal control over activities in countries or territories classified as tax havens, and shall present an annual report to the Board of Directors on the subject.
3. The corporate purpose of, and activities which may be undertaken in, countries or territories classified as tax havens shall be clearly identified and defined.
4. Establishments in countries or territories classified as tax havens shall be submitted to effective control by the central bodies of the Group.

5. The external auditors of the establishment in the country or territory classified as a tax haven shall be the same auditing firm as that of the Spanish parent company and the consolidated financial statements of the Group.
6. Information will be given in the annual financial statements on the activities carried out in each establishment in countries or territories classified as tax havens, their nature and results and the mechanisms established to control possible risks.
7. For this purpose, it shall be understood that a specific country or territory is classified as a tax haven whenever it is so considered according to Spanish regulations applicable at any time or local regulations applicable in each case.

CHAPTER XII. IT SYSTEMS AND INFORMATION TECHNOLOGY

44. Rules of Conduct in the Use of Information and Communication Technologies

1. Persons Subject to the Code shall strictly observe the regulations established in internal regulations concerning Conduct in the Use of Information and Communication Technologies.
2. They shall provide special protection for IT systems, maximising the security measures applicable to such systems. In particular, they shall strive to adopt secure personal patterns of behaviour with regard to cybersecurity.
3. They shall acknowledge the receipt of technological devices delivered to them or enabled, and shall return such devices on leaving the Group or, if asked to do so, if they are transferred from one company to another within the Group, subject to the procedures and periods stipulated in the internal regulations concerned.
4. They shall respect the specific rules and regulations applicable to the use of electronic mail, access to the Internet or other similar resources made available to them, ensuring that no inappropriate use is made of such resources under any circumstances.
5. The creation, membership of or cooperation by Persons Subject to the Code in social networks, forums or *blogs* on Internet and the opinions or statements expressed in same shall be worded to make clear that such opinions or statements are personal. In any event, Persons Subject to the Code shall abstain from using the image, name or brands of the Group in order to open accounts or register themselves in such forums or networks.

CHAPTER XIII. INTELLECTUAL AND INDUSTRIAL PROPERTY RIGHTS

45. Intellectual and industrial property rights of the Group

1. Persons Subject to the Code shall respect the intellectual property and rights of use corresponding to the Group with respect to courses, projects, programmes and IT systems; equipment, manuals and videos; knowledge, processes, technology, know-how and, in general, all other work developed or created within the Group, either as a result of their professional activity or that of third parties. Therefore, use of such resources shall be made within the exercising of the professional activity within the Group and all supporting material shall be returned to it when so requested.
2. They shall not use the image, name or brands of the Group except for the appropriate carrying-out of their professional activity within it.

46. Third party rights

Persons Subject to the Code shall likewise respect the intellectual and industrial property rights held by third parties outside the Group. In particular, Persons Subject to the Code may not include, use or employ within the Group any type of physical or electronic information belonging to another company that has been obtained as a result of holding a previous position, or without due consent.

CHAPTER XIV. PRESERVATION OF DOCUMENTS

47. Filing and preservation of documents

Persons Subject to the Code shall strictly adhere to internal regulations on the filing and preservation of documents.

In any event, the following documents within their areas of responsibility shall be appropriately filed and preserved for the time established in such regulations, either on paper or in electronic form:

1. The supporting documents of accounting notes reflecting transactions carried out by the Group.
2. Reports filed with the authorities on suspicious activities of a customer relating to a possible case of money laundering and/or terrorism financing, or a possible case of market abuse, together with the supporting documents.
3. Registers of all courses given on money laundering and terrorism financing prevention.
4. Registers of all courses taught in relation to Compliance.
5. Documents concerning whistleblowing and the investigations carried out as contemplated in Section VI.

SECTION V. APPLICATION OF THE GENERAL CODE

CHAPTER I. ORGANISATION AND RESPONSIBILITIES

48. Compliance Function

The Compliance Function is responsible for the development, implementation and realisation of the General Corporate Compliance Framework, along with other organisational functions or units which, for operational reasons or reasons relating to specialisation, do not form an organic part of this Framework, although they cooperate with it in carrying out the Framework.

In relation to this General Code of Conduct, the Compliance Function is responsible for carrying out the following functions:

1. It shall apply this General Code and the other Codes and implementations.
2. It shall define and supervise training activity concerning Compliance carried out by the Human Resources Function.
3. It shall lead any investigations into possible breaches, and may request assistance from Internal Audit, issuing proposals for any penalties applicable to the Irregularities Committee or equivalent body.
4. It shall cooperate with Internal Audit in the regular reviews by the latter with respect to observation of the General Code and internal implementing regulations, notwithstanding the reviews regularly carried out by the Compliance Function directly concerning matters of regulatory compliance.
5. Receiving and processing whistleblowing communications made by employees or third parties as established in Section VI.
6. It shall advise on resolving any doubts which may arise concerning application of the General Code of Conduct and the internal implementing regulations, and on the prevention of any associated reputational risks.
7. It shall produce an annual report on application of the General Corporate Compliance Framework and Conduct regulations, and submit this to the Risk Committee (at the Corporation, the Committee for Supervision of Risks, Regulation and Compliance) and to the Board of Directors.

In the case of the Corporation, this report shall coincide with the Annual Compliance Report by Banco Santander S.A. pursuant to Rule 5 of CNMV Circular 1/2014 on the requirements of internal organisation and the control functions of companies providing investment services.

8. It shall conduct an annual assessment of any changes it may be advisable to make to the General Corporate Compliance Framework and conduct regulations, especially in the event of detection of non-regulated areas of risk and procedures susceptible to improvement, and shall propose these changes to the competent bodies.

49. Corporate Regulatory Compliance Committee

1. The Corporate Regulatory Compliance Committee, chaired by the Group's Chief Compliance Officer, is responsible for controlling and supervising regulatory compliance risk within the Group. It is composed of representatives from Compliance, Legal Advisory, Human Resources, Risk, Internal Governance, Technology and Operations, Communication, Relations with Regulatory Bodies and Supervisors and Audit.
2. The Regulatory Compliance Committee approves benchmark models implementing the General Corporate Compliance framework and the General Code of Conduct and its implementing regulations, and validation of local adaptations of development models.
3. The Regulatory Compliance Committee takes decisions concerning major regulatory compliance issues that may entail a potential risk to the Group, depending on the powers attributed to it or any attributions it is legally obliged to exercise.
4. The Regulatory Compliance Committee interprets the General Code of Conduct and specialised codes, and submits proposals to improve them.
5. In accordance with the principle of proportionality, Grupo Santander subsidiaries shall have a similar governance body the structure, composition and responsibility of which must be consistent with the Corporation's governance body.

50. Internal Audit

1. As part of its investigation and internal control responsibilities, Internal Audit shall carry out the necessary tests and reviews to ensure that the regulations and procedures established in the General Corporate Compliance Framework are observed.
2. Internal Audit shall independently supervise the sufficiency and effectiveness of the General Corporate Compliance Framework, of the Code of Conduct and its corporate or local implementations, and shall ensure that their intended objectives are achieved.

51. Risk Committee (at the Corporation, the Committee for Supervision of Risks, Regulation and Compliance)

The management body's Risk Committee (known at the Corporation as the Committee for Supervision of Risks, Regulation and Compliance) shall supervise adherence to the General Code of Conduct and conduct regulations and, in general, the application of the General Corporate Compliance Framework, and shall make the necessary proposals for improvement and regularly report to the Board of Directors on the status of the compliance function and application of the framework.

52. Board of Directors

The Board of Directors of Banco Santander S.A. shall approve the Group's General Corporate Compliance Framework and this General Code of Conduct. The Board shall be regularly informed by the Committee for Supervision of Risks, Regulation and Compliance concerning application of the General Corporate Compliance Framework.

53. Human Resources Function

The Human Resources Function is responsible for making the General Code available to the Persons Subject to the Code, organising training for proper awareness of the Code and interpreting and addressing, in conjunction with the Compliance Function, any queries submitted by Persons Subject to the Code, and for the implementation and exercise of disciplinary and sanctioning powers in relation to employment, in addition to the other functions assigned to it therein.

54. Irregularities Committee

An Irregularities Committee at the Corporation, consisting of representatives from Human Resources, Compliance, Internal Audit, Risk, Legal Advisory and Technology and Operations, is the body responsible for imposing disciplinary sanctions in the event of breaches of the General Code.

The Irregularities Committee shall assess the scope of non-compliance with internal and external regulations, or any irregularities by Persons Subject to the Code that have been detected or reported, in accordance with the procedures established by the Group, provided the non-compliances or irregularities are particularly manifest or serious and affect issues stipulated in the General Code of Conduct, or in any codes applicable, or in any of the implementing regulations.

In accordance with the principle of proportionality, Grupo Santander subsidiaries shall have a proper governance body to resolve these issues, the structure, composition and responsibilities of which must be consistent with the Corporation's committee.

55. Unit, Area and Division Heads

Pursuant to the organisational structure they have adopted, Heads of Departments, Areas or Divisions at the Corporation, and the parties responsible at subsidiaries, shall guarantee compliance with the General Code by Persons Subject to the Code.

CHAPTER II. CONSEQUENCES IN CASES OF BREACH

56. Breach

Breach of the General Code may lead to labour-offence sanctions, notwithstanding any sanctions under administrative or criminal law that may also result from such breach.

SECTION VI: WHISTLEBLOWING CHANNEL

57. Open Door Policy

1. Any Grupo Santander employee who becomes aware of an allegedly unlawful act or a breach of this General Code or of the codes, internal Conduct regulations and the Human Rights Policy operated by the Group may notify same directly to the Compliance Function.
2. Allegedly unlawful acts may be reported to the Compliance Function through any of the following channels, specified in the internal regulations concerning the usage and functioning of the whistleblowing channel:
 - i) By phone
 - ii) By e-mail
 - iii) By post
3. In order to ensure maximum effectiveness of the Open Door policy, sufficient publicity will be given on the Group's intranet to the possibility of making confidential notifications.
4. The same channels may be used to send queries to the Risk Committee (at the Corporation, the Committee for Supervision of Risks, Regulation and Compliance) or to the Compliance Function concerning the General Corporate Compliance Framework or this General Code of Conduct.

58. Confidentiality of whistleblowing communications and prohibition of reprisals

1. The Risk Committee (at the Corporation, the Committee for Supervision of Risks, Regulation and Compliance) and the Compliance Function shall guarantee the confidentiality of any whistleblowing reports received.

2. Adopting any measure against an employee of the Group consisting of a reprisal or any other type of negative action against any such employee for having sent a whistleblowing communication is strictly prohibited.
3. The prohibition of reprisals stated above shall not prevent the adopting of the appropriate disciplinary measures whenever the internal investigation determines that the whistleblowing communication is false and has been made in bad faith.

59. Processing of whistleblowing communications

1. The Compliance Function shall keep a register of all whistleblowing reports received. Such register shall respect the regulations concerning data protection.
2. After receiving a whistleblowing report, the Compliance Function shall commence an internal investigation, unless the report is manifestly groundless or refers to matters unrelated to Compliance. In such cases the Compliance Function must log the report in the register and the decision taken not to commence an investigation. Such decision will not prevent any subsequent commencement of an investigation if additional information is received.
3. In the internal investigation the Compliance Function may gather all the information and documentation it considers appropriate from any areas, divisions or companies of the Group. Furthermore, the Compliance Function may request Internal Audit for any help it considers necessary. The Compliance Function shall report the outcome of the investigation to the Regulatory Compliance Committee, to the Tier 1 Compliance Committee and, where applicable, to the Risk Committee (at the Corporation, the Committee for Supervision of Risks, Regulation and Compliance) or to the Irregularities Committee. In the case of notifications concerning ethical principles relating to equal opportunities, respect for people, work/life balance, prevention of occupational hazards or collective rights, the investigation shall be carried out by the Human Resources Function.
4. The Compliance Function shall immediately refer any whistleblowing reports referring to practices or acts involving accounting or auditing to the Audit Committee.
5. Notwithstanding the foregoing, the Compliance Function shall regularly report to the Risk Committee (at the Corporation, the Committee for Supervision of Risks, Regulation and Compliance) on any whistleblowing reports received and the outcomes.

SECTION VII: OWNERSHIP, INTERPRETATION, DATE OF VALIDITY AND PERIODIC REVIEW

1. This document must be approved by the Board of Directors of Banco Santander S.A.
2. The Regulatory Compliance Committee and, by escalation, the Tier 1 Compliance Committee and, where applicable, the Risk Committee (at the Corporation, the Committee for Supervision of Risks, Regulation and Compliance) are responsible for interpretation of the document.
3. This document shall come into force on the date of its publication. Its contents shall undergo a periodic review, and any changes or modifications deemed appropriate shall be made.