



**INSTITUTO DE CRÉDITO OFICIAL CODE OF
ETHICS AND CONDUCT**

Updated: December 2015

INSTITUTO DE CRÉDITO OFICIAL CODE OF ETHICS AND CONDUCT

INTRODUCTION	3
<i>CHAPTER I. PURPOSE AND SCOPE OF APPLICATION.....</i>	3
Article 1. Purpose	3
Article 2. Scope of Application.....	3
Article 3. General framework of board member obligations.....	4
<i>CHAPTER II. ETHICAL PRINCIPLES</i>	5
Article 4. General principles which prevail in the Code of Ethics and Conduct.....	5
<i>CHAPTER III. GUIDELINES FOR CONDUCT</i>	7
Article 5. Independence and Objectivity	7
Article 6. Professional Integrity and Cooperation.....	9
Article 7. Confidentiality and Professional Secrecy	10
Article 8. Using the ICO Name	11
Article 9. Use of Facilities, Programs and Computer Systems.....	12
Article 10. Compliance with anti-money laundering and terrorist financing regulations.....	13
Article 11. Management of human, financial and material resources by high-ranking officials and senior management	14
<i>CHAPTER IV. EFFECTIVENESS AND COMPLIANCE WITH THE CODE.....</i>	14
Article 12. Effectiveness and compliance with the Code.....	14
Article 13. Application and monitoring of the Code of Ethics and Conduct. Code of Conduct Compliance Committee.....	15
Article 14. Policy on reporting breaches.....	16
Article 15. Confidentiality of complaints and prohibition of reprisals	16
APPENDIX I: 'REGULATIONS'	17

INTRODUCTION

At its session on 24 February 2012, the General Board of the Instituto de Crédito Oficial (hereinafter, 'ICO' or 'the Institute') approved an ICO Code of Conduct ('the Code'), containing the basic ethical principles which, in the view of the Institute, must be applied to its business and activities, as well as to clients, suppliers and third parties, and also guidelines for the professional conduct of its employees, executives and board members.

Owing to the new regulations which have been approved, included in Appendix I of this document (Regulations), and in order to bring the Institute into line with best practice in financial institutions with regard to transparency, good governance and corporate social responsibility, in addition to stepping up the fight against corruption, this Code of Ethics and Conduct has been amended to include new ethical principles and guidelines for conduct.

ICO staff, due to the fact that they are civil servants, have a particular responsibility and specific obligations in relation to society, given the mission and functions entrusted to ICO, and therefore must adhere strictly to the Code. Consequently, all areas of the Institute must help to implement and apply the Code, which should be considered to be a fundamental element of ICO training plans and binding on all ICO staff.

CHAPTER I. PURPOSE AND SCOPE OF APPLICATION

Article 1. Purpose

The purpose of ICO's Code of Ethics and Conduct is to define and explain the Institute's basic principles for ethical behaviour and the necessary guidelines for action. Through the individual conduct of its employees, executives and board members, the principles will become manifest in the relationships established with employees, clients, suppliers and third parties, and also in its actions on the markets and any other foreseeable area of its activity.

Article 2. Scope of Application

The Code applies to ICO's staff, made up of the chairman, senior management, middle management, technical staff and administrative staff. It also applies to the members of ICO's General Board.

Likewise, where appropriate, the Code applies to interns during their time training at the Institute.

Regarding individuals leaving ICO, articles 7 and 8 of the Code apply.

In the case of subcontractors, the company providing the services must abide by the Code of Ethics and Conduct and must require those of its employees providing services for ICO to comply with it. For that purpose, an appropriate description of the Code must be made in the relevant contracts for services.

Hereinafter, and solely for the purposes of this Code of Ethics and Conduct, all of the individuals indicated above shall be known as 'persons subject to the Code'.

All of the foregoing is without prejudice to the applicability of the Code of Ethics and Conduct on the Securities Markets or any other specific codes relating to the activity of persons subject to the Code in the performance of their duties.

Article 3. General framework of board member obligations

The Code applies to the members of ICO's General Board. Specifically, the board members have the following obligations:

1. In carrying out their duties, board members must act with due care and always in the interests of ICO.
2. Board members are under the obligation to be familiar with and abide by the Code.
3. Board members have the following duties:

- Duty of loyalty

Board members must discharge their duties with complete loyalty to the Institute, the Board and the other board members.

- Prohibition on using the Institute's name

Board members may not use the Institute's name, or invoke their status as board members, to carry out transactions on their own account or on behalf of persons linked to them.

- Duty of secrecy

To keep secret all confidential information, data, reports or background to which they have had access in the discharge of their duties, even when they have left their post. Cases in which the law allows them to be communicated or circulated to third parties, or where they are requested by or have to be sent to the various government or judicial authorities, are exempt from this duty, as are those arising from compliance with the principle of management hierarchy, in which case the transfer of information must comply with the provisions of the applicable laws.

- Duty to abstain in the case of conflicts of interest

They must abstain where conflicts of interest arise, in accordance with current regulations.

CHAPTER II. ETHICAL PRINCIPLES.

Article 4. General principles which prevail in the Code of Ethics and Conduct

ICO acts according to the following ethical principles, which form the basis on which it carries out its activity:

4.1. Professionalism

ICO bases its activity on the principles of equality, merit and ability, ensuring objectivity in its actions and decisions, with an open attitude to diversity and, at all times, promoting equal opportunities.

4.2. Equal opportunities and non-discrimination

ICO provides equal opportunities in terms of access to work and career advancement, ensuring, at all times, the absence of discrimination on the grounds of gender, ethnicity, origin, ideology, religion, sexual orientation, civil status or social status.

4.3. Efficiency and sustainability

Persons subject to the Code, in their area of authority and, in particular, those carrying out management functions, must manage ICO's financial and material resources with due care and observing the principles of efficiency and sustainability.

4.4. Respect

Persons subject to the Code, and particularly those with management functions, must, at all times and at all professional levels, promote relationships based on respect for the dignity of others, participation, equity and reciprocal collaboration, fostering a respectful working environment in order to achieve a positive working atmosphere.

ICO, therefore, rejects any form of violence or physical, sexual, psychological or moral harassment in the workplace, as well as any offensive or abusive conduct which may create an intimidating environment as regards the rights of employees.

4.5. Work-life balance

ICO promotes a working environment that is compatible with personal development, helping employees, insofar as possible, to strike the right balance between their work obligations and the needs of their personal and family life.

4.6. Training

ICO regards the training of its employees as a strategic investment, a fact which is reflected in a system of continuous training, learning and improvement.

4.7. Prevention of occupational risks

ICO regards occupational health and safety as fundamental to achieving a comfortable and safe working environment, with constant improvement of working conditions being a prime objective.

Therefore, persons subject to the Code must, at all times, respect the preventative measures

applicable to occupational health and safety, must use the resources put in place by the organisation and must ensure that members of their teams carry out their activities in safe conditions.

4.8. Corporate Social Responsibility

Respect for individuals and their fundamental rights is a fundamental value for ICO which is, therefore, committed to respecting and abiding by the International Bill of Human Rights and the Ten Principles of the United Nations Global Compact.

ICO promotes social initiatives and projects which tackle social needs. It also facilitates participation by its employees in corporate volunteering activities.

ICO does not finance operations which benefit corrupt or fraudulent regimes. Nor does it accept extortion of any kind in relation to any its operations.

4.9. Protection of the environment

ICO actively and responsibly participates in the conservation of the environment and, therefore, its employees must follow the recommendations and procedures established to reduce the environmental impact of its activities and to help to improve on the sustainability objectives set out by the Institute in its policies on the matter.

4.10. Corruption and/or bribery

ICO absolutely rejects any kind of corruption or bribery, whether in the public or private sector.

In this respect, persons subject to the Code are responsible for preventing the Institute being involved in corruption of any kind and must use all necessary means to identify any sign of bribery by a third party. Within their area of authority, persons subject to the Code must ensure compliance with current legislation, with internal policies and, in particular, with the principles which govern public procurement.

4.11. Integrity and regulatory compliance

Persons subject to the Code must be honest and responsible in their professional conduct, in accordance with ICO's social responsibility principles. For ICO, the integrity of its staff is a fundamental element of credibility in relation to other employees and in relation to third parties. Therefore, persons subject to the Code must comply with all regulatory provisions (laws, regulations, circulars from regulatory or supervisory bodies) and also with the internal ICO regulations applicable to their activity.

Persons subject to the Code who are investigated or charged in criminal judicial proceedings which could affect ICO's activity, or which have their origin in its activity, must, as soon as possible, inform the head of HR.

CHAPTER III. GUIDELINES FOR CONDUCT

Article 5. Independence and Objectivity

Professional independence obliges ICO employees to act, at all times, with integrity and objectivity, excluding arbitrary conduct in carrying out their duties. Their actions must be governed by professional criteria, obviating personal considerations.

Conflicts of interest may arise where persons subject to the Code have personal or private interests which could affect them carrying out their duties in an impartial or objective manner.

Personal or private interests include any professional or financial advantage for the persons subject to the Code, their relatives or third parties known to them.

5.1. External relations

- a) Any kind of interference or influence by clients, suppliers or third parties which could affect professional impartiality and objectivity must be avoided. This obligation particularly affects those persons subject to the Code who approve or set the financial terms of operations with clients, or who have to make decisions about procuring supplies and services or recruiting individuals.
- b) Persons subject to the Code must abstain from involvement in or influencing the approval of loans and other operations in which they or their circle of friends and relations, in the degrees and terms indicated in point d) below, have personal interests and, in general, must avoid such interests influencing decisions they make as an employee on behalf of ICO.
- c) To safeguard the proper independence with which it is necessary to act in relation to third parties, persons subject to the Code must inform their immediate hierarchical superior of any circumstances which could impair them acting independently. Such superiors may order individuals to whom any of the circumstances indicated below apply to abstain from any involvement in the actions which are being carried out.

According to article 28 of Law 30/1992, which is still current until Law 40/2015 (article 23) comes into force, the following are grounds for abstaining:

- Having a personal interest in the matter in question, or in any other matter the resolution of which could influence that of the matter in question.
- Being the spouse of, or being related by consanguinity or affinity within the second degree to, any of the counterparties, their administrators and also the advisers, legal representatives or agents involved in any procedure.
- Being a close friend or manifest enemy of any of the individuals mentioned in the preceding point.
- Having acted as an expert or as a witness in the procedure in question.
- Having a service relationship with any individual or legal person directly interested

in the matter, or having, in the last two years, provided them with professional services or any kind and in any place or circumstances.

5.2. Securities transactions

The provisions of the internal regulations on conduct in matters related to the securities market shall apply.

5.3. Gifts, invitations or benefits

Where third parties receive hospitality from persons subject to the Code, the provisions of the policies on entertainment expenses and institutional gifts shall apply.

As regards gifts, invitations or benefits offered by third parties, persons subject to the Code must bear in mind the following:

- a) In no event may persons subject to the Code request, for themselves or for third parties, gifts, favours, loans, services or any other financial benefit on especially advantageous terms from any interested person on the grounds of carrying out their duties.
- b) It is forbidden to accept any kind of payment, from ICO clients or suppliers, for services arising from employees carrying out their own work.
- c) Persons subject to the Code may not accept gifts, invitations, favours, travel, or any other kind of compensation linked to their activity, from clients, suppliers, intermediaries, counterparties or any other third party.
- d) Persons subject to the Code must refuse and make the **Code of Ethics and Conduct Compliance Committee** (hereinafter, 'the Compliance Committee') aware of any offer by a third party of payment, commission, gifts or any of the rewards mentioned in points a), b) and c).
- e) Notwithstanding the foregoing, the following shall not be regarded as included in the preceding point:
 - 1. Promotional gifts, low-value advertising items or small courtesy gifts.
 - 2. Normal invitations which do not exceed socially reasonable limits.
 - 3. Attendance at social events, seminars and other kinds of training activities, provided they have been duly authorised in accordance with the established procedures, and also invitations to professional lunches.
 - 4. Occasional hospitality for specific and exceptional reasons (Christmas, the signature of operations, formal ceremonies, etc.), provided it is not in the form of cash and its value does not exceed 150 Euros.

Any gift with a value of more than 150 Euros must be refused or, where appropriate, placed at the disposal of the Compliance Committee, which shall decide on its ultimate use, depending on its nature and value.

Regardless of its value or nature, any invitation, gift or hospitality which, due to its frequency, type or circumstances, could be interpreted, by an objective observer, as

made with the intention of affecting the impartiality of the recipient must be refused and the Compliance Committee must be made aware of that fact.

- f) Any kind of gift which persons subject to the Code receive on behalf of ICO and which is intended for the Institute must be placed at the disposal of the Compliance Committee.

ICO shall keep a detailed and up-to-date register/inventory of gifts or donations of that kind, including the details of the person or institution which made the donation and the final location of the object which, in some circumstances, due to its nature or artistic value, may be assigned to the Fundación ICO for its exhibition and/or management.

- g) Persons subject to the Code must refrain from offering, promising, authorising or paying, directly or indirectly, payments or other benefits to authorities, civil servants or public employees and/or political parties and their members or candidates, whether national, foreign or belonging to international organisations, with the intention of influencing a decision or obtaining an unlawful advantage for ICO. Where hospitality for third parties is appropriate, the provisions of the Entertainment Expenses Policy and the Institutional Gifts Policy shall apply.

Article 6. Professional Integrity and Cooperation

6.1. Professional Integrity

- a) Persons subject to the Code must devote to ICO all the professional ability and personal effort necessary to carry out their duties and take part in such other responsibilities as the Institute assigns them.
- b) Persons subject to the Code must not, in any event, abuse ICO's trust of or use their work there, or their working hours, for their own benefit or the benefit of relatives or third parties.
- c) All transactions must be correctly formalised, processed on the computer systems and accounted for in accordance with the regulations. Good banking practice and transparency, reporting and protection standards must be applied to client relationships, as well as the rules of conduct relating to the securities market and the rights and guarantees conferred on clients by the personal data protection regulations.
- d) Expenses incurred by employees on behalf of ICO must comply with the provisions of the relevant internal regulations and, in any event, must meet criteria of reasonableness, be strictly related to the employee's working activity and have documentary justification. Expenses on behalf of ICO must be limited wherever possible, to enable available resources to be used in the most efficient manner.
- e) Employees must make good use of whatever courses and activities are included in their training plans.
- f) In their dealings with third parties, employees must always act in the interests of ICO.

6.2. Cooperation

- a) Persons subject to ICO's Code must be efficient, correct and polite in their dealings with other employees and colleagues and with the public, and they must provide such information as is requested, as far as possible and subject to the duty of professional secrecy.
- b) Persons subject to the Code must keep any colleagues involved in the same matters informed regarding any progress made, as well as providing their contribution to them. They must also provide them with any information and documentation which they have which may be necessary for them to carry out their duties correctly.
- c) It is regarded as disloyal to retain or hide information from superiors or colleagues, to provide inappropriate, false or exaggerated information, or to fail to cooperate with colleagues or engage in any other obstructive conduct.

Article 7. Confidentiality and Professional Secrecy

7.1. General Points

- a) All persons subject to the Code are strictly obliged to comply with the duty of professional secrecy, data protection and other laws and rules regarding the confidentiality of data and information related to ICO.
- b) The use or circulation, outside the professional environment of ICO, of any confidential or restricted information known due to being an ICO employee is prohibited. Any information used or generated in the course of the Institute's activity and which is not in the public domain is regarded as 'confidential', in accordance with the Policy on Information Classification, with the exception of information requested by judicial or government authorities.
- c) It is also prohibited to provide information or data which could favour or give an advantage to someone in their dealings with ICO, even where doing so is not apparently detrimental to ICO (privileged information).
- d) The duties of confidentiality set out in this article shall remain even once the employment relationship with ICO has ended and while such information remains confidential.
- e) ICO may require employees in certain areas to sign a special confidentiality document regarding the information used in those areas.
- f) When the employment relationship ends, on whatever grounds, the employee may not copy, reproduce or transmit any kind of restricted information or confidential documentation acquired while an ICO employee, on whatever medium, nor supply or use that information.
- g) The processing of personal data, the storage of data or files on paper and, in general, the use of computers to capture, process and record such data and put it to commercial use must be done in accordance with the provisions of ICO's internal regulations, as well as those of current legislation.

7.2. ICO Information

Absolute professional secrecy must be maintained regarding data, reports, accounts, balance sheets, objectives and other ICO information, especially regarding any information of a strategic nature, for as long as that information has not been published or placed in the public domain by ICO. Such information may not be provided to third parties, except with the express authorisation of ICO or where required by law.

7.3. Client Information

Persons subject to the Code are obliged to maintain absolute secrecy in relation to third parties regarding all client transactions and positions, without providing specific data or information about them, unless required to do so by law or specific professional grounds arise which require the information to be shared.

Information about client transactions and positions shall, in any event, be regarded as confidential and must be processed and recorded in strict confidence, so that it cannot be used for any purpose unrelated to ICO.

The capture and use of client data by persons subject to the Code must satisfy criteria of the utmost security, veracity and accuracy, so that ICO is able to assess its relationship with that client correctly.

Article 8. Using the ICO Name

- a) It is expressly prohibited to use the ICO name to carry out unauthorised activities and transactions, that is to say, those activities which do not fall within the functions of the area to which the employee belongs.
- b) Similarly, members of ICO must carry out the activities and transactions for which they are authorised on behalf of ICO in a professional and efficient manner and must, at all times, avoid compromising the Institute's financial stability or calling into question its image and credibility.
- c) Dealings by ICO and its employees with the media are reserved for the department or area responsible for communications. Nevertheless, directors general or ICO staff with responsibility for newsworthy areas may have dealings with the media, in coordination with the department or area responsible for communications.
- d) Where employees, representing ICO, take part in courses, classes, seminars and similar forums as organisers, lecturers, speakers or moderators, or where they publish articles about financial, legal or other matters related to the functions of ICO or ICO's databases are used as sources of information, ICO authorisation is required. Furthermore, where they give personal opinions, they should be careful to emphasise that the points of view expressed are the personal opinions of the person expressing them and that they do not necessarily reflect those of the Institute.
- e) The same requirement applies to the publication of articles in the press or involvement by persons subject to the Code, in their capacity as such, in chats, Internet forums and other web sites. Where those chats or forums have been instigated or are held on ICO

sites or pages, persons subject to the Code must avoid any opinion, information, declaration or reference which could compromise the image, criterion or confidential information of ICO or its clients.

- f) Where articles are published in the author's own name, no reference must be made to being ICO staff, unless ICO has expressly authorised it, nor must any reference be made which could cause the published material to be attributed to ICO.
- g) Intellectual property belonging to ICO must be respected and it must be acknowledged in publications where reference is made to being ICO staff. In any event, the above publications must have the appropriate authorisation.

Article 9. Use of Facilities, Programs and Computer Systems

- a) Persons subject to the Code must have complete respect and take the utmost care when using the premises, facilities, computer equipment, furniture, work tools and other elements belonging to ICO.
- b) ICO is the owner of or holds the use and exploitation rights for the computer programs and systems, hardware, manuals, videos, projects, studies, reports and other works and rights created, developed, perfected or used by its employees, within their working activity or using ICO's computer facilities, and such employees may not use them for private purposes or for any purpose unrelated to ICO, copy them, transfer them or use them to obtain an advantage.
- c) Persons subject to the Code must uphold a criterion of strict confidentiality as regards the characteristics of the rights, licences, programs, systems, applications, procedures, knowledge and, in general, technology and *modi operandi*, where ICO is the owner or the holder of the use and exploitation rights.

Use of the computer equipment, systems and programs which ICO places at the disposal of persons subject to the Code to enable them to carry out their work, including the facility of accessing and using the Internet, must satisfy security and efficiency criteria, excluding any computer action or function which is contrary to the instructions or interests of ICO. Persons subject to the Code must respect the guarantees of control, access and use established by ICO, including the use of screen savers when employees are away from their desks.

- d) ICO emphasises that communications via email take place in an open environment which makes it impossible to guarantee their confidentiality. Furthermore, when using email, employees must be aware of the use made of the ICO name and must act accordingly in that regard.
- e) Individual passwords to any ICO computer system must be treated in strict confidence. The user ID and the password used for operating systems and applications are personal, they authenticate the user on the system and they give the user access to their authorised area. The ICO internal control system includes the segregation of duties, which is also implemented in the computer systems and is based on individual access given to each employee according to their function. In some cases, a level of

signature similar to the one established in powers of attorney is provided for to carry out certain transactions.

For that reason, passing the user ID/password, digital certificates or any other authentication system on to colleagues is strictly prohibited. In the event that anyone becomes aware that their secret password is known by someone else, they will have to change it immediately. In the event of temporary cover, the person standing in must receive an individual access authorisation.

- f) Persons subject to the Code may not install or use programs or applications on the computer hardware which ICO places at their disposal the use of which is illegal or which could damage ICO's systems or be detrimental to its interests, or those of its clients or third parties. In the event that it is necessary to install a new program or computer system, it must be done through the channels set up by the Institute.

Article 10. Compliance with anti-money laundering and terrorist financing regulations

- a) Persons subject to the Code must strictly comply with the general duty to identify and know clients, requiring identity documents from them in the prescribed manner.
- b) Particular attention must be paid to complying with the requirements of the legislation on the prevention of money laundering and terrorist financing:
 - Identifying any individuals or legal persons intending to establish a business relationship with ICO or to be involved in any of its operations.
 - Refraining from carrying out any operation where the persons involved have not been duly identified.
 - Informing the ICO representative to the Comisión de Prevención de Blanqueo de Capitales e Infracciones Monetarias (Commission for the Prevention of Money Laundering and Monetary Offences: SEPBLAC) of any fact or operation which shows signs of being related to money laundering or terrorist financing.
 - Not revealing any control and investigation actions which are under way either to the client or to third parties.
 - Cooperating fully with the public authorities.
 - Any other obligations stipulated in the ICO internal regulations and in current legislation on the matter.
- c) The details of ICO employees shall be cross-checked against lists of international sanctions, chosen by ICO and approved by COPER, in accordance with the internal policy on the prevention of money laundering, to check that they are not present on any of the lists and therefore ensure the ethical standards which they are required to maintain. For that purpose, ICO's employees will be cross-checked against those lists, together with its clients, monthly.

Article 11. Management of human, financial and material resources by high-ranking officials and senior management

- a) High-ranking officials and senior management must manage human, financial and material resources in line with the principles of efficiency and sustainability, in accordance with current regulations and the directives of the Ministry to which ICO is attached.
- b) The use of official vehicles by high-ranking officials must be linked to travel requirements arising from the performance of their duties. The provision of other services which, where appropriate, may be carried out with official vehicles must be done bearing in mind the nature of the position held and the security requirements and according to the principle of efficiency in the use of public resources.
- c) ICO shall not place credit cards at the disposal of high-ranking officials to pay for expenses incurred representing ICO. Exceptionally, where the high-ranking official is carrying out their duties abroad and where it has been shown that there are extraordinary circumstances which make it essential, such use of credit cards may be authorised, subject to the relevant administrative control.
- d) In any event, the provisions of the Travel Policy, the Entertainment Expenses Policy and the policy on the use of corporate credit cards must be complied with.

CHAPTER IV. EFFECTIVENESS AND COMPLIANCE WITH THE CODE

Article 12. Effectiveness and compliance with the Code

Persons subject to the Code, as well as complying with the current legal rules at any given time, are required to be familiar and comply with the Code of Ethics and Conduct and must adapt their professional conduct to the principles and criteria established in the Code.

Failure to comply with the instructions contained in the Code, without prejudice to any other administrative, contractual (arising from procurement from suppliers) or criminal liability which may arise from such non-compliance, may lead to disciplinary sanctions being adopted, as applicable in accordance with the provisions of the ICO collective agreement and applicable employment legislation.

Persons subject to the Code must contribute to collective compliance with the principles and criteria contained in the Code and are not required to comply with orders or instructions which are contrary to the Code or to current legal provisions.

The principles and criteria of the Code of Ethics and Conduct do not exclude, displace or affect the full application of the legal rules with which persons subject to the Code are required to comply.

For illustrative purposes only, the rules currently in force which are related to the Code are

included in **APPENDIX I** 'Regulations'. That appendix shall be updated periodically by the Legal Department and published on the intranet each time it is amended.

Persons subject to the Code must also comply with the duties contained in any internal rules or policies developed or implemented by ICO regarding matters related to the Code, as well as any other ethical or professional codes or agreements adopted by ICO or which it endorses in relation to the securities market, advertising, means of payment or other matters, where they have been duly informed of those duties.

In that regard, as required under article 4.11 of the Code, persons subject to the Code must keep up-to-date with current circulars, rules and/or internal procedures or those which may be approved or endorsed by ICO, which shall be suitably updated and published on the intranet.

Article 13. Application and monitoring of the Code of Ethics and Conduct. Code of Conduct Compliance Committee.

The ICO officers responsible for the correct application and monitoring of the Code of Ethics and Conduct shall be the heads of:

- Human Resources (HR),
- Legal Department and
- Internal Audit.

The officers responsible shall treat any information received in confidence.

The head of HR shall:

- ✓ Deal, in the first instance, with queries regarding the interpretation and/or application of the rules contained in the Code.
- ✓ Report periodically to the Compliance Committee on the queries received and the responses given to them.
- ✓ Propose appropriate measures to the Compliance Committee to improve diffusion and awareness of the Code of Ethics and Conduct.
- ✓ Propose to the Compliance Committee such amendments to the Code or additional actions as they consider advisable based on their experience carrying out their duties.

For its part, the Compliance Committee shall:

- ✓ Deal, in the last instance, with those queries relating to the interpretation and/or application of the rules contained in the Code which are addressed

to it directly or due to dissatisfaction with the response to the query in the first instance, or those for which, because of their particular importance, it may have responsibility.

- ✓ Deal with any matter related to ICO's board members in relation to the Code.
- ✓ Receive and pass on potential complaints relating to breaches of the Code, according to the procedure established by ICO, and agreeing potential measures and actions in relation to the substance of the complaints.
- ✓ Agree, where appropriate, the measures proposed by the head of HR relating to diffusion and awareness of the Code and potential amendments to it, as well as any others which the Compliance Committee considers appropriate.
- ✓ Submit an annual report to ICO's General Board when serious breaches of the Code have been established by the Committee.
- ✓ Report on proposals to amend the Code.

In any event, the Compliance Committee shall meet as often as necessary, at the request of any of its members.

The head of the internal audit department shall act as secretary of the Compliance Committee and shall keep the corresponding minutes of the meetings, which must be duly approved and signed by the parties.

Article 14. Policy on reporting breaches

Persons subject to the Code who are aware that an allegedly illicit act or breach of the Code has occurred may report it directly to the Compliance Committee using the means provided by ICO (ethics channel) or any other means which they consider appropriate.

The Compliance Committee shall keep a record of all complaints received.

Article 15. Confidentiality of complaints and prohibition of reprisals

- a) The Compliance Committee shall ensure the confidentiality of the complaints it receives.
- b) It is expressly prohibited to take any steps against an ICO employee which may constitute a reprisal, or any other kind of negative impact, for having made a complaint.
- c) The prohibition of reprisals provided for in the preceding point shall not prevent disciplinary action being taken where appropriate, if internal investigation finds that the complaint is false or was made in bad faith.

APPENDIX I: 'REGULATIONS'

Regulations currently in force ⁽¹⁾ related to the Code:

1. Royal Legislative Decree 2/2015, of 23 October, approving the consolidated text of the Law on the Statute of Workers' Rights.
2. Law 3/2015, of 30 March, on high-ranking positions in the central state administration (Administración General del Estado).
3. Law 19/2013, of 9 December, on transparency, access to public information and good governance.
4. Law 10/2010, of 28 April, on the prevention of money laundering and terrorist financing.
5. Organic Law 15/1999, of 13 December, on the protection of personal data.
6. Law 30/1992, of 26 November, on the legal rules applicable to public administration and the Common Administrative Procedure.
7. Law 53/1984, of 26 December, on conflicts of interest for public administration staff.
8. Order HAP/1741/2015, of 31 July, establishing the system for paying expenses, including allowances, travel expenses and other similar expenses, for state public sector leaders and executives with commercial or senior management contracts.
9. ICO Collective Agreement VI. (BOCM (official Madrid gazette), 11 January 2014).

¹ Last updated: December 2015.