

The BBVA logo is displayed in white, three-dimensional letters on the upper part of the building's facade, just below the curved, white, ribbed structure.The BBVA logo is shown in white on a dark blue background. To its right, the tagline "Creando Oportunidades" is written in a smaller, lighter blue font.

# Corporate Policy on Conduct in the Securities Markets

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# PART I

## Introduction

### 1. Introduction

- 1.1 BBVA Group is an international bank operating in several countries and encompassing a broad spectrum of cultures and regulations.
- 1.2 A range of objectives and values must be accommodated within this spectrum that are common to the entire financial community. The BBVA Group has adopted these as its own, deeming them to comprise a minimum base on which to maintain the professional ethics of a financial institution.
- 1.3 Prudence, integrity and transparency in business are the values comprising BBVA Group's corporate culture. This commitment to these values is put into practice through BBVA Group's Code of Conduct, which contains the principles and guidelines that all those who are part of it must observe when acting for BBVA Group. These principles include general standards designed to conserve integrity in markets. There are standards that prevent market abuse and guarantee transparency and competition in the markets.
- 1.4 This policy develops the principles of conduct in securities markets more specifically as they apply to every person in BBVA Group, setting minimum standards with respect to Inside Information, market manipulation, conflicts of interest and own-account trading of persons in BBVA Group. Its scope is, therefore, comprehensive and independent from the specific jurisdiction where the institution is operating on the markets.
- 1.5 In each jurisdiction where BBVA Group has a presence and engages in activities related to the securities markets, this Policy should be supplemented with Internal Standards of Conduct, drawing on its principles, which are set forth as minimums. The Standards shall extend their details, adapting them to the legal requirements in each jurisdiction as necessary. Under no circumstances may this Policy breach any applicable legal provisions.
- 1.6 Chapters 3 to 7 and chapter 9 of the Policy contain general guidelines applicable to the conduct of all persons professionally linked to BBVA. Chapter 8 also includes more specific principles and criteria that will only apply under the terms and conditions specified in the local Internal Standards of Conduct (ISC) and exclusively to those persons whose role or position in the BBVA Group makes them formally subject to said principles and conditions.
- 1.7 The content of this Policy shall prevail over any internal standards that may contradict it, except when said standards establish more stringent requirements for conduct.
- 1.8 Any doubts about how to interpret the Policy contents or that refer to how to resolve situations not specifically described herein, should be clarified by the relevant Legal department or Compliance department.
- 1.9 A number of circumstances have changed the financial backdrop over recent years. The existence of abusive conduct in the markets, technological changes and the development of trading in securities and financial instruments, as well as the emergence of new markets and products, have all made it necessary to implement legal changes with the aim of strengthening and unifying the regulatory framework and guaranteeing transparency and protection for investors and ensuring the integrity of financial markets.
- 1.10 As a result of its commitment to market integrity and transparency, BBVA Group has updated this policy to bring it into line with current law and best market practices. This policy was approved by the Board of Directors of BBVA on November 29th, 2017.

### 2. Scope of application

- 2.1 This Policy applies to all those members of the entities of BBVA Group (hereinafter referred to as "Involved Persons").
- 2.2 The scope of this Policy may be extended to entities (and consequently, their relevant persons) that do not belong to BBVA Group but provide investment services or engage in activities on securities markets in the name or on account the Group (e.g. agents or providers of outsourced-services).

- 2.3 The provisions of this Policy will also apply to securities and financial instruments admitted to trading on a regulated market, or for which admission to trading on a regulated market has been applied for, that are included within the scope of legislation on securities markets (hereinafter, Securities Affected). At a minimum, the following securities or financial instruments are covered:
- 2.3.1 Transferable securities issued by public- or private-sector persons or entities, and grouped as issues. Negotiable securities shall mean any right in equity, whatever it may be called, whose own legal status and rules governing its transmission, make it eligible for general, arms-length trading on a financial market, as for example:
    - 2.3.1.1 Shares in companies and negotiable securities equivalent to shares and any other kind of negotiable securities that grant rights to purchase shares or equivalent securities through conversion or exercise of the rights conferred.
    - 2.3.1.2 Internationalization covered bonds and bonds.
    - 2.3.1.3 The bonds, debentures and other analogous securities representing participation in debt issues, including convertible or swappable securities.
    - 2.3.1.4 Mortgage-backed securities, bonds and warrants.
    - 2.3.1.5 Securitized bonds.
    - 2.3.1.6 Shares in collective investment institutions, as well as those in venture capital firms and closed-end collective investment firms.
    - 2.3.1.7 Preferred securities.
    - 2.3.1.8 Territorial bonds.
    - 2.3.1.9 Warrants and other negotiable securities derivatives which confer call or put options over any other negotiable security.
    - 2.3.1.10 Money-market instruments, i.e. those categories of instruments habitually traded on the money market, such as treasury bonds, deposit certificates and promissory notes, except in singular issues, excluding payment instruments deriving from previous commercial transactions that do not entail raising repayable finance.
  - 2.3.2 Options, futures, swaps, contracts, forward rate agreements and other derivative financial instrument contracts related to:
    - 2.3.2.1 Securities, currencies and interest rates or yields, and other derivative financial instruments, financial indices or financial measures that may be settled in kind or in cash.
    - 2.3.2.2 Commodities that may be settled in cash, in kind or by physical delivery.
    - 2.3.2.3 Climate variables, transportation costs, emission allowances and rights or inflation rates or other official economic statistics that may be settled in cash, as well as any other derivative financial instrument contracts related to assets, rights, obligations, indices and measures not mentioned in the preceding paragraphs, which may include features of other derivative financial instruments, taking into account whether they are traded on a regulated market, multilateral trading system, or organized trading system, and which are settled via recognized clearing houses or whose guarantee margins are subject to regular adjustments.
  - 2.3.3 The financial instruments traded in a Multilateral Trading Facility (MTF), those admitted to trading in a MTF or for which admission to trading on a MTF has been requested.
  - 2.3.4 Financial instruments traded on an Organized Trading Facility (OTF).
  - 2.3.5 Financial instruments not included in the above paragraphs whose price or value depends on financial instruments that are included in those paragraphs, or that have an effect on their price or value, including, but not limited to, derivative financial instruments for the transfer of credit risk and spread contracts.

## PART II

# Prevention of market abuse

## 3. Inside information

### I. Definition of inside information

- 3.1 For the purposes of this Policy any information that meets the following requirements is considered to be Inside Information, except where the applicable legislation establishes more stringent requirements:
- 3.1.1 Of precise nature.
  - 3.1.2 That has not been made public.
  - 3.1.3 That refers directly or indirectly to one or more issuers or one or more financial instruments or their derivatives.
  - 3.1.4 That if it were made public, would be likely to have a significant effect on the price of these instruments or the derivative instruments related to them.
- 3.2 Information on derivative financial instruments related to commodities is considered Insider Information when it meets the following requirements:
- 3.2.1 Of a precise nature.
  - 3.2.2 That has not been made public.
  - 3.2.3 That refers directly or indirectly to one or more of these derivative financial instruments or directly to a spot contract on commodities related to them.
  - 3.2.4 That if it were made public, would be likely to have a significant effect on the prices of these derivative instruments or spot commodity contracts related to them, provided that it is information that could reasonably be expected to be made public or that has to be made public.
- 3.3 With respect to emission allowances or auctioned products based on these rights, it is information of a specific nature that has not been made public, that refers directly or indirectly to one or more of these financial instruments, and that if it were made public, could significantly influence the price of these instruments or derivative financial instruments related to them.
- 3.4 Without prejudice to the foregoing sections, and by way of clarification but not limitation, Inside Information often affects the following:
- 3.4.1 A company's profit and loss account.
  - 3.4.2 Extraordinary changes to the company's profit and loss account or changes to earnings guidance which has been made public.
  - 3.4.3 Transactions that may be carried out by the company, e.g. capital increase or securities issues.
  - 3.4.4 Significant mergers or acquisitions.
  - 3.4.5 Circumstances which could lead to litigation, disputes or sanctions which may have a significant effect on the expected results.
  - 3.4.6 Decisions taken by the Authorities prior to these being made public.
  - 3.4.7 Information on significant orders to purchase or sell specific securities.
  - 3.4.8 Other facts or similar situations.
- 3.5 With respect to persons in charge of executing orders related to negotiable securities or financial instruments, Inside Information shall also be considered as any information supplied by customers in connection with their own pending orders in compliance with the requirements of paragraphs 3.1 to 3.3.
- 3.6 Information shall cease to be considered as Inside Information once it is made public or when it loses relevance and, therefore, the possibility of influencing the listed price of Securities Affected.

## II. Restrictions on the use of inside information

- 3.7 In order to foster the integrity and transparency of markets, any person who has Inside Information and knows, or should know, that it was information of this type, may not engage in the following:
- 3.7.1 **Engage or attempt to engage in insider dealing** on those securities or financial instruments to which the Inside Information directly or indirectly refers, or on any other security, financial instrument or contract of any kind, whether or not negotiable on any secondary market, that has underlying negotiable securities or financial instruments, to which the information is related. It is also prohibited to cancel or modify an order that has been issued before knowledge of the Inside Information.
- 3.7.2 **Disclose Inside Information to third parties**, except: (a) in the normal exercise of one's work, profession or position; or (b) in the case of accepted exceptions, such as the case of market sounding, through which information is provided to parties that are possibly interested in a transaction, in compliance with legally established requirements and the record and traceability of communications.
- 3.7.3 **Recommend a third party** to acquire or assign securities, or make others acquire them, or cancel or modify orders already issued based on Insider Information.

## III. Obligations

- 3.8 Any person becoming aware of any Inside Information due to their functions in BBVA Group shall be subject to the following duties to prevent it being used abusively or unfairly:
- 3.8.1 **Obligation to notify the disposal of Inside Information** to the corresponding Compliance Department as soon as possible.
- 3.8.2 **Duty to use Inside Information only for the purposes of the transaction** or functions for whose operation or development it has been transmitted.
- 3.8.3 **Duty to safeguard Inside Information**, adopting the appropriate measures to prevent its abusive or unfair use, without detriment to the duty to communicate and collaborate with the administrative or judicial authorities envisaged in the applicable regulations.

## IV. Exceptions

- 3.9 The mere possession of Inside Information does not mean that that person has unlawfully use it
- 3.10 There are a number of exceptions that allow the use of Inside Information, in certain circumstances:
- 3.11 **Legitimate behaviour:**
- 3.11.1 Act either as a market maker, a person authorized to act as a counterparty or one authorized to execute orders on account of third parties;
- 3.11.2 Carry out a transaction to acquire, transmit or assign financial instruments, and this transaction is carried out in good faith in compliance with a -due obligation, and when this obligation derives from an order given or in compliance with a legal provision;
- 3.11.3 If this Inside Information has been obtained in the course of a takeover bid or merger with a company and the Inside Information is used with the sole purpose of carrying out the transaction, provided that the information has been made public.
- 3.12 **Market sounding:**
- 3.12.1 In addition, there are situations in which communication of Inside Information is permitted. This is the case of market sounding, in which there is communication of Inside Information prior to the announcement of a transaction, by an issuer, a secondary offeror of a financial instrument, and emission allowance participant, or a third party acting on behalf the aforementioned persons, for one or more potential investors, before the announcement of a transaction, to assess their interest in the said transaction.
- 3.13 **Exemption for buy-back programmes and stabilization:**
- 3.13.1 Finally, the restrictions mentioned in paragraph 3.7 above shall not apply to trading in own shares in buy-back programmes, or to trading in securities or associated instruments for the stabilisation of securities in the circumstances provided for by the Regulation on market abuse. These activities are regulated by specific rules in each jurisdiction.

## V. Special activities

- 3.14 Involved Persons who engage in or are in any way involved in activities such as the stabilization of securities in public offerings, the execution of liquidity contracts on the issuer's own shares, market sounding, financial analysis, buyback or trading of own shares and securities lending, must take into account that additional regulations may apply to them.
- 3.15 In these cases, the Compliance Department, or another appointed to do so, shall directly notify said persons of the specific rules that are applicable.

# 4. Market manipulation

## I. Introduction

- 4.1 Market manipulation undermines the confidence of participants in the markets and their proper operation. Avoiding Market manipulation is an indispensable requirement in the BBVA Group, as part of its commitment to foster integrity and transparency in the markets in which it operates. All Involved Persons are bound to refrain from engaging in such practices.
- 4.2 Market manipulation includes the following activities and behaviours:

## II. Restricted activities

- 4.3 Entering into a transaction, placing an order to trade or any other conducts which:
  - 4.3.1 Gives, or is likely to give, false or misleading signals as to the supply of, demand for, or price of, a financial instrument, a related spot commodity contract or an auctioned product based on emission allowances; or
  - 4.3.2 Secures, or is likely to secure, the price of one or several financial instruments, a related spot commodity contract or an auctioned product based on emission allowances.
- 4.4 Entering into a transaction, placing an order to trade or any other activity or behaviour which affects or is likely to affect the price of one or several financial instruments, a related spot commodity contract or an auctioned product based on emission allowances, which employs a fictitious device or any other form of deception or contrivance;
- 4.5 Disseminating information through the media, including the internet, or by any other means, which gives, or is likely to give, false or misleading signals as to the supply of, demand for, or price of, a financial instrument, a related spot commodity contract or an auctioned product based on emission allowances or secures, or is likely to secure, the price of one or several financial instruments, a related spot commodity contract or an auctioned product based on emission allowances, including the spread of rumours, where the person who made the spread knows or may know that that information is false or misleading.
- 4.6 Transmitting false or misleading information or providing false or misleading inputs in relation to a benchmark where the person who made the transmission or provided the input knew or ought to have known that it was false or misleading, or any other behaviour which manipulates the calculation of a benchmark.

## III. Restricted behaviours

- 4.7 The conduct by a person, or persons acting in collaboration, to secure a dominant position over the supply of or demand for a financial instrument, related spot commodity contracts or auctioned products based on emission allowances which has, or is likely to have, the effect of fixing, directly or indirectly, purchase or sale prices or creates, or is likely to create, other unfair trading conditions.
- 4.8 The buying or selling of financial instruments, at the opening or closing of the market, which has or is likely to have the effect of misleading investors acting on the basis of the prices displayed, including the opening or closing prices;
- 4.9 The placing of orders to a trading venue, including any cancellation or modification thereof, by any available means of trading, including by electronic means, such as algorithmic and high-frequency trading strategies, by disrupting or delaying the functioning of the trading system of the trading venue or being likely to do so; making it more difficult for other persons to identify genuine orders on the trading system of the trading venue or being likely to do so, including by entering orders which result in the overloading or destabilisation of the order book; or creating or being likely to create a false or misleading signal about the supply of, or demand for, or price of, a financial instrument, in particular by entering orders to initiate or exacerbate a trend.

- 4.10 Taking advantage of occasional or regular access to the traditional or electronic media by voicing an opinion about a financial instrument, related spot commodity contract or an auctioned product based on emission allowances (or indirectly about its issuer) while having previously taken positions on that financial instrument, a related spot commodity contract or an auctioned product based on emission allowances and profiting subsequently from the impact of the opinions voiced on the price of that instrument, related spot commodity contract or an auctioned product based on emission allowances, without having simultaneously disclosed that conflict of interest to the public in a proper and effective way.
- 4.11 The buying or selling on the secondary market of emission allowances or related derivatives prior to the auction held with the effect of fixing the auction clearing price for the auctioned products at an abnormal or artificial level or misleading bidders bidding in the auctions

## IV. Exceptions and accepted practices

- 4.12 Market manipulation is a prohibited practice. However, there is a number of exceptions to this prohibition and accepted practices.
- 4.13 In order to avoid unlawfully prohibiting legitimate forms of financial activity, i.e. when there is no market abuse, it is necessary to recognize certain legitimate behaviors, which may include, for example, the recognition of the role of market maker when they act in their legitimate capacity to provide liquidity to the market or the stabilization of securities in public offerings.
- 4.14 In addition to the above exceptions, there are some accepted market practices, for example, relating to the treasury stock portfolio. In this case the person that executes the transaction, issues the order to trade or carries out any other action, can demonstrate that the reasons for the transaction, order or action are legitimate and that they are in line with accepted market practice. It will be up to the competent authorities to determine what market practices are accepted, taking into account criteria such as the degree of transparency, the level of protection, impact on the market, etc.

## V. Special activities

- 4.15 Involved Persons that engage in or are in any way involved in activities such as the stabilization of securities in public offerings, the execution of liquidity contracts on the issuer's own shares, financial analysis, buyback or trading of own shares and securities lending, must take into account that additional regulations may apply to them.
- 4.16 In these cases, the Compliance Department, or another appointed to do so, shall directly notify said persons of the specific rules that are applicable.

## VI. Restricted securities

- 4.17 BBVA's participation in certain project involves some times, particularly in the area of investment banking services (public offerings, fusions and acquisitions, financing projects and so on), the imposition of certain restrictions in addition to those explained above, that may limit the activity of different areas or units in the Group in relation to particular negotiable securities or financial instruments. These restrictions derive from the commitments assumed by the Group of a legal, contractual or similar nature. Their purpose is none other than to prevent market abuse.
- 4.18 BBVA has an internal procedure in place for restricted securities whose aim is to strengthen the information barriers in BBVA Group, mitigate real or perceived conflicts of interest, prevent transactions that may represent a risk for BBVA Group's reputation and comply with current law. This procedure lays down that the supervisor of the area or unit that assumes the contractual commitments constrained by restrictions of the type described above should inform to the Compliance Department.
- 4.19 These restrictions therefore represent limitations to own-account trading for certain groups among the persons subject to the ISC in each of the affected jurisdictions, and it is the responsibility of the Compliance Department to determine the restrictions applicable in each case.



## PART III

# Conflicts of interest

## 5. Conflicts of interest

### I. Concept

- 5.1 There is a Conflict of Interest when a minimum two contradictory interests coincide with respect to a person or a scope of decision that influence the impartial or objective rendering of a service or operation.
- 5.2 Possible Conflicts of Interests: BBVA's wide range of simultaneous activities in the securities markets, as well as the different family, economic and professional or other connections of Involved Persons make it possible that, at certain times, the following Conflict of Interests may occur:
  - 5.2.1 Between customers of BBVA Group.
  - 5.2.2 Between customers and BBVA Group.
  - 5.2.3 Between different areas within BBVA Group.
- 5.3 **Specific cases of Conflict of Interests:** Identifying a Conflict of Interest entails at least, determining whether BBVA Group or its Involved Persons fall within one of the following situations:
  - 5.3.1 The entity or person in question may obtain a financial gain or avoid a financial loss at the cost of the customer.
  - 5.3.2 Has an interest in the outcome of the service provided or transaction carried out to the customer's account other than the interest the customer has in said outcome.
  - 5.3.3 Has financial or any other type of incentives that favor the interests of customers other than those of the customer in question.
  - 5.3.4 Professional activity is identical with that of the customer.
  - 5.3.5 Receives or will receive, from a third person an incentive in connection with the serviced rendered to the customer, in cash, goods or services, other than the usual commission or fee for the service in question.

### II. Obligations

- 5.4 **Duty to identify Conflicts of Interest:** All Involved Persons must disclose to their immediate superior any situation or circumstance that would or could involve the occurrence of a potential Conflict of Interests that may compromise their professional objectivity, as soon as it is known and prior to the performance of the transaction or completion of the business.

### III. Prevention and management of conflicts of interest

- 5.5 **Prevention of Conflicts of Interest:** Whenever necessary, to ensure that decisions are adopted autonomously within each Area and to prevent the occurrence of potential Conflict of Interests, specific measures called Information Barriers shall be adopted. These barriers are aimed at preventing improper exchange of information between persons/areas engaging in activities that could involve a significant risk of Conflict of Interests.
- 5.6 **Managing Conflicts of Interests:** Should it be impossible to prevent a Conflict in accordance with the foregoing measures, the Conflict must be resolved by taking into account the following principles:
  - 5.6.1 In the event of a Conflict of Interests between customers, equal treatment must be guaranteed to avoid favoring some over others.
  - 5.6.2 In the event of Conflicts of Interest between customers and BBVA Group, diligence and transparency must be displayed at all times in the interest of the customers, looking out for such interests as if they were BBVA's own and always giving priority to customers' interests.

### IV. Disclosure of conflicts of interest

- 5.7 When Conflict of Interests cannot be avoided or managed, the customer must be informed in an impartial, clear and non-misleading fashion, of the general nature or origin of the conflict before acting on their behalf. In this manner, the customer can make an informed decision about the investment or transaction.

## PART IV

# Rules governing own-account trading

## 6. Definition of own-account trading

- 6.1 Own-Account Trading refers to transactions over Securities Affected undertaken by or on behalf of Involved Persons or by Equivalent Persons, outside the scope of their activities by virtue of their tasks within the BBVA Group.
- 6.2 The transactions of Equivalent Persons will have the same consideration and are subject to the same limitations as if they had been performed by the Involved Person himself.
  - 6.2.1 Equivalent Persons are: Persons within and outside the family circle, over whose assets the Involved Person has powers of management, either by virtue of a legal regulation or a contract.
  - 6.2.2 Legal entities controlled by the person himself or Equivalent Persons.
- 6.3 Consequently, without detriment to local legislation, Equivalent Persons shall be considered, at a minimum as: spouse, children or adults who are dependents of the Involved Person, companies that are effectively controlled by the Involved Person and/or any Equivalent Persons and any other person or entity for whom the Involved Person makes transactions involving the Securities Affected.

## 7. Own-account trading by involved and equivalent persons

- 7.1 To ensure the personal actions of BBVA Group professionals are in accordance with applicable legal regulations and to promote transparency in the markets and to preserve, at all times, the interests of investors, the following performance principles are set out which must be followed by all Involved Persons when purchasing and/or selling securities to their own account.
- 7.2 Involved Persons and their Equivalent Persons must refrain from engaging in transactions:
  - 7.2.1 That involves improper use of Inside Information under the provisions stipulated in 3.7.1 of this Policy.
  - 7.2.2 That involves preparation or execution of practices that distort free formation of prices (Market Manipulation).
  - 7.2.3 That involves improper use or disclosure of Confidential Information.
  - 7.2.4 That enter or may enter into conflict with an obligation of the entity under current legislation on the securities market.
- 7.3 They must also refrain from advising, recommending or assisting another person, regardless the normal performance of their work to carry out a transaction with financial instruments that that, if it were an Own-account Trading, would be prohibited in accordance with what is established in paragraph 7.2 above.
- 7.4 Except in the normal course of their work, they must refrain from reporting any information or opinion to third persons where it is suspected that, as a result of such information, the third person in question could perform or advise or assist another person to perform any of the actions described in the previous paragraph.
- 7.5 Furthermore, no speculative intraday transactions shall be carried out (stock-market purchase and sale transactions of a specific security carried out in the same session), nor any transactions that due to their risk, volatility or other circumstances require continuous monitoring of the market that may interfere with professional activity in BBVA.

## 8. Own-account trading by certain involved persons specifically subject to internal standards on conduct in securities markets

- 8.1 Within the Group's entities, the group of Involved Persons who, because of their position or role, carry out activities related to the Securities Market shall be specifically subject to Internal Standards of Conduct approved by each jurisdiction (hereinafter Persons Subject).
- 8.2 Said group of Persons Subject and their corresponding Equivalent Persons, shall be subject, at a minimum, to the additional restrictions that are listed below, as well as any other restrictions contained in the Internal Standards of Conduct on the Securities Markets that are applicable or manuals and/or rules for their implementation.
- 8.3 The following are general restrictions that all Internal Standards of Conduct on the Securities Markets in BBVA Group should contain:
- 8.3.1 Continuously maintain their respective Compliance Department informed of any Own-account Trading made on those Securities Affected that have been identified.
  - 8.3.2 Maintain in their portfolio, prior to disposal or cancellation, the BBVA securities or derivative instruments whose underlying security is BBVA for a minimum period of twenty stock-exchange trading sessions.
  - 8.3.3 In the rest of Securities Affected, no speculative transactions in the opposite direction may be performed during the same trading session, as indicated in point 7.5 above, without detriment to any longer holding period that may be established as a special restriction under the provisions of paragraph 8.4 below.
  - 8.3.4 Abstain from carrying out own-account transactions on the issuers shares or instruments, or with derivative instruments or other related financial instruments, within 30 calendar days before the publication of BBVA's quarterly, half-yearly or annual financial statements.
  - 8.3.5 Refrain from engaging in any Own-Account Trading on any other Security Affected from the moment that the Person Subject becomes aware of the issuer's economic results before their publication, including the publication date.
- 8.4 The Internal Standards of Conduct on the Securities Market shall describe the special additional restrictions (communication or prior authorization of operations, extended minimum-holding periods, etc.) that may be imposed.

## PART V

# Control of information: objectives and information barriers

## 9. Control of information

### I. Objectives of the control of information and information barriers

- 9.1 Every BBVA Group entity must establish the necessary measures in order to:
- 9.1.1 Prevent uncontrolled flow of Inside Information between different Areas of BBVA Group.
  - 9.1.2 Ensure that decisions related to the Securities Markets are made autonomously within each Area.
  - 9.1.3 Control occurrence and existence of potential Conflict of Interests.
- 9.2 In order to achieve the above objectives, where applicable, a series of measures and procedures called Information Barriers shall be established, as described below:

### II. Separate areas and other group areas

- 9.3 **Separate Area:**
- 9.3.1 Separate Areas of activity shall be defined as each department or area of the BBVA Group engaged in activities managing their own or third-party portfolios or performing financial analysis, investment banking, brokerage of negotiable instruments and any other area that may have Inside Information from time to time.
  - 9.3.2 The status of a Separate Area implies the establishment of stricter Information Barriers between each Separate Area and the rest of the organization and between each of the Separate Areas, which shall in all cases include measures of physical separation and/or procedural controls specifically designed to ensure the compliance of the objectives indicated in paragraph 9.1 above.

### III. General measures for the protection of information

- 9.4 In addition to the general duty of confidentiality applicable to non public information that Involved Persons access in pursuit of their duties or position, any Involved Person who has access to Inside Information must safeguard it, ensuring its appropriate protection and avoiding inappropriate access to persons who, although belonging to the same Area, should not access it.
- 9.5 In this regard, at least the following measures shall be established at area or unit level:
- 9.5.1 A location and identification procedure of the Securities Affected by Inside Information and all persons in possession of such information. The corresponding Compliance Department shall use these to maintain Lists of Prohibited Securities and Insiders.
  - 9.5.2 Security measures to ensure that the hardware containing the Inside Information (papers, files, digital storage formats, etc.) is not open to uncontrolled access by outsiders.
  - 9.5.3 Measures aimed at limiting the knowledge of projects and operations containing Inside Information strictly to those persons, internal or external to the organization, which is indispensable for proper implementation of the project, denying access to any person that should not know such information in the pursuit of their duties.

- 9.5.4 In this area, Involved Persons shall take into account the following special measures:
- 9.5.4.1 No aspect of the projects or transactions that contain Inside Information may be commented upon in public places or in those areas where there is a risk of being overheard by persons who should not know this information.
  - 9.5.4.2 Conference rooms must be checked before and after meetings to ensure that no documents containing confidential information remain behind.
  - 9.5.4.3 Extreme caution must be taken when using unprotected media, e.g. mobile phones, faxes, unrestricted shared network resources or email. In particular, information must not be sent to terminals that are unmanned at time of sending or to which outsiders could have access.
  - 9.5.4.4 Insofar as possible, temporary staff should not have access to Inside Information.

## IV. Additional measures to control information

- 9.6 The Internal Standards of Conduct on the Securities Markets in each jurisdiction shall outline specific measures to follow at all times for the purposes of ensuring a controlled flow of Inside Information and independent decision-making related to listed securities.