BANCO SABADELL GROUP INTERNAL CODE OF CONDUCT RELATING TO THE SECURITIES MARKET

[Adapted to Regulation (EU) 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse]

Approved by the Board of Directors of Banco Sabadell of 24th may 2018

INTERNAL CODE OF CONDUCT OF THE BANCO SABADELL GROUP RELATING TO THE SECURITIES MARKET

1. Scope of application.

1.1. Relevant persons.

This International Code of Conduct (hereinafter, "the Code") is applicable to members of the Board of Directors of the bank and the latter's management staff and employees (i) whose activities are directly or indirectly related to the institution's activities and services within the scope of the securities market or who lend support to the foregoing, or (ii) who have frequent or regular access to inside information as defined in the market abuse regulation.

It shall also be applicable, in justifiable circumstances, either on a permanent basis or during the period established in each case by the body or bodies referred to in section 7 below, to all management staff, employees, agents or temporary staff determined by such body or bodies.

In the event the bank should have any of the agents referred to in Article 146 of the Spanish Securities Market Law, this Code shall also be applicable to such agents and to any of their directors or employees, either on a permanent or temporary basis, though only in the circumstances provided in the first paragraph of this section.

The term "relevant persons" when used in the following sections shall refer to the directors, management staff and employees required to comply with this Code.

The bank shall prepare and regularly update a comprehensive list of the relevant persons subject to this Code, and make such list available to the supervisory authorities of securities markets.

1.2. Financial instruments affected.

The scope of application of this Code shall include:

- Financial instruments admitted to trading or for which a request has been submitted for their admission to trading in a regulated market or in a Multilateral Trading System,

- those traded in an Organised Trading Facility, and

- those whose price or value depends on the financial instruments mentioned in the preceding points or which affect the price or value of the foregoing, including, but not limited to, credit default swaps and contracts for difference.

2. Compliance with legislation in force. General principles of action.

The relevant persons shall be familiar with, and comply with, both in letter and in spirit, this Code and any and all legislation in force governing the securities market

and affecting their specific area of activity and, in particular, the provisions aimed at preventing market abuse and all other rules of conduct set forth in the Securities Market Law, the Market Abuse Regulation, and their implementing provisions approved by the Government, the Ministry of Economy or the Securities Market Commission.

Any companies engaging in financial activities subject to specific legislation that form part of the bank's corporate group shall also adhere to such provisions.

Those providing investment services shall abide by the following principles:

1. They shall behave with honesty, impartiality and professionalism and in their clients' best interests. In particular, they shall adhere to the codes of conduct applicable to securities markets.

   Specifically, it shall be considered that they have failed to act in accordance with these principles when they pay or receive fees or commissions, or provide or receive any form of non-monetary benefit in connection with the provision of an investment or ancillary service, to or from a third party other than clients or the person(s) acting on their behalf, which do not conform to the rules and standards governing inducements set forth in the securities market legislation.

2. Prior to providing services to clients, they shall notify the latter of the professional or retail category into which they will be classified, and shall provide all other information arising in connection with such classification. They shall obtain from both existing and potential clients all of the necessary information to understand their essential data and shall, on the basis of the foregoing, assess the appropriateness of the investment products and services offered by the institution or requested by clients and the suitability of the specific transactions recommended or performed on their behalf where personalised advisory or portfolio management services are provided.

3. They shall maintain their clients adequately informed at all times. All information, including marketing communications, addressed by the institution to existing or potential clients shall be impartial and clear and must not be misleading in any way. Marketing communications shall be clearly identified as such.

4. They shall manage in a diligent, orderly and prudent manner the orders received from their clients, and for such purposes shall:

   a) Always act in accordance with the orders execution policy established by the institution, informing their clients of the same and obtaining their authorisation prior to its enforcement.

   b) Process their clients' orders in a manner that enables their swift and correct execution in line with the procedures and systems for the management of orders in effect in the institution. In the case of batch trading, the procedures established by the institution shall be effectively applied in order to provide proof that the investment decisions made in favour of each client are reached prior to the transmission of any orders,

and to guarantee the fair treatment and non-discrimination between clients through the use of objective, pre-defined criteria for the distribution or itemisation of such orders.

5. Formalise, in writing, the contracts entered into with retail clients, which shall specify the rights and obligations of the parties as well as other terms and conditions under which the company shall provide the investment service to the client, and ensure the correct registration and custody of the same.

3. Market abuse.

The relevant persons shall not engage in or encourage any form of conduct involving the undue use or disclosure of inside information or market manipulation, as this may constitute market abuse.

3.1. Inside information.

3.1.1. Concept.

Pursuant to the Market Abuse Regulation, inside information shall be understood as any of the following types of information:

a. Information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more issuers or to one or more financial instruments or their derivatives, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments;

b. In relation to commodity derivatives, information of a precise nature, which has not been made public, relating directly or indirectly to one or more such derivatives or relating directly to the related spot commodity contract, and which, if it were made public, would be likely to have a significant effect on the prices of such derivatives or related spot commodity contracts, and where this is information which is reasonably expected to be disclosed or is required to be disclosed in accordance with legal or regulatory provisions at the Union or national level, market rules, contract, practice or custom, on the relevant commodity derivatives markets or spot markets;

c. In relation to emission allowances or auctioned products based thereon, information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more such instruments, and which, if it were made public, would be likely to have a significant effect on the prices of such instruments or on the prices of related derivative financial instruments;

d. For persons charged with the execution of orders concerning financial instruments, it also means information conveyed by a client and relating to the client's pending orders in financial instruments, which is of a precise nature, relating, directly or indirectly, to one or more issuers or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments, the price of related spot commodity contracts, or on the price

of related derivative financial instruments.

Information shall be deemed to be of a precise nature if it indicates a set of circumstances which exists or which may reasonably be expected to come into existence, or an event which has occurred or which may reasonably be expected to occur, where it is specific enough to enable a conclusion to be drawn as to the possible effect of that set of circumstances or event on the prices of the financial instruments or the related derivative financial instrument, the related spot commodity contracts, or the auctioned products based on the emission allowances. In this respect in the case of a protracted process that is intended to bring about, or that results in, particular circumstances or a particular event, those future circumstances or that future event, and also the intermediate steps of that process which are connected with bringing about or resulting in those future circumstances or that future event, may be deemed to be precise information.

Information which, if it were made public, would be likely to have a significant effect on the prices of financial instruments, derivative financial instruments, related spot commodity contracts, or auctioned products based on emission allowances shall mean information a reasonable investor would be likely to use as part of the basis of his or her investment decisions.

3.1.2. Prohibition against insider dealing and against the unlawful disclosure of inside information.

Insider dealing arises where a person possesses inside information and uses that information by acquiring or disposing of, for its own account or for the account of a third party, directly or indirectly, financial instruments to which that information relates. The use of inside information by cancelling or amending an order concerning a financial instrument to which the information relates where the order was placed before the person concerned possessed the inside information, shall also be considered to be insider dealing.

No person shall:

a) engage in, or attempt to engage in, insider dealing;

b) recommend that another person engage in insider dealing, or induce another person to engage in insider dealing; or

c) unlawfully disclose inside information. Unlawful disclosure of inside information arises where a person possesses inside information and discloses that information to any other person, except where the disclosure is made in the normal exercise of an employment, a profession or duties.

It shall not be deemed from the mere fact that a person is in possession of inside information that that person has used that information and has thus engaged in insider dealing on the basis of an acquisition or disposal, where that person:

1. for the financial instrument to which that information relates, is a market maker or a person authorised to act as a counterparty, and the acquisition or disposal of financial instruments to which that information relates is made legitimately in the normal course of the exercise of its function as a

market maker or as a counterparty for that financial instrument; or is authorised to execute orders on behalf of third parties, and the acquisition or disposal of financial instruments to which the order relates, is made to carry out such an order legitimately in the normal course of the exercise of that person's employment, profession or duties.

2. conducts a transaction to acquire or dispose of financial instruments and that transaction is carried out in the discharge of an obligation that has become due in good faith and not to circumvent the prohibition against insider dealing and that obligation results from an order placed or an agreement concluded before the person concerned possessed inside information, or that transaction is carried out to satisfy a legal or regulatory obligation that arose, before the person concerned possessed inside information.

It shall not be deemed from the mere fact that a person is in possession of inside information that that person has used that information and has thus engaged in insider dealing, where such person has obtained that inside information in the conduct of a public takeover or merger with a company and uses that inside information solely for the purpose of proceeding with that merger or public takeover, provided that at the point of approval of the merger or acceptance of the offer by the shareholders of that company, any inside information has been made public or has otherwise ceased to constitute inside information.

3.1.3. Obligations.

All relevant persons in possession of inside information shall be under the obligation to safeguard the same, without prejudice to their duty to communicate and cooperate with the judicial or administrative authorities under the terms provided in law. They shall therefore adopt the appropriate measures to prevent such information being used in an abusive or disloyal manner and, if applicable, shall promptly take the necessary action to remedy any consequences of such use. In particular, they shall adopt measures aimed at ensuring that external advisors and professionals also safeguard the inside information to which they have access through their provision of services to the Bank.

3.1.4. Market Sounding and Inside Information

1. Whenever the Company decides to engage in a Market Sounding, it shall set forth the necessary internal procedures for such activity.

2. Before engaging in a market sounding, it shall assess whether that market sounding will involve the disclosure of inside information, and shall keep a written record of the conclusions reached and the reasons leading to such conclusions.

3. Prior to the disclosure of inside information in a market sounding, it shall be necessary to:

   a) Obtain the consent of the person receiving the market sounding to receive inside information.

   b) Inform the person receiving the market sounding that they shall be

prohibited from using that information, or attempting to use that information, by performing any transaction involving the Securities relating to that inside information.

c) Inform the person receiving the market sounding that by agreeing to receive inside information they are obliged to keep such information confidential.

4. Where information that has been disclosed in the course of a market sounding ceases to be inside information according to the assessment of the company, the latter shall inform the recipient accordingly, as soon as possible.

The Firm shall keep a record of the information provided under the framework of the market sounding, which shall be adjusted to comply with that set forth in applicable regulations at all times. The recorded data shall be held for a period of at least five (5) years, and shall be shared with the CNMV (Spanish National Securities Market Commission) upon request.

3.2. Market manipulation.

1. Market manipulation shall comprise the following activities:

a) entering into a transaction, placing an order to trade or any other behaviour which:

i) gives, or is likely to give, false or misleading signals as to the supply of, demand for, or price of, a financial instrument, a related spot commodity contract or an auctioned product based on emission allowances; or

ii) secures, or is likely to secure, the price of one or several financial instruments, a related spot commodity contract or an auctioned product based on emission allowances at an abnormal or artificial level,

unless the person entering into a transaction, placing an order to trade or engaging in any other behaviour establishes that such transactions, orders or behaviours have been carried out for legitimate reasons, and conform with an accepted market practice;

b) entering into a transaction, placing an order to trade or any other activity or behaviour which affects or is likely to affect the price of one or several financial instruments, a related spot commodity contract or an auctioned product based on emission allowances, which employs a fictitious device or any other form of deception or contrivance;

c) disseminating information through the media, including the internet, or by any other means, which gives, or is likely to give, false or misleading signals as to the supply of, demand for, or price of, a financial instrument, a related spot commodity contract or an auctioned product based on emission allowances or secures, or is likely to secure, the price of one or several financial instruments, a related spot commodity contract or an auctioned product based on emission allowances at an abnormal or artificial level, including the dissemination of rumours,

where the person who made the dissemination knew, or ought to have known, that the information was false or misleading;

d) transmitting false or misleading information or providing false or misleading inputs in relation to a benchmark where the person who made the transmission or provided the input knew or ought to have known that it was false or misleading, or any other behaviour which manipulates the calculation of a benchmark.

2. The following behaviour shall, *inter alia*, be considered as market manipulation:

a) the conduct by a person, or persons acting in collaboration, to secure a dominant position over the supply of or demand for a financial instrument, related spot commodity contracts or auctioned products based on emission allowances which has, or is likely to have, the effect of fixing, directly or indirectly, purchase or sale prices or creates, or is likely to create, other unfair trading conditions;

b) the buying or selling of financial instruments, at the opening or closing of the market, which has or is likely to have the effect of misleading investors acting on the basis of the prices displayed, including the opening or closing prices;

c) the placing of orders to a trading venue, including any cancellation or modification thereof, by any available means of trading, including by electronic means, such as algorithmic and high-frequency trading strategies, and which has one of the effects referred to in paragraph 1(a) or (b), by:

i) disrupting or delaying the functioning of the trading system of the trading venue or being likely to do so;

ii) making it more difficult for other persons to identify genuine orders on the trading system of the trading venue or being likely to do so, including by entering orders which result in the overloading or destabilisation of the order book; or

iii) creating or being likely to create a false or misleading signal about the supply of, or demand for, or price of, a financial instrument, in particular by entering orders to initiate or exacerbate a trend;

d) the taking advantage of occasional or regular access to the traditional or electronic media by voicing an opinion about a financial instrument, related spot commodity contract or an auctioned product based on emission allowances (or indirectly about its issuer) while having previously taken positions on that financial instrument, a related spot commodity contract or an auctioned product based on emission allowances and profiting subsequently from the impact of the opinions voiced on the price of that instrument, related spot commodity contract or an auctioned product based on emission allowances, without having simultaneously disclosed that conflict of interest to the public in a proper and effective way;

e) the buying or selling on the secondary market of emission allowances or related derivatives prior to the auction held pursuant to Regulation (EU) No 1031/2010 with the effect of fixing the auction clearing price for the auctioned products at an abnormal or artificial level or misleading bidders bidding in the auctions.

For the purposes of applying paragraph 1(a) and (b), and without prejudice to the forms of behaviour set out in paragraph 2, below is a definition of non-exhaustive indicators relating to the employment of a fictitious device or any other form of deception or contrivance, and of indicators related to false or misleading signals and to price securing.

Indicators of manipulative behaviour relating to false or misleading signals and to price securing

For the purposes of that set forth in the preceding sections, the following non-exhaustive indicators, which shall not necessarily be deemed, in themselves, to constitute market manipulation, shall be taken into account when transactions or orders to trade are examined by market participants and competent authorities:

a) the extent to which orders to trade given or transactions undertaken represent a significant proportion of the daily volume of transactions in the relevant financial instrument, related spot commodity contract, or auctioned product based on emission allowances, in particular when those activities lead to a significant change in their prices;

b) the extent to which orders to trade given or transactions undertaken by persons with a significant buying or selling position in a financial instrument, a related spot commodity contract, or an auctioned product based on emission allowances, lead to significant changes in the price of that financial instrument, related spot commodity contract, or auctioned product based on emission allowances;

c) whether transactions undertaken lead to no change in beneficial ownership of a financial instrument, a related spot commodity contract, or an auctioned product based on emission allowances;

d) the extent to which orders to trade given or transactions undertaken or orders cancelled include position reversals in a short period and represent a significant proportion of the daily volume of transactions in the relevant financial instrument, a related spot commodity contract, or an auctioned product based on emission allowances, and might be associated with significant changes in the price of a financial instrument, a related spot commodity contract, or an auctioned product based on emission allowances;

e) the extent to which orders to trade given or transactions undertaken are concentrated within a short time span in the trading session and lead to a price change which is subsequently reversed;

f) the extent to which orders to trade given change the representation of the

best bid or offer prices in a financial instrument, a related spot commodity contract, or an auctioned product based on emission allowances, or more generally the representation of the order book available to market participants, and are removed before they are executed; and

g) the extent to which orders to trade are given or transactions are undertaken at or around a specific time when reference prices, settlement prices and valuations are calculated and lead to price changes which have an effect on such prices and valuations.

Indicators of manipulative behaviour relating to the employment of a fictitious device or any other form of deception or contrivance

Similarly, the following non-exhaustive indicators, which shall not necessarily be deemed, in themselves, to constitute market manipulation, shall be taken into account where transactions or orders to trade are examined by market participants and competent authorities:

a) whether orders to trade given or transactions undertaken by persons are preceded or followed by dissemination of false or misleading information by the same persons or by persons linked to them; and

b) whether orders to trade are given or transactions are undertaken by persons before or after the same persons or persons linked to them produce or disseminate investment recommendations which are erroneous, biased, or demonstrably influenced by material interest.

3.3. Reporting suspicious transactions.

The companies included within the scope of application of this Code shall give notice to the National Securities Market Commission (CNMV), as promptly as possible, of all orders and transactions, including cancellations and amendments, which could constitute insider dealing, market manipulation or attempted insider dealing and market manipulation.

To this end, the relevant persons shall be required to inform the Monitoring Body of the existence, in their opinion, of the foregoing, and shall follow the procedure established by the institution for such cases.

The notification must always contain the following information:

a) The description of the orders and/or transactions and the trading method used.

b) The grounds for suspecting that the orders and/or transactions are executed using inside information or constitute a practice which compromises the free determination of prices.

c) The means of identifying the persons on account of whom the transactions would have been executed and, if applicable, any others involved in the transactions.

d) Whether the person subject to the disclosure obligation is acting for their own account or for the account of a third party.

e) Any other relevant information relating to suspicious transactions.

If the institution does not have such information available at the time of the disclosure, it shall at the very least mention the grounds on which the transaction or order has been deemed suspicious, without prejudice to the obligation to send complementary information as soon as it becomes available.

Any institutions giving notice of suspicious orders and/or transactions to the National Securities Market Commission (CNMV) shall be required to keep silent about such notice, unless otherwise required by the legal provisions in force.

The relevant persons shall promptly voice any doubts or concerns regarding potential cases of market abuse by contacting the body indicated in section 7.

3.4. Approval of Procedures.

The Bank may approve procedures which complement the provisions on market abuse contained in this section.

4. Priority of client interests and conflicts of interest.

4.1. Concept of conflict of interest.

As a general rule, the institutions and groups adhering to this Code shall comply with the following obligations:

a) Their employees must be aware of the existence of a policy for the detection, prevention and management of conflicts of interest, and act in compliance therewith.

b) Their employees must inform the competent unit of any situations affecting them and which may give rise to a conflict of interest.

c) They must reveal to their clients any conflicts of interest affecting them.

d) They must publicly disclose the existence of a record of conflicts of interest.

For the purposes of this Code, a conflict of interest shall be understood as any relationship of either the institution itself, a relevant person, or a person directly or indirectly linked by a relationship of control, which meets any of the following criteria:

a) the firm or that person is likely to make a financial gain, or avoid a financial loss, at the expense of the client;

b) the firm or that person has an interest in the outcome of a service provided to the client or of a transaction carried out on behalf of the client, which is distinct from the client's interest in that outcome;

c) the firm or that person has a financial or other incentive to favour the interest of another client or group of clients over the interests of the client;

d) the firm or that person carries out the same business as the client;

e) the firm or that person receives or will receive from a person other than the client an inducement in relation to a service provided to the client, in the form of services, monetary gains or non-monetary gains.

In any event, it shall not be deemed sufficient that the firm may gain a benefit if there is not also a possible disadvantage to a client, or that one client to whom the firm owes a duty may make a gain or avoid a loss without there being a concomitant possible loss to another such client.

4.2. Possible conflicts.

Should there be any doubts regarding the existence of a conflict of interests, the relevant persons shall prudently inform their superior and the compliance unit of the bank of the specific circumstances of the case to enable them to reach an appropriate conclusion regarding the situation.

4.3. Identification of conflicts of interest.

It shall be necessary to identify all conflicts of interest arising between clients of the group or institution subject to compliance herewith, between the clients of such group or institution, and within such group or institution, as well as between clients and relevant persons and between relevant persons and the group or institution subject to compliance herewith.

4.4. Management of conflicts of interest.

All institutions providing investment services shall approve, implement and maintain an effective conflicts of interest management policy appropriate to the size and organisation of the firm and the nature, scale and complexity of its business activity. The policy shall be set out in writing and where the firm is a member of a group, the policy shall also take into account any circumstances, of which the firm is or should be aware, which may give rise to a conflict of interest arising as a result of the structure and business activities of the other members of the group.

The conflicts of interest policy shall include the following content:

a) it must identify, with reference to the specific investment services and activities and ancillary services carried out by or on behalf of the institution, the circumstances which constitute or may give rise to a conflict of interest entailing a material risk of damage to the interests of one or more clients;

b) it must specify procedures to be followed and measures to be adopted in order to prevent or manage such conflicts.

The procedures to be followed and measures to be adopted shall include such of the following as are necessary and appropriate for the firm to ensure the requisite degree of independence:

a) effective procedures to prevent or control the exchange of information between relevant persons engaged in activities involving a risk of a conflict of interest where the exchange of that information may harm the interests of one or more clients;

b) the separate supervision of relevant persons whose principal functions involve carrying out activities on behalf of, or providing services to, clients whose interests may conflict, or who otherwise represent different interests that may conflict, including those of the firm;

c) the removal of any direct link between the remuneration of relevant persons principally engaged in one activity and the remuneration of, or revenues generated by, different relevant persons principally engaged in another activity, where a conflict of interest may arise in relation to those activities;

d) measures to prevent or limit any person from exercising inappropriate influence over the way in which a relevant person carries out investment or ancillary services or activities;

e) measures to prevent or control the simultaneous or sequential involvement of a relevant person in separate investment or ancillary services or activities where such involvement may impair the proper management of conflicts of interest.

4.5. Disclosure of conflicts of interest to clients.

In the event that the organisational and administrative arrangements implemented by the institution to prevent or manage risks of damage to the interests of its clients are insufficient to ensure, with reasonable confidence, that the risks of damage to the interests of the client will be prevented, the institution shall send a disclosure to the relevant clients clearly stating the general nature and sources of the conflicts of interest and the measures adopted to mitigate such risks prior to operating on behalf of such clients. This disclosure of information to clients shall be a last resort.

The information referred to in the preceding section shall be disclosed in a durable medium, and in sufficient detail, taking into account the nature of the client, to enable such client to make an informed decision with regard to the service, with full knowledge of the cause and context of the conflict of interest.

The disclosure shall clearly state that the organisational and administrative arrangements established by the investment firm to prevent or manage that conflict are not sufficient to ensure, with reasonable confidence, that the risks of damage to the interests of the client will be prevented. The disclosure shall include specific description of the conflicts of interest that arise in the provision of investment and/or ancillary services, taking into account the nature of the client to whom the disclosure is being made. The description shall explain the general nature and sources of conflicts of interest, as well as the risks to the client that arise as a result of the conflicts of interest and the steps undertaken to mitigate these risks, in sufficient detail to enable that client to take an informed decision with respect to the investment or ancillary service in the context of which the conflicts of interest arise.

4.6. Record of conflicts of interest.

The institution shall keep and regularly update a record of the kinds of investment or ancillary service or investment activity carried out by or on behalf of the firm in which a conflict of interest entailing a risk of damage to the interests of one or more clients has arisen or, in the case of an ongoing service or activity, may arise.

Senior management shall receive on a frequent basis, and at least annually, written reports on situations referred to in this point.

In addition, the relevant persons shall prepare and send to the Bank, and regularly update, a statement reflecting any significant, economic, family or any other type of associations with clients of the Bank due to services relating to the securities market or with listed companies.

Family association shall be understood as the relationship up to the second degree of consanguinity or affinity (ascendants, descendants, siblings and spouses of siblings) with clients for services related to the securities market (with the same exception as that provided in the preceding paragraph) or with persons holding administrative or executive positions in clients who are companies for this type of service or listed companies.

Such statement shall also include other associations which, in the opinion of an external, fair-minded observer could compromise the impartial actions of any of the relevant persons. In the event of any reasonable doubt, the relevant persons should consult with the body or bodies referred to in section 7.

4.7. Conflict resolution.

When the adoption of the measures and procedures provided in section 4.4 do not guarantee the necessary level of independence, the firm shall apply the alternative or additional procedures and measures as it sees fit to achieve such purpose.

In any event, the relevant persons:

a) Shall prioritise the legitimate interests of clients, acting with diligence, loyalty, neutrality and discretion, without prejudice to the requirement to uphold market integrity.

b) Shall seek to mitigate any conflicts of interest between clients, and between the bank and its clients, managing and resolving them in a suitable manner should they arise.

c) Shall not prioritise the sale of securities from the bank's portfolio over those of clients when the latter have ordered the same class of security to be sold in identical or better conditions, nor shall they attribute securities to the bank when there are clients who have requested such in identical or better conditions.

d) No privilege should be accorded to any client in the event of a conflict of interest involving several clients and, in particular, they shall abide by the system for executing and distributing orders that the bank has in place.

e) They shall not unnecessarily multiply the transactions without any benefit for the client.

The following criteria shall be used to resolve such conflicts:

a) With clients: priority of their interests and equal treatment.

b) Between relevant persons and the group or institution: loyalty to the group or institution.

5. Information barriers.

5.1. Concept of Separate Area.

A Separate Area shall be understood as each of the departments or units of institutions included within the scope of application where activities take place involving proprietary portfolio management, third party portfolio management or financial analysis, as well as others which may have access to Inside Information on a relatively frequent basis; the latter shall include those engaging in investment banking activities, brokerage of marketable securities and financial instruments, as well as the Compliance Unit itself.

It shall be the responsibility of the body or bodies referred to in section 7 or, if applicable, of the body or department established by the institution, to determine which departments or units of the institution may be considered Separate Areas based on the criteria set forth in the preceding paragraph.

5.2. Establishment of Separate Areas.

The Bank shall implement the necessary measures to prevent the flow of inside information between the various locations in which its activities are carried out ("areas of activity"), so as to guarantee that those within each area make decisions independently in relation to securities markets, and also to avoid conflicts of interest.

In particular, the Bank shall:

a) Establish separate areas of activity within the institution or group to which they belong, provided that the same activities are simultaneously performed in each Separate Area. In particular, a separate area must be created for each of the departments engaging in proprietary portfolio management, third party portfolio management and financial analysis.

b) Establish suitable information barriers between the Separate Area and the rest of the organisation and between each Separate Area if there is more than one.

c) Define a decision-making system for investments to ensure such decisions are made independently within each Separate Area.

d) Prepare and regularly update a list of securities and financial instruments on which inside information is available and a list of persons who have had access to such information, and on which dates.

5.3. Non-disclosure commitment.

Every employee, irrespective of their position, providing services in a given Separate Area shall be subject, specifically in relation to the area in question, to the duty of non-disclosure to any persons unconnected with such Separate Area of any inside information, and in general any confidential information, to which they have gained access during the course of their professional activities.

However, the information indicated may be disclosed where legally required, and also in the following circumstances:

a) Within the framework of the relevant decision-making processes, to the management staff and higher authorities and bodies referred to in the final paragraph of point 1 of this section. In the case of information of a particularly significant or sensitive nature (and in all cases where inside information is concerned), any disclosure must be brought to the attention of the body or bodies referred to in section 7 herein.

b) Whenever authorised by the party responsible for each transaction, who shall disclose such information to the body referred to in section 7 herein.

5.4. Other rules of separation.

The Bank shall have in place physical and logistical means of separation which are reasonable and proportionate in order to prevent the flow of information between the various Separate Areas.

5.4.1. Location.

The services pertaining to each Separate Area shall be carried out in different locations, where this measure is proportionate to the size of the Bank and of the Separate Area itself.

5.4.2. Data protection.

All persons providing services in Separate Areas shall adopt measures to ensure that the files, programmes or documents which they use are not made available to anyone who should not have access to such information as stipulated in point 1 of this section.

5.4.3. List of persons in contact with certain transactions.

All areas involved in projects or transactions which, given their characteristics, involve inside information shall prepare and regularly update a list of those with access to the project or transaction and the dates on which such access was granted, and shall send a copy thereof to the body referred to in section 7 herein. This list shall contain the information relating to the past five years. In addition, they shall inform those appearing therein that their name has been added to such list, advising of the prohibitions this entails.

5.5. Research activity.

All those within the Bank engaging in the preparation of investment research or the formulation of recommendations intended for clients or for dissemination in the market relating to institutions issuing listed securities, future listed institutions, or relating to financial instruments, shall form a Separate Area and shall adhere at all times to the principles of impartiality and loyalty towards the recipients of such research or recommendations.

Investment research shall be understood as research or other information recommending or suggesting an investment strategy, explicitly or implicitly, concerning one or several financial instruments or the issuers of financial instruments, including any opinion as to the present or future value or price of such instruments, intended for distribution channels or for the public, and in relation to which the following conditions are met:

a) the research or information is labelled or described as investment research or in similar terms, or is otherwise presented as an objective or independent explanation of the matters contained in the recommendation;

b) if the recommendation in question were made by an investment firm to a client, it would not constitute the provision of investment advice for the purposes of Directive 2014/65/EU.

Recommendations within the area of advisory services shall not be included under the concept of research reports, therefore any other research or recommendations that do not meet the conditions set out above shall be treated as a marketing communications and shall be clearly identified as such.

Any such recommendation shall contain a clear and prominent statement of the identity of the person responsible for formulating it, particularly the name and role of the individual giving the recommendation, in addition to the name of the legal person responsible for its formulation.

All published research or recommendations shall include a clear and prominent statement of the relevant associations between the Bank or those taking part in their preparation with the firms being analysed, particularly the business relations with them; the stable equity interest held or which may be held therein; the existence of directors, management staff or employees of the Bank who are directors, management staff or employees of such firms and vice versa; together with any circumstance which may reasonably jeopardise the objectivity of the recommendation. The foregoing shall be without prejudice to any other additional obligations relating to information on interests or conflicts of interest, as set forth in the implementing provisions of the Securities Market Law. All published research and recommendations shall also indicate that they do not constitute an offer for the sale or subscription of the securities.

The party responsible for the Separate Area must inform the body referred to in section 7 herein of all planned research, and shall promptly send all published research. This body shall ensure that no information is unduly distributed to the research department and that the research and recommendations are adequately disseminated, adopting all measures deemed necessary to this end.

Relevant persons shall take reasonable care to ensure that:

a) Facts are clearly distinguished from interpretations, estimates, opinions and other types of non-factual information;

b) All sources are reliable or, where there is any doubt as to whether a source is reliable, this is clearly indicated;

c) All projections, forecasts and price targets are clearly labelled as such and that the material assumptions made in producing or using them are indicated.

d) All recommendations are well-founded. All relevant persons formulating or disseminating recommendations must be able to give reasonable explanations for such recommendations to the National Securities Market Commission (CNMV), if required.

Institutions shall guarantee the application of the measures set forth in section 4.4 herein relating to financial analysts involved in preparing investment research reports and other relevant persons whose responsibilities or professional interests may come into conflict with the interests of the intended recipients of such reports. For the purpose of that set forth in this item, the concept of investment research provided in the Securities Market Law shall apply.

They shall also have in place arrangements designed to ensure that the following conditions are satisfied:

a) financial analysts and other relevant persons indicated in the preceding section must not initiate or cancel orders, undertake personal transactions or trade, other than as market makers acting in good faith and in the ordinary course of market making or in the execution of an unsolicited client order without a prior proposal by the institution, on behalf of any other person, including the firm, in financial instruments to which investment research relates, or in any related financial instruments, with knowledge of the likely timing or content of that investment research which is not publicly available or available to clients and cannot readily be inferred from information that is so available, until the recipients of the investment research have had a reasonable opportunity to act on it;

b) in circumstances not covered by point (a), financial analysts and any other relevant persons involved in the production of investment research must not initiate or cancel orders, undertake personal transactions in financial instruments to which the investment research relates, or in any related financial instruments, contrary to current recommendations, except in exceptional circumstances and with the prior, written approval of the person responsible for monitoring compliance with the CoC;

c) the institutions providing investment services, financial analysts, and other relevant persons involved in the production of the investment research must not accept inducements from those with a material interest in the subject-matter of the investment research, and must not undertake with the issuers to formulate favourable reports.

d) If the draft includes a recommendation or a target price, issuers, relevant persons other than financial analysts, and any other persons must not before the dissemination of investment research be permitted to review a draft of the investment research for the purpose of verifying the accuracy of factual statements made in that research, or for any other purpose other than verifying compliance with the firm's legal obligations.

For the purposes of this paragraph, 'related financial instrument' means a financial instrument the price of which is closely affected by price movements in another financial instrument which is the subject of investment research, and includes a derivative on that other financial instrument.

That set forth in the preceding sections shall not be applicable when the institution providing investment services disseminates investment research if the following criteria are met:

a) The person that produces the research is not a member of the group to which the institution belongs.

b) The institution does not substantially alter the recommendations within the research.

c) The institution does not present the research as having been produced by it.

d) The institution verifies that the producer of the research is subject to requirements equivalent to those set forth in Royal Decree 217/2008 in relation to the production of investment research, or has established a policy setting such requirements.

5.6. Management activities on behalf of third parties.

Any department(s) engaging in management activities on behalf of a third party must form a Separate Area. Appropriate and reasonable measures shall be adopted within the Separate Area to avoid or reduce to the extent possible any conflicts of interest arising between several clients. To this end:

- When completed orders and transactions have to be distributed among several clients, areas shall be separated adhering to pre-determined objective criteria. Should it not be possible or convenient, for any reason, to adhere to such pre-determined criteria, a written record of the criterion applied should be kept.

- Insofar as possible depending on the significance of such activities within the institution, clients or groups of clients with common characteristics shall be managed separately.

- In the event of a conflict of interest between two or more clients, the Bank shall act in an impartial manner and shall not favour any one party over the other.

The following rules shall be applied in procedures for assigning and itemising global orders:

a) Investment decisions in favour of a client shall be determined prior to knowing the outcome of the transaction.

b) Pre-defined criteria for the distribution and itemisation of global orders shall be applied, based on the principles of fairness and non-discrimination. At the same time, institutions must be able to demonstrate, in a manner that is verifiable and ensures the information cannot be tampered with, that the investment decisions made in favour of a given client have been adopted prior to knowing the outcome of the execution of the orders.

c) The procedures to be followed by the institution in order to ensure compliance with these principles shall be established.

6. Personal transactions.

6.1. Concept of personal transactions.

A personal transaction shall be a trade in a financial instrument effected by or on behalf of an relevant person, where at least one of the following criteria are met:

a) the relevant person is acting outside the scope of the activities carried out in their professional capacity;

b) the trade is carried out for the account of any of the following persons:

   i) the relevant person;
   ii) any person with whom such person has a family relationship, or with whom such person has close links;

   A family relationship or close links shall be considered to exist with:

   1. The spouse of the relevant person or any partner of that person considered by national law as equivalent to a spouse;

   2. Any dependent children or stepchildren of the relevant person;

   3. Any other relative of the relevant person who has shared the same household as that person for at least one year on the date of the personal transaction concerned;

   4. a legal person, trust or partnership, in which the relevant person discharges managerial responsibilities, which is directly or indirectly controlled by such a person, which is set up for the benefit of such a person, or the economic interests of which are substantially equivalent to those of such a person. For these purposes, a natural or legal person shall be understood to exercise control over a company, either individually or together with persons acting in concert therewith, when it holds, directly or indirectly, at least 30 per cent of the voting rights, or when it holds an interest below 30 per cent and appoints, in line with regulatory provisions, a number of directors who, together with any other previously appointed directors, represent over half of the members of the firm's management body;

iii) a person in respect of whom the relevant person has a direct or indirect material interest in the outcome of the trade, other than obtaining a fee or commission for the execution of the trade.

The institution providing investment services may require satisfaction of some or all of the above criteria depending on who has access to the information, be it the relevant person, their relatives or any other persons who may gain access to such information by reason of their relationship with the relevant person. It may also determine the classes of securities whose subscription, acquisition or sale shall be subject to mandatory authorisation by the institution.

The institution shall make the necessary arrangements to ensure that:

a) Each relevant person is aware of the restrictions on personal transactions, and of the measures established by the investment firm in connection with personal transactions and disclosure;

b) The firm is informed promptly of any personal transaction entered into by a relevant person, either by notification of that transaction or by other procedures enabling the firm to identify such transactions;

c) A record is kept of the personal transaction notified to the firm or identified by it, including any authorisation or prohibition in connection with such a transaction.

In the case of outsourcing arrangements, the investment firm shall ensure that the firm to which the activity is outsourced maintains a record of personal transactions entered into by any relevant person and provides that information to the investment firm promptly on request.

Institutions providing investment services may adapt the measures adopted to the type of financial instruments affected by the transactions and to any and all types of circumstances which may arise in each case.

6.2. Prohibited activities.

The following activities shall be prohibited for the purpose of that set forth in the preceding section:

a) Entering into a personal transaction which meets at least one of the following criteria:

   i) that person is prohibited from entering into it under the Market Abuse Regulation;

   ii) it involves the misuse or improper disclosure of that confidential information;

   iii) it conflicts or is likely to conflict with an obligation of the institution under the Securities Market Law;

b) Advising or procuring, other than in the proper course of their employment or

any contract for services, any other person to enter into a transaction in financial instruments which, if a personal transaction of the relevant person, would be covered by point (a) above.

c) Disclosing, other than in the normal course of his employment or contract for services, any information or opinion to any other person if the relevant person knows, or reasonably ought to know, that as a result of that disclosure that other person will or would be likely to take either of the following steps:

   i) to enter into a transaction in financial instruments which, if a personal transaction of the relevant person, would be covered by point (a) above;

   ii) to advise or procure another person to enter into such a transaction.

6.3. Procedure for engaging in personal transactions.

6.3.1. Procedure

Institutions providing investment services shall establish adequate arrangements aimed at preventing the activities set forth in the following section in the case of any relevant person who is involved in activities that may give rise to a conflict of interest, or who has access to inside information or significant information, or to any other confidential information relating to clients or transactions with or for clients by virtue of an activity carried out by such person on behalf of the firm.

In order to comply with this item, the following procedure, duly reviewed and approved, has been established.

The orders of the relevant persons and persons contemplated in the definition of personal transactions shall be made in writing or using any telematic, computer or electronic means available to the Bank and shall be included in the file of supporting documents of orders.

No order meeting the definition of personal transactions shall be made without the sufficient provision of funds, without confirming the ownership or acquisition of the securities or relevant rights, or without establishing the guarantees normally required of an ordinary client.

Unless authorised by the body referred to in section 7 below, none of the securities or financial instruments acquired through personal transactions shall be sold in the same session or day on which they were purchased and, in general, no transactions implying opposite-sign positions shall be made during the same day.

Specific procedures shall be established for the performance of transactions in certain circumstances involving specific classes of securities which may require prior authorisation.

6.3.2. Reporting of personal transactions.

The relevant persons shall prepare, at the end of each calendar month, and provided that they have acted on their own account, a detailed disclosure

addressed to the institution's compliance unit, which shall list all of the orders and transactions carried out since the previous disclosure. The list of orders and transactions shall be submitted, in writing or electronically, within the first ten days of the following month, and shall refer to transactions made during the preceding month.

At the request of the body referred to in section 7, the relevant persons must provide information at any time and with full details and, if so requested, in writing, regarding the transactions performed on their own account. This duty of disclosure shall be applicable to all transactions made on their own account affecting shares or interests in UCITS or AIFs, even when not traded on organised markets, as well as those performed within the framework of a portfolio management contract.

The members of the body receiving the disclosures and information envisaged herein shall be obliged to guarantee their strict confidentiality.

6.3.3. Scope of application of personal transactions

The institution providing investment services may include a section in its procedures requiring satisfaction of some or all of the criteria set forth herein, depending on whether personal transactions have been made for the account of the relevant persons themselves, for the account of any person with whom such persons have a family association or close links, or for the account of a person whose relationship with the relevant person is such that the relevant person has a direct or indirect material interest in the outcome of the trade,

6.3.4. Transactions excluded from personal transactions.

The provisions of points 2 and 3 of this section shall not apply to the following transactions:

a) Personal transactions effected under an individualised discretionary investment portfolio management service where there is no prior communication in connection with the transaction between the portfolio manager and the relevant person or other person for whose account the transaction is executed; however, the execution of the portfolio management contract must be reported and the controlling body may request all and any information it deems necessary.

b) Personal transactions in undertakings for collective investments in transferable securities (UCITS) or AIFs that are subject to supervision under the law of a Member State which requires an equivalent level of risk spreading in their assets, where the relevant person and any other person for whose account the transactions are effected are not involved in the management of that undertaking, as defined in Article 94.1 of developing Regulation of Law 35/2003 of 4 November on UCITS approved by Royal Decree 1082/2012 of 13 July.

7. "Ad hoc" body or bodies.

1. The body or bodies referred to in preceding sections may be formed by a single person, several persons or at least two persons acting jointly. Its members must be persons at executive level in the institution and shall be

appointed by the Board of Directors.

2. Such bodies shall be responsible for receiving and reviewing the disclosures referred to in the previous sections and in general for ensuring compliance with this Code. In particular, the body or bodies shall discharge the following duties:

   - Notify those concerned at any given time of the information relating to the procedures and measures that should be adopted to comply with the CoC.

   - Propose the measures it or they deem suitable with regard to information barriers and the control of information flows and in general for due compliance by the Bank's organisation with this Code and the principles on which it rests, promoting the establishment and adoption of supplementary procedures and rules for this purpose.

   - Receive from the relevant persons the communications and information provided herein, file them in an orderly manner and safeguard them.

   - Keep a confidential record of the securities affected by inside information. Securities affected by transactions in the pipeline or by ongoing transactions involving investment banking activity must be included in this list. The parties responsible shall provide the aforementioned body or bodies with the necessary information to keep this record.

   - Keep a record of all insider lists received from any unit or sector of the Bank taking part in a project or transaction which, due to its special significance, involves inside information.

   - Make regular verifications, based on sampling techniques where applicable, in order to verify that the transactions carried out in the market for the account of the Bank or for the account of clients, and for relevant persons, are not affected by undue access to inside information, to verify the correct operation of the information barriers system and to check that the transactions exempt in accordance with section 6 of this Code are performed without any involvement of the relevant person.

   - Grant, if applicable, the authorisation provided in this Code and keep an adequate record of authorisations granted.

   - Inform the Board of Directors or the body designated by the same of any material incidents relating to compliance with the provisions of this Code. Provide a general report at least once a year on the compliance with that set forth in this Code.

   - Impose restrictions on transactions carried out by relevant persons for their own account.

   - Keep a record of the types of investment and ancillary services provided by the company or on account of the same in which a conflict of interest

has arisen, or in which a conflict of interest may arise in the case of ongoing services.

8. Non-compliance.

Failure to comply with that set forth in this Code, where its content implements that set forth in the Securities Market Law and other applicable regulations, such as management and disciplinary standards of the securities market, may result in the imposition of the corresponding administrative penalties, without prejudice to the applicable consequences under labour law or any other.

9. Supplementary standards and Annexes.

1. The approval of this Code of Conduct does not preclude the adoption of supplementary internal rules of conduct relating to the securities market by the Bank, which must be duly distributed.

2. An Annex relating to its capacity as a listed company or issuer of securities shall form part of this Code of Conduct.

ANNEX I TO THE AEB CODE OF CONDUCT IN THE SECURITIES MARKET FOR BANKS WITH SHARES ADMITTED TO TRADING

(Introductory note: This Annex supplements and forms part of the Spanish Banking Association (AEB) Code of Conduct in the Securities Market relating to certain aspects which are inherent to it or which are specifically related to its capacity as a public limited company listed on the stock exchange.)

1.- Transactions by directors and employees involving the Bank's own shares or other securities issued by the Bank or companies in its group.

All transactions carried out by the relevant persons in the Bank relating to the shares or debt instruments of the institution or to derivatives or other financial instruments linked thereto, shall be subject to the rules set forth in section 6 of this Code of Conduct of which this Annex forms part and, as applicable, to those envisaged in this section. The foregoing shall be without prejudice to the disclosure of transactions to the Spanish National Securities Market Commission (CNMV), within the scope and under the terms set forth in the applicable regulations.

Such notifications shall be made promptly and no later than three business days after the date of the transaction.

These rules shall apply to all subsequent transactions once the maximum threshold set forth in the applicable regulation has been reached. As at the approval date of this Code, the applicable threshold is EUR 5,000. This threshold shall be calculated by adding without netting all transactions referred to in the preceding section.

1.- A notification of transactions shall contain the following information:

a) the name of the person;
b) the reason for the notification;
c) the name of the relevant issuer or emission allowance market participant;
d) a description and the identifier of the financial instrument;
e) the nature of the transaction(s) (e.g. acquisition or disposal), indicating whether it is linked to the exercise of share option programmes or to the specific examples set out in section 2 below;
f) the date and place of the transaction(s); and
g) the price and volume of the transaction(s). In the case of a pledge whose terms provide for its value to change, this should be disclosed together with its value at the date of the pledge.

2. For the purposes of section 1, transactions that must be notified shall also include:

a) the pledging or lending of financial instruments by or on behalf of a person discharging managerial responsibilities or a person closely associated with such a person, as referred to in section 1;

b) transactions undertaken by persons professionally arranging or executing transactions or by another person on behalf of a person discharging managerial responsibilities or a person closely associated

with such a person, as referred to in section 1, including where discretion is exercised;

c) transactions made under a life insurance policy, defined in accordance with Directive 2009/138/EC of the European Parliament and of the Council, where:

i. the policyholder is a person discharging managerial responsibilities or a person closely associated with such a person, as referred to in section 1,

ii. the investment risk is borne by the policyholder, and

iii. the policyholder has the power or discretion to make investment decisions regarding specific instruments in that life insurance policy or to execute transactions regarding specific instruments for that life insurance policy.

For the purposes of point (a), a pledge, or a similar security interest, of financial instruments in connection with the depositing of the financial instruments in a custody account does not need to be notified, unless and until such time that such pledge or other security interest is designated to secure a specific credit facility.

2.- Restricted periods

Any person discharging managerial responsibilities within the institution shall not conduct any transactions on their own account or for the account of a third party, directly or indirectly, relating to the shares or debt instruments of the issuer or to derivatives or other financial instruments linked to them during a closed period of 30 calendar days before the announcement of an interim financial report or a year-end report which the issuer is obliged to make public in accordance with current legislation.

Persons with no managerial responsibilities but who have or may have access to the results of the institution or to information required to obtain such results shall not, prior to their publication, conduct any transactions for their own account or for the account of a third party, directly or indirectly, relating to the shares or debt instruments of the issuer or to derivatives or other financial instruments linked to the foregoing during a closed period of 15 calendar days before the estimated date of publication of such results.

The institution may allow a person discharging managerial responsibilities within it to trade on their own account or for the account of a third party during a closed period as referred to in the preceding paragraph either:

a) on a case-by-case basis due to the existence of exceptional circumstances, such as severe financial difficulty, which require the immediate sale of shares; or

b) due to the characteristics of the trading involved for transactions made under, or related to, an employee share or saving scheme, qualification or entitlement of shares, or transactions where the beneficial interest in the

relevant security does not change.

Though not included in the scope of application of this Code, it is important to remember, particularly when setting up protection systems and drawing up insider lists, that third persons not related to the bank (external lawyers, consultants, auditors, etc.) may also have access to inside information.

Inside information.

The relevant persons to whom this section refers shall take special care not to take part in or give rise to any prohibited conduct such as the improper use or undue transfer of inside information relating to the Bank itself, the companies in its group or the securities or financial instruments issued by the Bank or by the companies in its group or in reference thereto. Any doubts concerning whether information is inside information or not shall be clarified with the body or bodies referred to in section 7 of the Code of Conduct.

3.- Public disclosure of inside information.

The Bank is under the obligation to promptly disclose to the market, by means of a notification to the National Securities Market Commission (CNMV), any inside information which directly concerns it.

The institution shall ensure that the inside information is made public in a manner which enables fast access and complete, correct and timely assessment of the information by the public and, where applicable, in the officially appointed mechanism referred to in Article 21 of Directive 2004/109/EC of the European Parliament and the Council. The issuer shall not combine the disclosure of inside information to the public with the marketing of its activities. The issuer shall post and maintain on its website for a period of at least five years, all inside information it is required to disclose publicly.

The institution may, on its own responsibility, delay disclosure to the public of inside information provided that all of the following conditions are met:

a) immediate disclosure is likely to prejudice the legitimate interests of the issuer or emission allowance market participant;
b) delay of disclosure is not likely to mislead the public;
c) the institution is able to ensure the confidentiality of that information.

Where an issuer or emission allowance market participant has delayed the disclosure of inside information under this paragraph, it shall inform the competent authority specified in section 3 that disclosure of the information was delayed and shall provide a written explanation of how the conditions set out in this paragraph were met, immediately after the information is disclosed to the public. Alternatively, Member States may provide that a record of such an explanation is to be provided only upon the request of the competent authority specified in section 3.

In order to preserve the stability of the financial system, the institution may, on its own responsibility, delay the public disclosure of inside information, including information which is related to a temporary liquidity problem and, in particular, the need to receive temporary liquidity assistance from a central bank or lender of last

resort, provided that all of the following conditions are met:

a) the disclosure of the inside information entails a risk of undermining the financial stability of the issuer and of the financial system;

b) it is in the public interest to delay the disclosure;

c) the confidentiality of that information can be ensured;

d) the competent authority specified in section 3 has consented to the delay on the basis that the conditions in points (a), (b) and (c) are met.

The institution shall notify the competent authority specified in section 3 of its intention to delay the disclosure of the inside information and provide evidence that the conditions set out under paragraph 5, in points (a), (b) and (c). The competent authority specified in section 3 shall consult, as appropriate, the national central bank or the macro-prudential authority, where instituted, or, alternatively, the following authorities:

a) where the issuer is a credit institution or an investment firm the authority designated in accordance with Article 133(1) of Directive 2013/36/EU of the European Parliament and of the Council;

b) in cases other than those referred to in point (a), any other national authority responsible for the supervision of the issuer.

The Board of Directors shall appoint one or more authorised representatives to act as the point of contact for the CNMV for queries, verifications or urgent requests for information relating to the disclosure of inside information. They shall also notify the aforementioned authority of any changes to the appointed representatives. The representatives appointed by the issuers must satisfy the conditions set forth in current regulations on the disclosure of material information.

4.- Control measures regarding inside information.

4.1. Insider list

Issuers or any person acting on their behalf or on their account, shall:

a) draw up a list of all persons who have access to inside information and who are working for them under a contract of employment, or otherwise performing tasks through which they have access to inside information, such as advisers, accountants or credit rating agencies (insider list);

b) promptly update the insider list, including the date of the update, in the following circumstances:

i. where there is a change in the reason for including a person already on the insider list;
ii. where there is a new person who has access to inside information and needs, therefore, to be added to the insider list;
iii. where a person ceases to have access to inside information.

Each update shall specify the date and time when the change triggering the update occurred.

c) promptly provide the insider list to the CNMV at the latter's request.

The Insider List should be divided into sections with a clearly identified separate section for each piece of Inside Information. Each section should list the details of all persons having access to the same specific piece of inside information. The Company may insert a supplementary section into its Insider List with the details of individuals who have access at all times to all inside information ('permanent insiders'). The details of permanent insiders included in such supplementary section shall not be included in the other sections of the Insider List.

The institution or any person acting on its behalf or on its account, shall take all reasonable steps to ensure that any person on the insider list acknowledges in writing the legal and regulatory duties entailed and is aware of the sanctions applicable to insider dealing and unlawful disclosure of inside information.

Where another person acting on behalf or on the account of the issuer assumes the task of drawing up and updating the insider list, the issuer remains fully responsible for complying with this Article. The issuer shall always retain a right of access to the insider list.

The insider list shall include at least:

a) the identity of any person having access to inside information;
b) the reason for including that person in the insider list;
c) the date and time at which that person obtained access to inside information;
d) the date on which the insider list was drawn up.

4.2. Document registers

During the assessment and trading stages of any type of legal or financial transaction affecting the Bank as a listed company and which might materially influence the price of the securities issued by the same or the financial instruments acting as the underlying, and with regard to the information indicated as inside information, the following measures will be adopted:

a) Knowledge of the information shall be strictly limited to persons, whether internal or external to the organisation, for whom such knowledge is essential.

b) For each transaction, a document register will be kept with the names of the persons referred to in the preceding point and the date on which each such person became aware of the information. This document register shall be kept by the person responsible for the transaction. The document register or insider list shall include the identity of all those who possess such information, irrespective of whether they are employed by the Bank or otherwise, and it shall also indicate whether they have full or partial access to such information. The register shall include the reason and the date on which each such person gained access to the information.

These measures shall also be applicable when the bank receives inside information and at the same time needs to transfer such information for the assessment of the transaction giving rise to the inside information.

c) The persons included in the register shall be given express notice of the nature of the information, their duty of confidentiality in relation therewith, and their prohibition to use such information. Such notice shall be issued in writing.

d) Security measures shall be put in place for the custody, filing, access, reproduction and distribution of the information, including the assignment of a code name to the transaction. The ad hoc body referred to in section 7 shall ensure that the measures taken are appropriate.

e) The market evolution of the securities issued by the Bank will be monitored together with any news issued by professional providers of economic information and the media which may affect the securities. This activity will be carried out by the body or bodies referred to in section 7 of the Code or by the person or department which, under its/their supervision, is designated by the ad hoc body. The body responsible can request the assistance of the relevant Separate Area.

f) In the event of unusual trading volumes or prices, and if there are reasonable grounds to believe that such unusual events are the result of premature, partial or distorted reporting of the transaction, a significant event will promptly be prepared, providing clear and precise information on the status of the transaction in progress or containing a preview of the information to be provided.

5.- Meetings with analysts or investors.

During such meetings, institutions and relevant persons shall take into account the recommendations contained in the letter from the Spanish National Securities Market Commission (CNMV) published in December 2005 and the current law on the disclosure of significant information.

These recommendations are as follows:

1. When they wish to publicise, using a procedure not in writing, new information on the progress or outlook of their business, companies shall disseminate such information through meetings or presentations which comply with the transparency rules indicated in these Recommendations.

2. Even if companies limit their physical presence at the meeting or require a prior invitation, they shall publicly give notice of such meeting in a notification sent to the CNMV at least two hours in advance of the meeting. The latter shall promptly publish such information in the 'Other Communications' section of its website.

3. The notification shall indicate the purpose, date and time of the meeting

together with the technical means (e.g. the company's website) through which any party interested may follow it live. Transmission of these meetings over the Internet is recommended as a very good practice.

4. The documentation or slides to be shown during the meeting must be published prior to commencement of the meeting via the company's website and by sending a notification to the CNMV. When the documentation is in English, it shall be made public directly in that language, without prejudice to any subsequent translation which may be carried out.

5. Companies shall plan the responses to be given by their management staff to possible questions so as to prevent any improvised responses to unexpected questions from giving fragmented or confusing information on important matters which may be considered significant information.

6. At the end of the meeting, the companies shall publish a summary of the responses given, except when:

   a) They place the complete recording of the meeting at the disposal of investors on their website for a period no shorter than one month; or

   b) All responses are a mere reiteration, without any additional information or nuance, of the information already made public.

7. Compliance with recommendations 4 and 6 shall not preclude the listed companies from officially notifying the CNMV, in accordance with the provisions of Article 82 of the Securities Market Law, of any decisions and specific information considered significant information.

6.- Treasury stock transactions

Treasury stock transactions must always be governed by the recommendations of the supervisory body.

Given that in certain circumstances treasury stock management may give rise to conflicts of interest, in order to guarantee that such transactions are not affected by the knowledge of inside information, in addition to the general rules contained in this Code, the following rules shall also apply:

- Any persons deciding to perform transactions for their own account shall be specifically identified and the necessary measures will be taken to ensure that they do not have uncontrolled access to information relating to other units or areas of activity.

- Any purchases or sales of shares shall be carried out in a manner that does not impede correct share price determination.

- Transactions shall be duly recorded, and such records shall include all the necessary data for their correct identification.

ANNEX II TO BANCO SABADELL GROUP INTERNAL CODE OF CONDUCT RELATING TO THE SECURITIES MARKET

1.- General principles of action for treasury stock transactions

Treasury stock management activities shall be grounded in the following principles of action:

a) Purpose. The purpose of such activities shall be to provide investors with adequate liquidity and depth with which to trade in securities, minimise temporary imbalances between supply and demand in the market, execute programmes for the repurchase of own shares approved by the Board of Directors or resolutions of the Annual General Meeting and to honour legitimate commitments entered into previously. Under no circumstance shall such transactions serve the purpose of intervening in the free determination of prices.

b) Transparency in interactions with the supervisors and governing bodies of the markets.

c) No influence from inside information. At all times, action should be taken to prevent any investment or disinvestment decisions or transactions directly or indirectly involving own shares from being made as a consequence of holding inside information, and to prevent them from being affected by such information.

d) Neutrality. The bank's activity in the market with regard to its own shares shall not represent a dominant position in trading. Unless specifically and justifiably authorised by the body referred to in section 7 of this Code of Conduct, no treasury stock transactions shall be agreed with companies within the corporate group, its directors or any of its significant shareholders.

2.- Personal transactions

2.1. Transactions involving securities must adhere to ordinary investment criteria.

The relevant persons shall not perform opposite-sign transactions with the same securities or financial instruments within 30 calendar days following the acquisition or disposal of each such security or instrument, unless authorised to do so by the body referred to in section 7 due to the existence of exceptional circumstances which justify this specific transaction.

In the case of employees, the performance of securities transactions shall not interfere with their professional activity nor require any monitoring of the market which may affect their work and duties.

2.2. Transactions involving securities or financial instruments traded on organised markets, or financial instruments whose underlying are securities traded on organised markets, which are performed by directors and employees for their own account, must be made via the Group. Investments

in public debt securities shall be exempt from this obligation. Likewise, an exception may be made for transactions performed by non-resident employees or Directors, ordered and executed outside Spain and relating to securities not traded on Spanish organised markets, together with transactions previously authorised by the body referred to in section 7 of the Code, due to the existence of exceptional circumstances.

2.3. Any persons taking part in the preparation of investment research reports or recommendations for certain companies shall not be permitted to carry out personal transactions using any of the financial instruments listed in Article 2 of the Securities Market Law and issued by such companies, as this would create a conflict of interest, unless authorised to do so by the authorities referred to in Section 7 due to extraordinary circumstances that justify this type of transaction.

ANNEX III TO BANCO SABADELL GROUP INTERNAL CODE OF CONDUCT RELATING TO THE SECURITIES MARKET: APPLICABLE TO DIRECTORS AND EMPLOYEES OF UCITS MANAGEMENT COMPANIES OF BANCO SABADELL GROUP

1.- Scope of application

This Code shall also be applicable to members of the Boards of Directors of the UCITS Management Companies of Banco Sabadell Group, currently Sabadell Asset Management, S.A, S.G.I.I.C, S.U and Urquijo Gestión, S.A., S.G.I.I.C., S.U., and to the management staff and employees of the foregoing (i) whose work is directly or indirectly related to the institution's activities and services in the securities market or (ii) who frequently or regularly have access to material information relating to the bank itself or to companies within its corporate group.

2.- Conflicts of interest

In addition to complying with that set forth in section 4 of this Code, members of the Boards of Directors of the UCITS Management Companies of Banco Sabadell Group, their management staff and employees to whom this Code is applicable, shall carry out all activities adhering to the maximum ethical, moral and deontological requirements, and shall contribute to the correct operation and transparency of markets, placing the interests of the UCITS or alternative investment funds (AIFs), venture capital firms, managed investment portfolios and clients receiving advisory services before the interests of Banco Sabadell Group and their own, acting in an impartial manner and in good faith, and at all times safeguarding the interests of such undertakings, firms, investment portfolios and clients receiving advisory services.

ANNEX IV TO BANCO SABADELL GROUP INTERNAL CODE OF CONDUCT RELATING TO THE SECURITIES MARKET: RULES OF CONDUCT FOR RELATED PARTY TRANSACTIONS APPLICABLE TO UCITS MANAGEMENT COMPANIES OF BANCO SABADELL GROUP

1.- Purpose

The purpose of these Rules of Conduct is to set forth specific rules with regard to related party transactions, as provided in Article 67 of Law 35/2003 of 4 November, in article 145 of its developing Regulation, approved by Royal Decree 1082/2012 of 13 July, and other developing corpuses, in particular, the Technical Guide 2/2017 and the Technical Guide 1/2018 of the CNMV on related party transactions of Collective Investment Undertakings and other transactions of UCITS and AIF management companies.

2.- Scope of application

Related party transactions shall be any of the transactions referred to in section three of this document carried out by any of the following persons or institutions:

a) Investment undertakings whose management has been entrusted to Sabadell Asset Management, S.A, S.G.I.I.C, S.U and Urquijo Gestión, S.A.,S.G.I.I.C., S.U. and/or with their respective Depository Institutions, and with Sabadell Asset Management, S.A, S.G.I.I.C, S.U and Urquijo Gestión, S.A., S.G.I.I.C., S.U.;

b) Investment undertakings whose management has been entrusted to Sabadell Asset Management, S.A, S.G.I.I.C, S.U and Urquijo Gestión, S.A., S.G.I.I.C., S.U., with persons discharging administrative and management duties in such undertakings or with persons discharging administrative and management duties in their Depository Institution, in Sabadell Asset Management, S.A, S.G.I.I.C, S.U and Urquijo Gestión, S.A., S.G.I.I.C., S.U.;

c) Sabadell Asset Management, S.A, S.G.I.I.C, S.U., and Urquijo Gestión, S.A., S.G.I.I.C., S.U. and between the Depository Institutions when such transactions affect a UCITS or AIF for which they act as Management Company and Depository Institution, respectively, and those carried out between Sabadell Asset Management, S.A, S.G.I.I.C, S.U. and Urquijo Gestión, S.A., S.G.I.I.C., S.U. and persons discharging administrative and management duties in the foregoing;

d) Venture capital firms, managed investment portfolios or clients receiving advisory services with respect to which Sabadell Asset Management, S.A, S.G.I.I.C, S.U or Urquijo Gestión, S.A., S.G.I.I.C., S.U. act as Management Company, with Sabadell Asset Management, S.A, S.G.I.I.C, S.U., with Urquijo Gestión, S.A., S.G.I.I.C., S.U., and with persons discharging administrative and management duties in the foregoing;

e) Sabadell Asset Management, S.A, S.G.I.I.C, S.U and Urquijo Gestión, S.A., S.G.I.I.C., S.U., when such transactions affect a UCITS or AIF, a venture capital firm, a managed investment portfolio or a client receiving advisory services for which they act as a Management Company; by the depository institutions when

such transactions affect a UCITS or AIF whose management is entrusted to Sabadell Asset Management, S.A, S.G.I.I.C, S.U. or Urquijo Gestión, S.A., S.G.I.I.C., S.U., with respect to which they act as a Depository Institution; by venture capital firms, investment portfolios, clients receiving advisory services and by investment firms whose management is entrusted to Sabadell Asset Management, S.A, S.G.I.I.C, S.U. or Urquijo Gestión, S.A., S.G.I.I.C., S.U., with any other institution within the same corporate group as defined in Article 4 of the Securities Market Law.

3.- Related party transactions

The following transactions shall be considered related party transactions when carried out with any of the persons or institutions indicated in point two above.

a) The receipt of remuneration for the provision of services to a UCITS or AIF, venture capital firm, managed investment portfolio or client receiving advisory services, except those provided by Management Companies directly to the UCITS or AIF, venture capital firm, managed investment portfolio or client receiving advisory services, and those provided in Article 7 of Royal Decree 1082/2012 of 13 July.

b) The securing of financing by a UCITS or AIF, venture capital firm, managed investment portfolio or client receiving advisory services.

c) The establishment of deposits of a UCITS or AIF, venture capital firm, managed investment portfolio or client receiving advisory services.

d) The acquisition by a UCITS or AIF, venture capital firm, managed investment portfolio or client receiving advisory services of securities or instruments issued or guaranteed by, or in whose issuance any of the persons or institutions described in point two above act as, a placement agent, underwriter, director or advisor.

e) Purchase and sale of securities.

f) Any transfer or exchange of resources, obligations or business opportunities between investment firms, management companies or depository institutions on one hand, and persons discharging administrative or management duties on the other.

g) Any business, transaction or service provision involving a UCITS or AIF, venture capital firm, managed investment portfolio or client receiving advisory services and any company within the economic group of the Management Companies, the Depository Institution or the SICAV, or any of the members of their respective boards of directors or of another UCITS or AIF, venture capital firm, managed investment portfolio or client advised by the same management companies or a different management company of the group.

h) In general, all transactions which, in view of their characteristics and as defined in this Code of Conduct and in current legislation, can be considered related party transactions.

The above transactions shall also be considered related party transactions when carried out through interposed persons or institutions. For such purposes, interposed persons or entities shall be those defined in Article 67(2) of Law 35/2003 of 4 November.

4.- Monitoring Body

a) A Monitoring Body shall be created or designated for this purpose by the Boards of Directors of the S.G.I.I.C.

b) Irrespective of any other function applicable to this Body by Law or under this Code, it shall be responsible for receiving and examining the related party transactions and related party transactions involving real estate referred to in Annex IV and Annex VI and, in general, for ensuring compliance with this Code. The Monitoring Body shall also be responsible for verifying compliance with the separation requirements between the Management Company and the Depository Institution referred to in point 7 of this Code and Annex VII.

c) The members of this Body shall be under the obligation to guarantee their strict confidentiality. The same duty of confidentiality shall apply to the members of the Boards of Directors of the S.G.I.I.C., should they become aware of such transactions.

d) Pursuant to Articles 67 and 68 of Law 35/2003 of 4 November, the duties of the Monitoring Body shall only be discharged by an independent committee created within the Board of Directors of the Management Company or by an internal body of the Management Company. In the latter case, such internal body shall be assigned the risk and compliance management functions envisaged in CNMV Circular 6/2009 of 9 December. Members of the Monitoring Body who discharge executive duties within the Management Company shall not represent a majority of such body's composition.

5.- Authorisation of related party transactions

Any transactions which, in keeping with the content of this Annex, may be considered a related party transaction must be first authorised by the Monitoring Body referred to in paragraph 4 of this Annex (hereinafter, the "Monitoring Body").

The procedure for authorising related party transactions shall be the procedure set forth in the procedures manual; in all cases, authorisation shall be requested in writing, indicating the reasons and all the identification details of the transaction and, particularly, all the institutions and other parties involved, the type of transaction and its terms and conditions. Should the Monitoring Body consider that the information furnished is insufficient, it may request as much data as it requires.

For the Monitoring Body to authorise a related party transaction, it shall be necessary, in all cases, for such transaction to be carried out in the sole interest of the UCITS or AIF, venture capital firm, managed investment portfolio or client receiving advisory services, and at prices and under conditions equal to or better than those of the market. Should the Monitoring Body consider that, despite meeting both of these

criteria, the performance of such transaction would violate ethical standards, it shall withhold such authorisation.

The authorisation must be recorded in writing and shall be kept together with the documentation submitted for obtaining the same.

However, the Boards of Directors may determine that certain transactions, given their minor importance or repetitive nature, do not require the prior authorisation of the Monitoring Body, in which case such Body shall subsequently carry out the corresponding controls set forth in the procedures manual with the frequency established therein.

6.- Information and disclosure of related party transactions

The Monitoring Body shall notify the Board of Directors of the Management Company of the related party transactions it has authorised or rejected at least once a quarter. This information shall be submitted in writing.

The prospectuses and periodic information published by the UCITS or AIF, venture capital firm, managed investment portfolio or client receiving advisory services shall record the existence of this procedure for the prevention of conflicts of interest as well as the related party transactions carried out.

7.- Filing of related party transactions

The Monitoring Body shall keep on file:

- Prior authorisations granted together with the documentation submitted to obtain such authorisation.

- The documentation and reports prepared in connection with related party transactions which do not require prior authorisation but do require subsequent control.

- Copy of the quarterly reports submitted to the Boards of Directors.

8.- Related party transactions between Sabadell Asset Management, S.A, S.G.I.I.C, S.U and Urquijo Gestión, S.A., S.G.I.I.C., S.U., and persons discharging administrative or management duties in the foregoing.

Any related party transactions carried out between Management Companies and persons discharging administrative or management duties therein, when such transactions represent a significant turnover for such companies or for a UCITS or AIF, venture capital firm, managed investment portfolio or client receiving advisory services, shall be approved by the Boards of Directors of the Management Companies under the terms provided in Article 145.2 of developing Regulation of Law 35/2003, approved by Royal Decree 1082/2012 of 13 July.

ANNEX V TO THE INTERNAL CODE OF CONDUCT: PROCEDURE AND CRITERIA FOR THE ASSIGNMENT OF ORDERS AFFECTING TWO OR MORE PORTFOLIOS APPLICABLE TO UCITS MANAGEMENT COMPANIES OF BANCO SABADELL GROUP

1.- Purpose

The purpose of these Rules of Conduct is to establish the procedures and criteria for assigning orders for the purchase, sale, subscription, redemption or exercise of any economic rights over assets, securities and other financial instruments affecting two or more portfolios managed by Sabadell Asset Management, S.A, S.G.I.I.C, S.U. and Urquijo Gestión, S.A., S.G.I.I.C., S.U. in order to prevent potential conflicts of interest between the various UCITS or AIFs, venture capital firms, managed investment portfolios or clients receiving advisory services.

2.- Procedure and criteria for the assignment of orders affecting two or more portfolios

a) Orders in blocks or batches for the purchase, sale, subscription, redemption or exercise of any economic rights over assets, securities and other financial instruments must, prior to their transmission to stock exchanges or other markets or organised trading systems, have a prior, planned assignment for their execution, irrespective of whether batch trading is intended in order to enhance or accelerate their execution.

b) Once the transactions have been executed, if the execution has involved the full order, each UCITS or AIF, venture capital firm, managed investment portfolio or client receiving advisory services shall be assigned the number of securities/contracts determined in the prior assignment (or the nominal if applicable) corresponding to the average pro-rated price obtained.

c) If the execution has been partial, an equitable distribution shall be made, assigning to each UCITS or AIF, venture capital firm, managed investment portfolio or client receiving advisory services the proportional number in accordance with the prior assignment of securities/contracts (or the proportional nominal, if applicable) at the average pro-rated price obtained.

d) Should the market where the transaction is executed not allow the assignment at the average pro-rated price (this is the case of certain listed derivatives markets), an assignment algorithm has been determined and will be applied which estimates the result of the execution which would have been obtained at the average pro-rated price. The use of such algorithm shall be mandatory, and is based on the proportional assignment of each executed transaction, iteratively adjusting the result to make the number of securities/contracts executed equal the number of securities/contracts assigned, so as to minimise the difference between the resulting price for each UCITS or AIF, venture capital firm, managed investment portfolio or client receiving advisory services and the average pro-rated price.

ANNEX VI TO THE INTERNAL CODE OF CONDUCT: RULES OF CONDUCT RELATING TO RELATED PARTY TRANSACTIONS INVOLVING REAL ESTATE APPLICABLE TO UCITS MANAGEMENT COMPANIES OF BANCO SABADELL GROUP

1.- Purpose

The purpose of these Rules of Conduct is to establish specific rules on related party transactions involving real estate, as provided in Article 88 of developing Regulation of Law 35/2003, approved by Royal Decree 1082/2012 of 13 July on Collective Investment Undertakings, without prejudice to the provisions of Annex IV to this Internal Code of Conduct.

2.- Scope of application

The persons and institutions subject to the Rules of Conduct established in this Annex VI are as follows:

a) Shareholders and unitholders of real estate investment firms and funds, venture capital firms, managed investment portfolios or clients receiving advisory services. They shall also apply to persons or institutions with links to the aforementioned shareholders or unitholders, or which form part of the same group.

b) Institutions belonging to the same group as the real estate investment firms, venture capital firms, managed investment portfolios and advisory portfolios.

c) Sabadell Asset Management, S.A, S.G.I.I.C, S.U.

d) Institutions within the same group as Sabadell Asset Management, S.A, S.G.I.I.C, S.U.

For the above purposes, the definition of term group set forth in Article 4 of the Securities Market Law shall apply.

3.- Related party transactions involving real estate

The transactions listed below and carried out by the persons or institutions listed in the previous section shall be considered to be related party transactions involving real estate:

a) The purchase of real property by a real estate UCITS or AIF, venture capital firm, managed investment portfolio or client receiving advisory services, from their shareholders and unitholders.

b) The contribution of real property to a real estate UCITS or AIF, venture capital firm, managed investment portfolio or client receiving advisory services, by their shareholders and unitholders.

c) The sale of real property by a real estate UCITS or AIF, venture capital firm, managed investment portfolio or client receiving advisory services, to their shareholders and unitholders.

d) The lease of real property by a real estate UCITS or AIF, venture capital firm, managed investment portfolio or client receiving advisory services, to their shareholders and unitholders.

e) The purchase of real property by a real estate UCITS or AIF, venture capital firm, managed investment portfolio or client receiving advisory services, from institutions within the same group or belonging to the same group as the Management Company.

f) The contribution of real property to a real estate UCITS or AIF, venture capital firm, managed investment portfolio or client receiving advisory services, by institutions within the same group or belonging to the same group as the Management Company.

4.- Authorisation of related party transactions involving real estate

Any transactions involving real estate which, in line with that set forth in this Annex VI, may be considered a related party transaction, shall be authorised in advance by the Monitoring Body referred to in paragraph 4 of Annex IV (hereinafter, the "Monitoring Body").

The procedure for authorising a related party transaction involving real estate shall be the procedure set forth in the procedures manual. In all cases, authorisation shall be requested in writing, indicating the reasons and all of the identification details of the transaction and, in particular, the identification of the institutions and other parties involved in such transaction, as well as its terms and conditions. Should the Monitoring Body consider that the information furnished is insufficient, it may request as much data as it requires.

For the Monitoring Body to authorise a related party transaction it shall be necessary, in all cases, for such a transaction to be carried out in the sole interest of the UCITS or AIF, venture capital firm, managed investment portfolio or client receiving advisory services, and at prices and under conditions equal to or better than those of the market. Should the Monitoring Body consider that, despite meeting both of these criteria, the performance of such transaction would violate ethical standards, it shall withhold such authorisation.

The authorisation must be recorded in writing and shall be kept together with the documentation submitted for obtaining such authorisation.

5.- Transactions carried out by real estate UCITS or AIFs, venture capital firms, managed investment portfolios or clients receiving advisory services with their shareholders and unitholders (including persons or institutions related therewith).

Transactions involving real property (purchases, sales and leases) made by real estate UCITS or AIFs, venture capital firms, managed investment portfolios, or clients receiving advisory portfolios with their shareholders or unitholders shall be authorised provided that they do not give rise to conflicts of interest, are carried out under normal market prices and conditions, and provided that the performance of such transactions is envisaged in the Articles of Association or management regulations.

In the specific case of lease arrangements, properties leased out to shareholders or unitholders shall not exceed the maximum limit provided in regulations applicable to

real estate UCITs and AIFs.

A list of the property acquired, contributed, sold or leased out to shareholders and unitholders, together with the amount paid in consideration, must be included in the annual report of real estate UCITS and AIFs.

6.- Transactions carried out by real estate UCITS or AIFs, venture capital firms, managed investment portfolios or clients receiving advisory services with institutions within their group or within the group of their management company.

The purchase of real property by a real estate UCITS or AIF, venture capital firm, managed investment portfolio or client receiving advisory services, from institutions within the same group or belonging to the same group as the Management Company, shall be authorised when such properties are new builds, do not give rise to any conflicts of interest, are traded under normal market prices and conditions and provided that the performance of such transactions is envisaged in the Articles of Association or management regulations. These acquisitions shall not exceed the maximum limit provided in the laws applicable to real estate UCITS and AIFs.

The prospectuses and the periodic information published must provide information on the internal procedures adopted to avoid conflicts of interest and relating to the transactions carried out.

Real estate UCITS and AIFs shall not sell properties to any persons or institutions within the same group or within the group of the Management Company.

Institutions within the group of the Management Company or within the group of the real estate investment firms, pursuant to Article 4 of the Securities Market Law, shall not be the lessors of the properties comprising the assets of such funds and firms.

7.- Reporting and disclosure of related party transactions involving real estate

The provisions of paragraph 6 of Annex IV of this Internal Code of Conduct shall be applicable.

8.- Filing of related party transactions involving real estate

The provisions of paragraph 7 of Annex IV of this Internal Code of Conduct shall be applicable.

ANNEX VII TO THE INTERNAL CODE OF CONDUCT: RULES OF SEPARATION BETWEEN THE MANAGEMENT COMPANY AND THE DEPOSITORY INSTITUTION APPLICABLE TO UCITS MANAGEMENT COMPANIES OF BANCO SABADELL GROUP

1.- Purpose

The purpose of these Rules of Conduct is to establish specific measures to prevent the flow of information between Sabadell Asset Management, S.A, S.G.I.I.C, S.U. and Urquijo Gestión, S.A., S.G.I.I.C., S.U. and any constituent companies of Banco Sabadell Group designated as Depository Institutions of the UCITS or AIFs managed by the former, pursuant to Article 68 of Law 35/2003 of 4 November, in article 146 of developing Regulation of Law 35/2003, approved by Royal Decree 1082/2012, of 13 July and in Chapter 4 of Delegated Regulation (EU) 2016/438 of the Commission of 17 December, 2015.

2.- Rules of separation

1. Sabadell Asset Management, S.A, S.G.I.I.C, S.U., and Urquijo Gestión, S.A., S.G.I.I.C., S.U. doesn't shall have Directors or Officers in common with any constituent companies of Banco Sabadell Group appointed as Depository Institutions of the UCITS or AIFs managed by the former. Likewise, no person discharging managerial responsibilities in Sabadell Asset Management, S.A, S.G.I.I.C, S.U. and Urquijo Gestión, S.A., S.G.I.I.C., S.U. will be employed by the companies of Banco Sabadell Group that can be designated as the Depository Institution of the UCITS or AIFs managed by the former and no person discharging managerial responsibilities in the companies of Banco Sabadell Group that can be designated as the Depository Institution of the UCITS or AIFs managed by Sabadell Asset Management, S.A., S.G.I.I.C., S.U. and Urquijo Gestión, S.A., S.G.I.I.C., S.U. will be employed by the latter.

2. The effective management of Sabadell Asset Management, S.A, S.G.I.I.C, S.U., Urquijo Gestión, S.A., S.G.I.I.C., S.U., and any constituent companies of Banco Sabadell Group appointed as Depository Institutions of the UCITS or AIFs managed by the former shall be carried out by different persons at all times.

3. Although Sabadell Asset Management, S.A, S.G.I.I.C, S.U. and Urquijo Gestión, S.A., S.G.I.I.C., S.U. carry out their activities in buildings where certain constituent companies of Banco Sabadell Group engage in their activities, the physical spaces in which each one operates shall be clearly separated and demarcated. Sabadell Asset Management, S.A, S.G.I.I.C, S.U. and Urquijo Gestión, S.A., S.G.I.I.C., S.U. shall occupy a clearly defined and demarcated space, for their sole and exclusive use, with access clearly signposted and restricted to their employees and visitors, and without the presence of any constituent companies of Banco Sabadell Group appointed as Depository Institutions of the UCITS and AIFs managed by the former.

4. Measures shall be taken to ensure that the information collected for, generated by and arising from the activities of Sabadell Asset Management, S.A, S.G.I.I.C, S.U. or Urquijo Gestión, S.A., S.G.I.I.C., S.U. and of the Depository Institution forming part of the same corporate group, is not directly or indirectly made available to the staff of the other institution. Their respective duties shall be discharged independently and seeking to prevent any conflicts between the

interests of Banco Sabadell Group and those of the unitholders or shareholders of the managed UCITS or AIFs.

5. All telephone systems of financial markets and recording equipment of Sabadell Asset Management, S.A, S.G.I.I.C, S.U. and Urquijo Gestión, S.A., S.G.I.I.C., S.U. required to provide technical support to the relevant decision-making procedures and for the generation, assignment and transmission of orders relating to assets, securities and financial instruments traded on stock exchanges or other markets or organised trading systems shall be functionally separate and independent from those of any constituent companies of Banco Sabadell Group appointed as Depository Institutions of the UCITS or AIFs managed by the foregoing, and shall guarantee that Management Companies exercise the principle of transactional contradiction with all of their counterparties, including with constituent companies of Banco Sabadell Group.

6. The information prospectus, periodic reports and annual accounts of the UCITS and AIFs managed by Sabadell Asset Management, S.A, S.G.I.I.C, S.U. shall state the exact type of relationship that exists between this Management Company and the Depository Institution of the same corporate group.

7. The semi-annual report and annual report of the UCITS and AIFs managed by Sabadell Asset Management, S.A, S.G.I.I.C, S.U. shall make reference to the acquisition or sale of securities in which the Depository Institution of the same group of companies is the seller or buyer, respectively.

3.- Verification of compliance with the requirements of separation from the Depository Institution

The Monitoring Body referred to in point 4 of Annex IV (hereinafter, the "Monitoring Body") shall verify compliance with the requirements of separation from the Depository Institution.

The Monitoring Body shall, on an annual basis, prepare a report on the level of compliance with the rules of separation between the Management Company and the Depository Institution. This report shall be submitted to the CNMV within one month from the closing of the year to which it refers.