

CODE OF CONDUCT FOR RESEARCH ACTIVITY

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HEADING I. APPLICATION OF THE RESEARCH CODE & CO-ORDINATION WITH OTHER REGULATIONS

1. Awareness & application of the Research Code and other regulations.

- 1.1. This code is applicable to all Subjected Persons involved in the research activity, among which are:
- a. Research Management.
 - b. Equity and fixed income Analysts.
 - c. Staff of the editing team.
 - d. Others at the discretion of the Compliance Department.

- 1.2. Persons to whom the Research Code is applicable have the duty to observe this manual and to be aware of any modifications thereof. This is understood as notwithstanding the duty to observe the General Code of Conduct, the **Code of Conduct in Securities Markets** (hereinafter referred to as “**the Code**”) and, where applicable, the strictest local regulations or rules issued by the professional associations to which they belong.

Compliance will keep an updated list of persons subjected to the *Research Code*, which will also indicate the type of activity undertaken by them and the Local Research Department to which they belong.

- 1.3. Non-compliance with this policy may result in disciplinary action.

- 1.4. Scope of application and implementation at subsidiaries:

- a. This document has been prepared by Banco Santander, S.A. as parent company of the Santander Group. It was approved by its Regulatory Compliance Committee and it is applicable throughout the Group. It is provided to entities of the Group as a reference document, establishing the framework to be applied in the matter to which it refers.
- b. Santander Group entities should adapt this code and approve in their respective governing bodies, with the adaptations that, where appropriate, strictly result essential to make them compatible and comply with local regulatory requirements, regulations or expectations of their local regulatory authority. The Compliance Management in each Group entity will be responsible for determining the scope of application of this code.
- c. This approval must have the validation of the Corporate Centre in order to ensure consistency with the regulatory system and the internal governance system the Group has established.

HEADING II. ORDINARY RESEARCH ACTIVITY

CHAPTER I. OBTAINING, USE & PROTECTION OF INFORMATION IN RESEARCH ACTIVITY

A. General Rules

2. Protection of all Non-public Information.

- 2.1. Notwithstanding the application of other rules according to the type of information in question, Analysts should give the general treatment contemplated for *Sensitive Information* in section 17 of the Code to all Non-Public Information to which they have access.

3. Nature of unpublished Research Products.

- 3.1. The content of any Research Product, from first draft to publication, will be considered **Non-Public Information**. Additionally, the valuations, recommendations and target price included in unpublished Research Products will be considered **Insider Information**. As well as the rules concerning such status as Non-Public or Insider Information, as the case may be, the following rules will also be applied to Research Products until their publication:
- a. The information may only be given to persons with a specific need of access for the carrying-out of their professional activity within the Group.
 - b. The information may not be given to dealers or persons undertaking trading or sales activity.
 - c. No mention will be made of the existence of such Research Products in contacts with clients, trading personnel, sales personnel or dealers, avoiding the transmission of any data which could lead to such existence being assumed.
 - d. In the case of specific questions (from clients or other persons) concerning the existence of such unpublished Research Products, the Analyst should reply that such matters are never discussed and that the existence of any Drafts is never disclosed.
- 3.2. If an Analyst has any reason to believe that confidential information about unpublished Research Products (next publication, valuations, recommendations or target prices) has been “leaked” in any form to anyone who is not authorised to have such information (whether or not such leak is intentional and whether the result), the Analyst should immediately notify the Research Management and the Compliance Department.

B. Outside Information

4. Obtaining outside information

- 4.1. Analysts may gather information from the issuers of securities they cover or other entities outside the Group in order to obtain, compare or draw up data to better carry out their work. For such purpose they may contact people in possession of such information, hold meetings and develop working relationships with them. The obtaining of such information and its use in forming opinions and the drawing-up of Research Products is an essential part of their professional activity.

5. Formalities in obtaining outside information

- 5.1. With respect to any requested or spontaneous act, as a result of which outside information is to be obtained, Analysts should:
- a. Draw attention (as soon as it is detected that such outside information may be handed over, and at the commencement of the meeting or conversation if anticipated for such purpose) to their status as an Analyst of the Group.
 - b. Request, in case of doubt, confirmation as to whether the information received has been disclosed or not.

6. Restrictions on the obtaining and use of outside information

- 6.1. The obtaining and use of outside information is subject to the following restrictions:
- a. Information considered Insider Information may not be gathered, and in the event that information of this type is received even without being requested, the provisions of section 18 of the Code will apply. Furthermore, Research Management and Compliance should be

informed as soon as possible and such information may not be used in the preparation of Research Products or investment ideas.

- b. Earnings estimates or projected data of any other type which could substantially affect the valuation model shall not be requested, unless such data has already been disclosed or subject to the approval of the Analyst's supervisor, who will have received authorisation from Compliance.
 - c. Information which is required to be disclosed to the market in general and which has been selectively provided to the Analyst (either individually or together with others) may not be used before such disclosure has taken place.
- 6.2. The above restrictions will not apply to situations where:
- a. The data used by the Analysts has been drawn up by them themselves, without having used information referenced in the preceding paragraphs.
 - b. The data used, even though supplied by the issuer selectively to the Analyst, do not in themselves comprise Insider Information due to their limited importance or because they can be directly deduced from public information.
- 6.3. The use of third-party rights protected by copyright may only be made following observation of the applicable requirements, including, where appropriate, approval by the owner or the disclosure of such right.
- 6.4. In the event of any doubts on the application of this section 6 to a specific case, the Analyst should consult Compliance.

C. Information available within the Group

7. Specific restrictions on Research activity arising from Sensitive Information available within the Group

- 7.1. Compliance may impose any or all of the specific restrictions envisaged in sub-section 7.2 whenever considered advisable due to the forecast of the forthcoming publication of a Research Product, the existence of Insider Information regarding securities or issuers being covered, or other reasons, including them on the Restricted List.
- 7.2. Such specific restrictions may refer to one or several Restricted Securities or Issuers and may consist of:
 - a. Prohibition from distributing Research Products on the Restricted Security or Issuer in question, or from making any reference to them in sectorial products.
 - b. Prohibition from conversing or commenting with clients on the Restricted Securities or Issuers.
 - c. The obligation to respond in a neutral manner to questions concerning Restricted Securities or Issuers and only to mention already existing Research Products when referring to them.
 - d. The obligation of not mentioning the existence of the restriction or the reasons justifying it, if known.
 - e. To abstain from taking part in conversations concerning client investment decisions affecting Restricted Securities or Issuers.

8. Restrictions on Research activity resulting from the crossing of Chinese Walls and similar situations

- 8.1. The crossing of Chinese Walls by Analysts, which should be done subject to the rules contemplated in section 22 of the Code, also includes the following restrictions:
- a. Analysts should be especially limitative when receiving Sensitive Information in order to avoid the restriction of their activity as far as possible. In particular, they should avoid as far as possible any access to projections from issuers or concerning securities that are being covered. If they have access to such projections, they should consult Compliance as to when they may resume their Research activity.
 - b. For the time determined by Compliance and in relation to the security or issuer on which they have received information, they will be subjected to the restrictions referred to in section 7.2 above and should not reveal their status as Insiders.
- 8.2. The cooperation of Analysts with persons from other departments without crossing Chinese Walls is strictly limited to those cases in which a total absence of use of Sensitive Information is foreseen. In any event, the Analyst should make known his/her status as such.

If, even with the cautions stated, the Analyst receives Sensitive Information, he/she should immediately suspend the cooperation in question and inform Research Management and Compliance of such fact as soon as possible. Compliance will determine the conduct to be followed.

- 8.3. Any contact between Private Areas staff and research analysts, whether or not sensitive information is shared, should be previously authorised by Research Management and Compliance, who may deny authorization where appropriate.

For wall-crossings, the business may contact the Analyst who is to cross the wall only after having received authorization from both Research Management and Compliance.

CHAPTER II. CONTENT, APPROVAL AND DISTRIBUTION OF RESEARCH PRODUCTS

A. Content

9. Basic principles

- 9.1. Analysts will be strictly subjected to the following principles in the drawing-up of Research Products:
- a. The opinions and points of view expressed should reflect the Analyst's personal technical criteria, which will not accept pressure, influence or instruction of any type, in particular that of his/her superiors or of other departments or areas of the Group, especially those having business relations with the company being analysed.

The above is notwithstanding the fact that the Analyst may check with other professionals of the Group, always at his/her own initiative, the models or systems he/she uses or the technical, industrial, sectorial or macroeconomic hypotheses on which they are based. In any event, even after such checking, the Research Products should reflect his/her personal technical criteria.

- b. Analysts will act in good faith and impartially and will not accept any type of remuneration linked to the recommendations issued by them. This latter detail may be stated in writing whenever so required by Compliance.
- c. Analysts should base the contents of Research Products on a sound foundation and reliable sources, and make reasonable use of the technical calculation, projection or assessment procedures.

- d. They shall not omit any important fact or information known by them and which, in the opinion of an expert and impartial observer, could result in the Research Product being considered misleading.

9.2. Compliance may develop the aforementioned principles, in particular with reference to the identification of statements or contents, on the one hand, and of omissions, on the other, contrary to what is stated in point d. above.

10. Specific rules on the general content of Research Products

10.1. Research Products:

- a. May not contain exaggerated or unjustified statements.
- b. Should contain a balanced argument with respect to the positive or negative aspects of the security or issuer being analysed.
- c. Facts should be clearly distinguished from interpretations, estimates, opinions and other types of non-factual information.
- d. If they include projections, forecasts or estimates, they should:
 - (i) Clearly identify them as such and include the respective caution as to their hypothetical nature.
 - (ii) In cases where reference has to be made to a security or issuer not covered, the respective report should only contain estimates from the company itself or consensus data provided by entities engaged in such activity, and never data drawn up by the analyst.

Furthermore, Complete Products containing risk research or valuations should include, where applicable, a detailed explanation of the hypotheses on which they are based and a worst-case scenario presentation, or a detailed explanation of how the results of the calculations have been obtained.

- e. If statistics, tables, graphs or other illustrations are included, reference should be made to the source of such information.
- f. The Research Product should include an indication of the relevant date and time for any price of financial instruments mentioned therein.
- g. Any reference to the qualifications of the persons responsible for the reports should be accurate, given in good faith and not be misleading.
- h. No mention should be made of the membership of the Analyst (or the company for which the Analyst works) of any professional association, nor should any reference be made to the subjection of the issuer in question to the supervision of specific bodies or the prior verification of the covered securities by a supervisor, which could be interpreted as implying that the Research Product, the issuer covered in the latter or the securities issued by such issuer have the approval of such professional associations, supervisors or regulatory bodies.

10.2. Research Products should include:

- a. Date and time of production (when the report with the current recommendation/target price was completed) and dissemination (when the first dissemination of the current recommendation/target price).

- b. Identity (name and job title) of the Analysts responsible for the production of the recommendation.
- c. A reference to the planned frequency of updates to the recommendation.
- d. The changes and the date of the previous recommendation or target price (if the recommendation or target price differs from any of the previous recommendations or target prices concerning the same financial instrument or issuer that has been disseminated during the preceding 12-month period).

11. Recommendations

- 11.1. Recommendations should be identified as such, be clearly expressed, make use of the Recommendation Formulae and be consistent in all Research Products. Recommendations may not be made without a reasonable basis or, in the case of equity research, without indicating at the same time the price of the security in question on making the recommendation, as well as the target price for such security.

Recommendations and target prices should have a reasonable basis and be accompanied by a clear explanation of any valuation method used and a presentation of the risks that may impede achievement of the recommendation or price target.

- 11.2. References by an Analyst to his/her prior recommendations may only be made when there is a consistency between those being quoted jointly or being compared. Such consistency demands that they should refer to one and the same security, issuer, security type or other comparable category, and that all the recommendations considered use the same Recommendation Formulae, state the issue date and the price of the security or securities affected on that date (in the case of equity research) and explain the general conditions of the market during the period between the first of the quoted recommendations and the document containing the comparison.
- 11.3. If, whilst a recommendation is under review, market circumstances or other events make it necessary to issue a Research Product on the security, sector or issuer affected by such review, the expression "RECOMMENDATION UNDER REVIEW" should be included on the upper part of the front page.
- 11.4. No employee may directly or indirectly offer favourable research, a specific recommendation or a specific price target, or threaten to change research, a recommendation or a price target, to a company as consideration or inducement for the receipt of business or other compensation.

12. Disclosures

- 12.1. No Research Product may be published without the inclusion of Disclosures. In addition to other statements required by applicable regulations, such Disclosures should include statements covering the following aspects:
- a. Certification by the Analyst, stating that the points of view expressed in the reports reflect his/her personal technical opinion on the company being analysed and its securities, and that he/she had not received any direct or indirect compensation or remuneration for expressing the recommendations included in his/her report.
 - b. Financial interests and other material conflicts of interest:
 - (i) If the Analyst or a member of his/her household holds a financial interest in the securities of the subject company, and the nature of the financial interest (including, without limitation, whether it consists of any option, right, warrant, future, long or short position).
 - (ii) If the Group beneficially owns a net long or short position exceeding the threshold of 0,5% of the capital of the subject company.

- (iii) If the covered company holds 1% or more of the capital of the Group.
 - (iv) Any material direct or indirect shareholding link, as well as representation on the governance bodies of the company being analysed by companies belonging to the Group or members of the administration bodies of the latter.
- c. The possibility that the Group, its affiliates, its representatives or its officers may occasionally undertake transactions or may be interested in acquiring securities of companies directly or indirectly related to those being analysed.
- d. Position as Officer or Director. If the Analyst or a member of his/her household serves as an officer, director or advisory board member of the subject company.
- e. Receipt of compensation. For those companies included in the Research Product for whom it is appropriate, a statement that:
 - (i) If the Analyst received compensation:
 - i. based upon (among other factors) the member's investment banking revenues; or
 - ii. from the subject company in the past 12 months.
 - (ii) If the Group, in the past 12 months:
 - i. managed or co-managed a public offering of securities for the subject company
 - ii. received compensation for investment banking services from the subject company; or
 - iii. received compensation for non-investment banking services from the subject company.
 - (iii) If the Group expects to receive or intends to seek compensation for investment banking services from the subject company in the next 3 months.
- f. The indication, where applicable, that a Group company undertakes proprietary trading or market-making activities on the security being analysed.
- g. If a Research Product contains a target price, disclosure about the valuation methods used to determine the target price should be included in the Research Product. Target prices must have a reasonable basis and must be accompanied by a disclosure concerning the risks that may impede achievement of the target price.
- h. Recommendations. Research Products should include:
 - (i) The meaning of each recommendation used in the recommendation system.
 - (ii) Information about the distribution of recommendations:
 - i. the percentage of distribution of recommendations assigned in companies covered.
 - ii. the percentage of subject companies within each of the recommendations for whom the Group has provided investment banking services within the past 12 months.
 - iii. The statement that success in past recommendations is not a guarantee of success in future ones.
 - iv. A summary of any basis of valuation or methodology and the underlying assumptions used to either evaluate or to set a price target for the financial instrument or the company covered in the report, as well as an indication and a summary of any changes in the valuation, methodology or underlying assumptions;

- v. An indication of the place where detailed information about the valuation or methodology and the underlying assumptions is directly and easily accessible, in the event that the Analyst has not used proprietary models;
 - vi. An indication of the place where material information about the proprietary models used is directly and easily accessible, in the event that the Analyst has used proprietary models;
- i. Price Chart and Recommendation historical information.
- (i) Equity Research Products of companies covered for which the Group has assigned a recommendation or target price for at least one year must include a line graph of the security's daily closing prices for the period that has been assigned any recommendation or target price or for a 3 year period, whichever is shorter.

The line graph must indicate the dates of the changes of recommendation or target price; and the recommendation or target price assigned in each date.
 - (ii) Debt Research Reports of companies covered for which the Group has assigned a recommendation for at least one year must include information about each date on which a recommendation has been assigned and the recommendation assigned on such date, for the period that any recommendation has been assigned or for a three-year period, whichever is shorter.
 - (iii) All Research Reports should include a list of all the recommendations on any financial instrument or issuer that were disseminated during the preceding 12-month period, containing for each recommendation: the date of dissemination, the identity of the covered company/instrument, the price target and the relevant market price at the time of dissemination, the direction of the recommendation and the validity time period of the price target or of the recommendation.
- j. The indication that the document is not, not should be considered, an offer to buy, subscribe for or trade securities.
- k. Any other material conflict of interest known by the analyst or a person with ability to influence the content of a Research Report at the time of the publication or distribution of a research report.
- 12.2. Compliance will determine the specific text of the Disclosures to be used for each type of Research Product, including the difference that may be necessary according to the market to which they are aimed and the versions in different languages to be used.

Disclaimers different from those established as above may not be used, nor may any modification be made in the text of such Disclosures without prior authorisation in writing or e-mail from Compliance, indicating the authorised text.

- 12.3. Disclosures, or a reference to the page on which the Disclosures are found, or a reference where the Disclosures can be directly and easily accessed free of charge by the persons receiving the Research Product, must be presented on the front page of Research Reports.

13. Statements by clients or other third parties

- 13.1. The inclusion in Research Products or statements by clients or any person other than the Analyst will be subject to the following requirements:
- a. The written consent should be obtained of the person whose statement is to be used, stating the intended use in such document of consent.
 - b. If the statement refers to technical aspects, the person issuing it should have the necessary experience and knowledge in order for such statement to be admissible.

- c. Together with the statement, it should also be expressed that the opinion or criteria of the person making it is not indicative of the future return on or success of the recommendations, and in the event that the person making the statement has been compensated or a commitment has been made in such respect, that the statement is remunerated.

B. Approval

14. Process to be followed

- 14.1. Once the analyst considers that the Research Product is completed, the following steps should be taken prior to its publication in the order indicated and in the manner stated in the subsequent sections:
 - a. The issuing of a Final Draft by the Analyst.
 - b. If the Analyst considers appropriate submission of the Final Draft for review by the Sector Head and the Local Head of Research, and introduction by the Analyst (if he/she considers it appropriate in his/her opinion) of the resulting changes.
 - c. Submission of the revised Final Draft for approval by Compliance (or delegated person) and introduction by the Analyst of the appropriate modifications, where applicable.
 - d. Editing of the final text.

The foregoing is understood as notwithstanding the specific or stricter rules applicable to Research Products aimed at certain markets, the USA in particular. Compliance will specify the application of these requirements and of those that may be demanded under other legislations.

- 14.2. Prepublication review by persons not involved in the research activity, legal and Compliance functions, is not allowed.

15. Final Draft. Possible consultation with the company being analysed

- 15.1. Exceptionally and excluding the research summary, research rating and target price, the Final Draft may be shared by the Analyst with the company or companies to which it refers, only to verify the facts stated therein. The company will be cautioned as to its not final and confidential nature. The Analyst should inform and send a copy of the Final Draft to the Local Head of Research prior to sending it to the company.
- 15.2. Changes in the proposed recommendation or target price, after submitting the Final Draft, must be justified and receive written authorisation from Compliance.
- 15.3. Copies of any draft and the final version of such report must be retained for three years after publication.
- 15.4. If any change is foreseen in the recommendation on a company, such decision may be notified to the latter after market closing on the day prior to the publication of such change.

16. Supervision in case of initial coverage and/or material change in recommendation and/or target price

- 16.1. In any event, in the case of an Research Product involving the commencement of coverage of a company, a material change in the Recommendation or earnings forecast or in the achievement of targets, or when the Responsible Officer for Research considers it justifiable for other reasons, the Research Product in question will be submitted for review to the Sector Head and to the Local Head of Research.

17. Exclusive approval by a Supervisory Analyst

- 17.1. Once the applicable steps referred to above have been completed, Research Products must be approved in writing by a Supervisory Analyst accredited by FINRA and authorised by Compliance (or delegated person).

What is established generally in the preceding section is understood as notwithstanding the application of special regulations in the case of Research Products aimed at specific markets, in particular the USA.

Compliance will determine what such specific regulations are to be.

- 17.2. Analysts should not submit any Research Product to discussion or approval by other areas of the Group.
- 17.3. Once a Research Product has been approved by the Supervisory Analyst, no alterations will be made in the text except for those arising from material errors, adjustment of punctuation marks or others of minimum importance made in the final editing process and which in any event will not affect the material contents of the document.

18. Editing

- 18.1. If the document is to be edited in more than one language, it may not be published in accordance with the following chapter until the versions in the different languages have been totally coordinated by the editors.

C. Distribution

19. Recipients

- 19.1. Research Products may only be distributed to those clients or investors who, in accordance with the regulations applicable to each of them or in their market, may receive them. Generally, and notwithstanding the specific requirements of each local set of regulations, they may only be distributed to institutional investors.
- 19.2. In the case of any doubt as to the possibility of sending Research Products to a specific investor or to specific types or categories of investors, Compliance should be consulted beforehand.

Each local Research Department will have an updated list of the clients or investors to whom it sends Research Products, a copy of which it will send to the Responsible Officer for Research.

20. Means and ways of distribution

- 20.1. Research Products will be distributed to clients via e-mail or messenger, in both cases to the addresses and to the attention of the persons agreed with them beforehand to ensure receipt by the appropriate persons within their organisation.
- 20.2. In any event, the appropriate procedures will be established and applied to ensure the simultaneous or near-simultaneous reception of Research Products by all clients.
- 20.3. If, when versions exist in more than one language, one version is distributed before another, the necessary steps will be taken to ensure that the distribution of the last one takes place before trading commences the following day on any organised market on which the security in question is traded. If this is not possible for any reason and an English version aimed at the U.S. market exists, such version should be distributed first.
- 20.4. In the event that Research Products are sent to institutions professionally engaged in the diffusion of their existence or the fixing of market consensus, distribution should be carried out in such a way as to reasonably ensure prior reception by clients.

21. Restrictions on distribution via the Internet

- 21.1. Research Products may not be included on any web page of the Group without the prior written approval of Compliance. Such approval shall state all the control components to be used (keys, statements of compulsory reading, etc.) and the way to proceed in special cases (public offerings, change in recommendations, etc.).

HEADING III. SPECIAL CASES AND OBLIGATIONS

CHAPTER I. INTERNAL RESEARCH DOCUMENTS

22. Exclusive and restricted use

- 22.1. Internal Products may only be used within the Group for the specific purpose for which they are intended and by persons with a direct need to use them. Furthermore, they should include the statement *“For internal use only. Distribution outside the Group or to persons within the Group other than the specific recipients is forbidden”*.

23. Sales Memorandum

- 23.1. The purpose of Sales Memoranda for public offerings in which the Group is participating is to provide salespersons and traders with important information about the company. They should contain a fully detailed explanation of all the material elements concerning the security in question and its issuer. Likewise, the appropriate references should be made to the sector in which it is included and to the relevant economic data. The Memorandum should include both positive and negative elements and the risks, as well as the source of the data, tables or statistical information used. The date of publication and an indication of its author(s) and the way of contacting them will also be included.
- 23.2. The Sales Memorandum should be reviewed by the Investment Banking and Capital Markets Divisions and subsequently approved by Compliance (or delegated person), all of whom will have received the latest existing version of the draft offering memorandum of the securities in question.

24. Notes on daily news

- 24.1. The notes prepared by Analysts for the Morning Meetings with sales personnel (or to be subsequently handed over to the latter if they refer to questions asked by such personnel during the meeting) will not require approval from Compliance, except in the case stated in section 25. However, Compliance should immediately receive a copy of such notes.
- 24.2. Notes on daily news are for internal use only, and as an Internal Product, should include the caution and the statement described in point 22 above.

25. Approval & awareness by Compliance

- 25.1. In general, Internal Products and documents do not need to be reviewed or approved by Compliance. However, Compliance (or delegated person) should approve the Sales Memorandum and internal Research documents referring to restricted Securities or Issuers.

CHAPTER II. PARTICIPATION IN MARKETING EFFORTS

26. Participation in marketing efforts

- 26.1. Analysts must not participate in activities that can reasonably be expected to compromise their objectivity, including specifically those set out in this section. In addition, any analyst's written or oral communication with a current or prospective customer or internal personnel related to an investment banking services transaction should be fair, balanced and not misleading, taking into consideration the overall context in which the communication is made.
- 26.2. Analysts cannot participate in pitches and other marketing efforts related with investment banking services or transactions.
- 26.3. Investment banking employees cannot, directly or indirectly, direct a research analyst to engage in:
 - a. Sales or marketing efforts related to an investment banking services transaction.
 - b. Any communication with a current or prospective customer about an investment banking services transaction.
- 26.4. Pitch materials may not include any information about research capacity in a manner that suggests, directly or indirectly, that the analyst might provide favourable research coverage.
- 26.5. Analysts cannot participate in Road Shows and other marketing on behalf of an issuer related to an investment banking services transaction. Analysts may, however, listen to or view a live webcast (from a remote location or another room if at the same location) of a transaction-related Road Show or other widely attended presentation by investment banking to investors or to the sales force.
- 26.6. Analysts may participate in Investor Education relating to an issuer linked to transactions in which the Group is providing investment banking services, in order to provide their independent view of the company and/or the transaction, but will be subject to the following rules:
 - a. Meetings with investors must be without the presence of representatives of the issuer or investment banking employees.
 - b. Analysts may not use, or hand over, any Research Product or any extracts thereof.
 - c. If presentations are used, their only aim must be to support the oral explanation of the security, the issuer and the operation, and copies of all or part of such presentations should never be handed over.
 - d. Analysts may only meet with persons who have already received the latest Research Product on the security being offered, limiting themselves to answering questions concerning the latter or the presentation referred to in the preceding paragraph.
 - e. They shall keep a register in which the dates, places and participants in such meetings will be entered, as well as, copies of any documentation used in those meetings.
- 26.7. Analysts may participate in Non-Deal Road Shows (both traditional and Reverse Road Shows) with executives of an issuer to talk with current or potential investors for informational purposes provided the broker is not involved in an investment banking deal with said issuer.

CHAPTER III. CONDUCT RELATING TO PUBLIC OFFERINGS

27. Restricted Period

- 27.1. During this period the distribution of Research Products is subject to certain restrictions and limitations. These include the possibility that during the Restricted Period, Research Products referring to the security or issuer affected by the offering may not be distributed in the USA, the UK, Canada or Japan, or via electronic means or the Internet.
- 27.2. In any event, the regulations established in this code, in the Santander Pre-deal Research Guidelines and in the Research Guidelines issued by the syndicate of the operation shall be followed.

28. Blackout Period

- 28.1. During the Blackout Period, Research Products on the security affected by the offering may not be distributed or diffused in any way whatsoever. As soon as such period commences, all available hard copies should be sent to Local Compliance and no new ones may be produced without the authorisation of the latter. Furthermore, the appropriate steps will be taken to prevent access to such Products on the Group's web pages.
- 28.2. During the Blackout Period, Analysts may not actively undertake any action involving notification, proposal, pre-sale or in general any other which involves the action of marketing the security affected by the offering. However, they may answer questions asked spontaneously by clients in relation to the latest Research Product published prior to the Blackout Period and referring to the security affected by the offering. The asking of such questions should not be encouraged.
- 28.3. During this period, individual meetings or intentional contacts with possible investors regarding the security affected by the offering are forbidden, except when all the following circumstances are met:
- a. The Analyst has not crossed the Chinese Wall.
 - b. The investor has received a copy of the latest Research Product referring to the security in question prior to the Blackout Period.
 - c. The Analyst has not spoken with the investor about any non-public material information.
 - d. The Analyst does not give to the investor any Research Product or other documentation on the issuer.
- 28.4. In the event of any discrepancy between the aforementioned regulations and those established for public offerings in the Research Guidelines on any item, or because specific restrictions are imposed, the latter will take preference.

29. Research restrictions after an Offering

- 29.1. The Group may not publish an Equity Research Report, or made a public appearance, regarding a subject company for which it acted as manager or co-manager of:
- a. Underwriter or dealer of an initial public offering (IPO), for 10 calendar days following the date of the offering.
 - b. Manager or co-manager of a secondary offering, for 3 calendar days following the date of the offering.
- 29.2. In any event, the regulations established in the Research Guidelines issued by the syndicate of the transaction, and other specific restrictions from Compliance, shall be followed.

CHAPTER IV. INITIATING COVERAGE AND MATERIAL CHANGES

30. Initiating coverage

- 30.1. The Local Head of Research is responsible for the final decision regarding initiating coverage on a company.
- 30.2. Initiating coverage of a company shall be via a Complete Product, unless express authorisation to the contrary is given by Compliance.
- 30.3. The security in question will be included in the Restricted List. The Responsible Officer for Research (acting in coordination with Compliance N.Y.) will inform Local Compliance, of such fact so that the security in question is included also in the list of Controlled Securities.
- 30.4. Restrictions commence from the time a report is released into public communication channels and terminate twenty four hours later. During this period, personal account dealing of Subjected Persons to the Code (restriction level 1) and proprietary trading (restriction level 3) are restricted.

31. Changes in recommendations or material changes in earnings estimates or target prices

- 31.1. Any proposed change in the recommendation, or material changes in earnings estimates or target prices of a security should be made in a Complete Product and notified by the Responsible Officer for Research to Compliance as soon as the Analyst has reached such conclusion, in order for place the company on the Restricted List.
- 31.2. Restrictions commence from the time a report is released into public communication channels and terminate twenty four hours later. During this period, personal account dealing of Subjected Persons to the Code (restriction level 1) and proprietary trading (restriction level 3) are restricted.
- 31.3. Changes in recommendations or material changes in earnings estimates or target prices may not be announced whilst the fundamental market of the security to which the recommendation refers is open, unless authorisation is received from Compliance. If such authorisation is obtained, the change should be disclosed by the usual channels, simultaneously to clients and all relevant sales personnel in the Group. Such changes may not be notified in advance to such groups.
- 31.4. Material changes in earnings estimates or target prices are understood as those involving an increase or reduction of at least 10% versus the last prices published in a Research Product.

32. Termination of Coverage

- 32.1. In Equity Research, the termination of coverage of a company should be notified to the clients through the ordinary research distribution channels. The notice must be accompanied, except for justifiable reasons, by a Complete Product including a final recommendation or rating.

If impracticable to provide a Complete Product, the notice should include the reasons for terminating coverage.

33. Disclosure during the Morning Meeting

- 33.1. None of the material modifications referred to in section 31 above may be announced by Analysts at the Morning Meeting, except in any of the following cases:
 - a. The Research Product stating the change has already been distributed to the public immediately before or is distributed simultaneously.
 - b. The Final Draft has already been handed over to the Editing Department for review and the latter has confirmed that it can have it ready for distribution, and that approval has already been received from Compliance, the affected security having been included on the Restricted List.

CHAPTER V. RESTRICTIONS ON COMPANY COVERAGE

34. Coverage of the Bank

- 34.1. Analysts may not issue Research Products referring to the Bank. This restriction also includes sectorial reports. They are only permitted to make reference, in Research Products with another basic content and concerning another company, to significant events specifically linked to the Bank. Even in this latter case, the following requirements should be observed:
- a. The reference may not be substantial in relation to the rest of the document.
 - b. Only specific information on facts pointed out by other sources – which should be mentioned – may be included.
 - c. Estimates, assessments or classifications may not be included.
 - d. Prior agreement should be obtained from Global Compliance in Madrid.
- 34.2. Whenever an Analyst covers indexes that include the Bank, he/she shall use as the target price for same that resulting from consensus data, and shall state it by indicating the source.
- 34.3. What is stated in the preceding sections is understood as notwithstanding any other stricter rules applicable to specific markets.

35. Coverage of Bank Affiliates

- 35.1. Except in the cases indicated in section 35.2 below, the same regulations as those contemplated in section 34 above shall apply to the coverage of Bank Affiliates.
- 35.2. Global Compliance in Madrid may authorise the coverage of Bank Affiliates for Research Products aimed at markets in which the applicable regulations permit it, in which case such documents may contain estimates, target prices and recommendations. However, in these cases, Analysts should take special care to ensure that:
- a. The information is only obtained from public sources.
 - b. Particularly objective language is used.
 - c. No speculative content is included, but only that based on specific facts.

36. Conflicts of interest

- 36.1. Analysts may not cover companies in which they or their immediate family members have a material economic link (a direct or indirect stake of 5% in the company) or of which any of them are directors or officers, or whenever any other circumstance exists which in the opinion of an impartial observer could involve a conflict of interests. In case of doubt, Compliance should be consulted.

CHAPTER VI. RELATIONS WITH THE MEDIA AND SUPERVISORS

37. Media and public appearances, and non-written recommendations

- 37.1. Any intended appearance of a professional nature by Analysts to the public or the media should be expressly authorised in advance by the Local Research Head and Compliance. Such authorisation may include regular appearances during a specific period of time not exceeding one year. Compliance and Corporate Communications Management should be informed prior to the appearance in question, or where applicable, the commencement of the regular appearances.

- 37.2. In the course of the aforementioned public appearances or via the media, Analysts should observe the following regulations:
- a. Their statements should be prudent, with a reasonable foundation, and in the case of mentioning forecasts or projections, these should be clearly identified as such.
 - b. They should refer to the market in general or sectors as a whole, avoiding giving opinions on their own initiative about specific securities.
 - c. If they are asked about specific securities or recommendations, they may not reply without first stating that such opinions are personal and not those of the Group.
 - d. They may not make comments or give recommendations concerning the Bank or Bank Affiliates.
- 37.3. In public appearances, as in other non-written recommendations (recommendations given according to a wide range of modalities: meetings, road shows, audio/video conference calls, radio, TV or website interviews, or similar ones), the Analyst should include the same Disclosures than in written recommendations (see section 12 above), or provide a reference where the Disclosures can be directly and easily accessed free of charge by the persons receiving the Research Product (e.g.: web site).
- 37.4. Records of public appearances and non-written recommendations by Analysts sufficient to demonstrate compliance by them with the applicable disclosure requirements included in the section above must be maintained for at least three years from the date of the public appearance.

38. Requests for data or comments by the media

- 38.1. Analysts should abstain from answering questions, including those relating to rumours, from the media on matters concerning the Bank, its Group or any of the Bank Affiliates, referring such questions to the Corporate Communications Department for their respective response.

39. Enquiries or requirements of regulatory or supervisory bodies

- 39.1. Unless Compliance has informed them to the contrary, Analysts shall abstain from attending to any enquiries or requirements from regulatory or supervisory bodies. Any such enquiry or requirement, given verbally or in writing, should be referred to Compliance as soon as possible.

CHAPTER VII. PERSONAL ACCOUNT DEALING

40. Rules on personal account trading for Analysts

- 40.1. Trades in **securities in general**. In personal trading, Analysts must follow the general rules established in the Code of Conduct in Securities Markets – Chapter “Own-Account Trading – General Rules” (articles 2 to 11) – and the additional rules applicable to certain persons who qualify as Close Persons (article 26). All trades should be previously authorised by Research Management and Compliance.
- 40.2. Trades in **securities of issuers covered**. Analysts are prohibited from trading in securities of issuers that they cover (equity, fixed income and any derivative or financial instrument with the underlying being any of the above stocks.)
- Issuers referred to in this restriction include all those that the Analyst covers as the "Principal Analyst" or "Secondary Analyst" or as the "co-author".
- 40.3. Trades in securities in an initial public offering if the issuer is engaged in the same type of business as companies that the research analyst follows. Analysts are prohibited from

purchasing or receiving any security before an issuer's initial public offering if the issuer is principally engaged in the same types of business as companies that the research analyst follows.

40.4. The previous restriction does NOT apply to:

- a. Securities that the Analyst might have on the issuers covered before to be subjected to this Code. Such securities may be kept or sold, following the procedure and rules mentioned in paragraph 40.1 above.
- b. Securities that the Analyst has in a company before he starts research coverage. Same procedure as a) above.
- c. Position in Mutual Funds or other financial products specifically invested in the company or sector covered by the Analyst, if the following conditions are met:
 - (i) the Analyst has no discretion over the investments in that financial instrument or Fund;
 - (ii) the amount of total and joint investments by the Analyst and his Equivalent Persons is less than 1% of the total of such financial instrument or Fund;
 - (iii) the Fund's investments in the issuers covered by the Analyst account for less than 20% of the assets of such financial instrument or Fund.

40.5. Analysts who have "crossed the wall". If, as a result of a wall crossing or the involvement of the Analyst in a project with Sensitive Information involving the company covered, the Analyst happens to have securities of that issuer, the Analyst is restricted from trading such securities until the information has been made public.

In any event, any subsequent trade in such securities will be analysed and assessed case by case by Compliance when the analyst requests the compulsory authorisation to trade. Such trades could be restricted, subject to certain conditions, or postponed.

41. Rules on personal account trading for Supervisors of Analysts

41.1. No member of the Reserch Management or supervisors (editors included) may effect trades in securities without prior approval from Compliance.

HEADING IV. ORGANISATION FOR THE OBSERVANCE OF THE RESEARCH CODE

42. Structure of the Research Departments

42.1. Research activity is organised through the Local Research Departments, each of which has a Local Research Head. The activity of Local Research Departments may be subjected, totally or partially and according to business needs, to regional coordination under a Regional Research Head.

- a. The Editing Department, which may exist in each Local Research Department or provide service to several, is responsible for editing the final documents, verifying changes and correcting errors. In certain cases it may also be responsible for printing and distributing the reports.
- b. Compliance may decide to assign functions relating to Research Code compliance to the Responsible Officer for Research and the Editing Department.

- 42.2. Local Research Departments should establish information barriers or other institutional safeguards reasonably designed to prevent unauthorised flows of non-public information and ensure that research Analysts are insulated from the review, pressure or oversight by persons not engaged in research activities.
- 42.3. Persons engaged in investment banking, sales or trading activities cannot perform supervision or control of research analysts, including influence or control over research analyst compensation evaluation and determination.
- 42.4. No employee can perform or promote actions that constitute actual or threatened retaliation, sanctions or other negative consequences for an Analyst as the result of a research report prepared in good faith that may adversely affect present or prospective business interests of the Group.
- 42.5. Compliance will keep a permanently updated schedule with the structure of Research activity and the distribution of the people undertaking such activity.
- 42.6. Notwithstanding the inherent obligation of each Analyst, the Head of Local Research should ensure that the Research Code is applied.

43. Intended markets

- 43.1. With respect to their preparation, approval, distribution and in general, any other aspect regulated in them, Research Products should observe the strictest regulations applicable in the markets where they will be distributed.

44. Information owned by the Group and copyright

- 44.1. All Non-public Information concerning the process, organisation, working methods and in general, the operation of the Group's Research activity and the Group itself is deemed to be a corporate secret. Therefore, Analysts and Editors shall respect the confidential nature of such information, both before and after providing their services to the Group.
- 44.2. All Research Products, the drafts of the latter, the systems, models, hypotheses, working data and in general, the information and methodology used in Research activity are the property of the Bank or the Group company in which such activity is carried out, and may not be used, handed over or transmitted to third parties by Analysts or Editors.
- 44.3. All disclosed Research Products should include a *copyright* clause in the Group's favour, with the text established for such purpose by Compliance.

45. Regular review of recommendations

- 45.1. The Local Research Heads (or where applicable, the Regional Heads) should regularly compare the Analysts' recommendations with the performance of the market and assess the results of such process with the Analysts.

46. Control of documents in production

- 46.1. At the beginning of each month, the Local Research Heads (or where applicable, the Regional Research Heads) will send to the Responsible Officer for Research a note detailing all Research work underway and the status thereof.

47. Preservation of documents and records

- 47.1. The Responsible Officer for Research will keep a copy of all Research Products issued. These copies should state the date of diffusion, the names and positions of all persons participating in

their preparation and editing and the names of the persons in Research who have approved them, with the signature of the latter.

- 47.2. The documents referred to in the preceding paragraph will be kept for a period of six years from their date of issue, unless a longer period is required by the regulations applicable to them.

48. Governance: Ownership, interpretation, validity and revision date

- 48.1. The approval of this document is the responsibility of the Regulatory Compliance Committee of Banco Santander S.A.
- 48.2. The Regulatory Compliance Committee is responsible for the interpretation of this document and, by elevation, to the Tier I Compliance Committee and, where appropriate, the Risk Committee (in the Corporation, the Risk, Regulation and Compliance Supervision Committee of Banco Santander S.A.).
- 48.3. This procedure will enter into force on the date of its publication. Its content will be subject to periodic revision, where appropriate making the changes or modifications deemed desirable.
- 48.4. The adaptations of this procedure by the different local units are subject to the prior validation of the corporate area before to local approvals.

ADDITIONAL HEADING. DEFINITIONS

The words used in this Research Code having an established definition in the Code of Conduct in Securities Markets (the Code) will have the same meaning in this document.

- **Analysts:** Persons who, forming part of any of the Group's Research departments, undertake the activity of researching companies, equities or fixed income securities, economic sectors or the general economic environment and prepare or participate in the preparation of Research Products, provided, in accordance with section 1, the Research Code is applicable to them.
- **Bank Affiliates:** Companies belonging to the Group.
- **Blackout Period:** In a public offering, the period commencing immediately after the closing of the operation. Such period may be normally extended until 40 days after. Duration varies and is usually established by the syndicate of the operation or by the public offering Research Guidelines.
- **Drafts:** Consecutive versions of the text of a Research Product prior to the final text thereof.
- **Disclosures:** Expressions which must be included in all Research Products, containing different statements or cautions as detailed in section 12 hereof.
- **Editors:** People forming part of any of the Group's Research departments who take care of the material layout of Research Products.
- **Final Draft:** The Draft which the Analyst responsible for a Research Product considers sufficiently prepared for submission to the approval process, subject to possible contacts with the company referred.
- **Household:** "Member of a research analyst's household" means any individual whose principal residence is the same as the research analyst's principal residence. This term does not include an unrelated person who shares the same residence as a research analyst provided that the research analyst and unrelated person are financially independent of one another.
- **Investor Education:** meetings to inform current or potential investors about the current and future economic situation, how a specific sector is performing, etc., or to provide the investor with information on a specific company, often times associated with a deal in that company's securities.
- **Local Research Departments:** Each of the groups of Analysts undertaking Research activity within the Group's organisation in a country.
- **Local Research Heads or Research Management:** Persons responsible for managing the Local Research Departments.
- **Morning Meeting:** The meeting held first thing in the morning between Analysts and sales staff to discuss the latest happenings, client queries, sales arguments and other appropriate questions for the latter's activity with clients.
- **Non-deal Road Show:** A non-deal road show occurs when, as its name suggests, there is no investment banking deal involved and no equity or debt securities are being offered. Executives typically hold discussions with current and potential investors to provide public information to investors, including information about a company's existing business and strategy for the future.
- **Non-public Information:** In addition to Sensitive Information, all information:
 - o Received from analysed companies or other third parties who, without being subject to a confidentiality commitment, is not accessible to the market in general.
 - o Being developed pursuant to the research activity and has not been distributed.

- **Private Area:** Areas or departments of the Group that, due to their professional activities, will manage Sensitive Information (definition established in the Definitions section of the Code) on issuers of listed securities.
- **Recommendation:** Each of the expressions (such as “Buy”, “Maintain”, “Underweigh”, or similar expressions). Such expressions should be exclusive for all Research Products and must be approved by the Global Research Heads.
- **Regional Research Heads:** Persons coordinating several Local Research Departments.
- **Research Code:** This Code of Conduct for Research Activity.
- **Research Guidelines:** Lines of conduct and standards established by the syndicate of the public offering for the operation in question.
- **Research Products (Complete Products. Internal Products):** All work prepared in written form by the Analysts in the course of their activity, including products intended for publication and distribution and those which may only be used within the Group (the latter, “Internal Products”).

Compliance will determine at all times the different types of Research Products in existence, distinguishing between:

- a. Those which are subjected in their entirety to Heading II of the Research Code (“Complete Products”) and those which are not.
 - b. Internal Products.
- **Responsible Officer for Research:** The person designated in the Research Area in each country to co-ordinate within it the application of the Code and the relationship with Compliance.
 - **Restricted List:** A list of securities or issuers concerning which, due to the forthcoming publication of an Research Product, the existence of Insider Information or a Material Fact or for any other reason, Compliance N.Y. has established any of the limitations referred to in section 7.2 hereof.
 - **Restricted Period:** The time between the assignment of a mandate to any Group entity for undertaking a public offering and the commencement of the Blackout Period for the latter.
 - **Restricted Securities or Issuers:** Those included on the Restricted List.
 - **Reverse Road Shows:** Presentations involving a bank or broker taking (potential) investors and analysts to visit several companies, typically over several days. This type of Road Show is generally of the "non-deal" variety.
 - **Road Show:** A presentation given by an issuer of securities to potential buyers. Executives of a company or its underwriters issuing securities or doing an initial public offering (IPO) visits potential investors (e.g. fund managers, asset managers and other institutional investors) to give a presentation with a view to generating interest in the issue or IPO.
 - **Sales Memorandum:** An Internal Research Product prepared on the occasion of a public offering in which the Group participates.
 - **Supervisory Analyst:** Analyst responsible for approval of Research Products previously to their publication. Should have passed FINRA exams Series 87.

APPENDIX I: REQUIREMENTS OF THE DODD-FRANK ACT RELATED TO ANALYSIS OF DERIVATIVES AND SIMILAR FINANCIAL INSTRUMENTS

The U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act of July 21, 2010 implements far-reaching reform of the financial system, regulating, among other items, the activity of entities that, like Banco Santander, operate with United States counterparts on derivatives markets.

The regulated activities, including the analysis of derivatives and similar financial instruments, must be carried out in accordance with several requirements that are presented in this Appendix to the Code of Conduct for Research Activity of the Santander Group.

CHAPTER I. CONTENT AND APPROVAL OF RESEARCH PRODUCTS

A. Content

1. Basic principles

- 1.1 Analysts are strictly required to respect the following principles in preparing Research Products:
 - a. Personnel not Assigned to Research may not instruct the Analyst in the decision to publish a Research Product nor may they influence their opinions.
 - b. Any written communication between an Analyst and their (current or potential) counterpart in relation to a derivative or any other similar financial instrument must not omit facts or details that are relevant, the absence of which may lead one to error or be deceitful.
 - c. A favourable recommendation, an unfavourable change in rating, objective price, recommendation or other content of a Research Product may not be conditioned, either directly or indirectly, on obtaining any type of compensation or consideration in exchange.
- 1.2 No employee of the Group may either directly or indirectly take any action (or threaten to do so) that constitutes a reprisal or any type of sanction or negative consequence against an Analyst as a result of the preparation or publication of a Research Product (or Public Appearance) that has been prepared in good faith, even if the same may negatively affect any of the activities of the Group.

2. Disclaimers

- 2.1 The following Disclaimers shall be included in Research Products and shall be disclosed at Public Appearances:
 - a. An express statement as to whether the Analyst has a financial interest in a derivative or any other similar financial instrument that is related to the security covered by the specific Research Product or regarding which the Public Appearance is being conducted, describing, as applicable, the type of derivative or financial instrument in question.
 - b. The statement that any other conflict of interest exists that is relevant either regarding the Analyst, personally, or the Santander Group, that was known to the Analyst at the time of the publication of the Research Product or of the Public Appearance.
 - c. Disclaimers and references that are made to the same, must be written clearly, completely and prominently.

At Public Appearances, Disclaimers must be stated so that they are clearly indicated to be such.

B. Approval

Personnel not Assigned to Analysis may only review the Research Product prior to its publication if it is necessary to verify facts contained in the same, to make irrelevant changes that relate only to editing, format or style of the Research Product, or to indicate potential conflicts of interest, provided that said reviews are carried out subject to the following conditions:

- a. In the case of written communications between the Personnel not Assigned to Research and the Local Research Department regarding the content of a Research Product, it shall be routed through Legal Counsel or the Compliance Office (or persons designated by the latter for this purpose) or it shall be copied to representatives of either of said departments.
- b. In the case of verbal communications between Personnel not Assigned to Research and the Local Research Department regarding the content of a Research Product, it shall be documented and routed through Legal Counsel or the Compliance Office (or persons designated by the latter for this purpose) or carried out in a conversation in the presence of a representative of either of aforementioned departments.

Notwithstanding the provisions of the foregoing paragraph, Personnel not Assigned to Research, except for the Board of Directors of the Bank or any committee of the same, may not approve or review a Research Product before it is published.

CHAPTER II. RELATIONSHIP WITH THE NEWS MEDIA

1. Public Appearances

- 1.1 Sufficient records must be maintained of Public Appearances of Analysts to allow it to be verified that the obligations regarding Disclaimers set forth in Section A.2 of this Appendix are respected.

CHAPTER III. ORGANIZATION FOR COMPLIANCE WITH THE ANALYSIS CODE

1. Structure of analysis departments

No Analyst may be under the supervision or control of an employee from a business unit and no employee of a business unit may influence or control the performance evaluation or remuneration of an Analyst.

No Analyst's contribution to the attainment of the objectives of any business unit may be taken into account in relation to his/her evaluation or the determination of his/her remuneration.

Employees of business units may communicate customer opinion regarding the work of the Analyst as well as other indicators of performance of his/her duties to the management of the Research Department, which may be based on communication received from customers as well as on ratings and other items.

SUPPLEMENTAL CHAPTER. DEFINITIONS

For the purposes of this Appendix to the Code of Conduct for Research Activity, [the following words, when] capitalized, shall have the following meanings:

- **Affiliate.** This term means, with respect to any person, a person controlling, controlled by, or under common control with, such person.
- **Analysts:** Analysts shall be considered to be those persons whose primary responsibility, or that of other persons who report to them directly or indirectly, is to prepare material related to a Research Product related to any derivative or similar financial instrument, regardless whether their position title contains the name investment analyst.
- **Business trading unit.** This term means any department, division, group, or personnel of a SD (Swap Dealer) or any of its affiliates, whether or not identified as such, that performs, or personnel exercising direct supervisory authority over the performance of, any pricing (excluding price verification for risk management purposes), trading, sales, marketing, advertising, solicitation, structuring, or brokerage activities on behalf of a SD or any of its affiliates.
- **Derivative.** This term means: (i) A contract for the purchase or sale of a commodity for future delivery;(ii) A security futures product;(iii) A swap;(iv) Any agreement, contract, or transaction described in section 2(c)(2)(C)(i) or section 2(c)(2)(D)(i) of the Act; (v) Any commodity option authorised under section 4c of the Act; and (vi) Any leverage transaction authorised under section 19 of the Act.
- **Personnel not Assigned to Research:** Personnel of the Santander Group who are not directly responsible for or related to work that may be included in Research Products, excluding from this group those persons who perform legal counsel or compliance duties.
- **Public Appearance:** The (i) participation in lectures, seminars, other forums (including electronic ones) or any other appearance before 15 or more individuals or legal entities; (ii) interviews or appearances before one or more media representatives, including radio, television or the print media; (iii) written articles that are published in a communication medium in which the Analyst makes a recommendation or offers his/her opinion regarding a derivative transaction or a transaction involving any other similar financial instrument.

This definition excludes conferences over the Internet (Webcasts) that require a code or participation in lectures or other forums in which there are 15 or more customers, provided that all participants have received the Research Products or other documentation containing the appropriate Disclaimers in advance, and that the Analyst attending the event corrects or updates the Disclaimers of the Research Products that are inaccurate, misleading or no longer applicable during the Public Appearance.

- **Research Department:** Any group of persons whose primary responsibility is to prepare material related to a Research Product of a derivative or similar financial instrument shall be considered a Research Department.
- **Research Products:** A Research Product shall be understood to be any written communication (including electronic communication) that includes an analysis of the price of or market for a derivative or similar financial instrument and that provides reasonably sufficient information on which to base a decision to contract derivatives or any other similar financial instrument.

The following are excluded from the definition appearing in the preceding paragraph:

- (i) Communications distributed to fewer than 15 individuals;
- (ii) Comments regarding economic, political or market conditions;
- (iii) Statistical summaries of financial information from various entities, including lists of ratings;

- (iv) Periodic reports or other communications prepared for investors in order to describe the past performance or reasons for having made certain decisions regarding discretionary action;
- (v) Communications from an employee of a business unit requesting the purchase of a derivative or any similar financial instrument; and
- (vi) Internal communications not intended for current or potential.