

IX. Regulations of the Compliance Unit



24 April 2019

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NATURE AND OBJECT

Article 1. Nature and Object

1. The Compliance Unit (the "Unit") of IBERDROLA, S.A. (the "Company") is a collective permanent and internal body linked to the Sustainable Development Committee of the Board of Directors of the Company.
2. The Unit is the body of the Company responsible for proactively ensuring the effective operation of the Company's compliance system (the "Compliance System"), configured in accordance with the provisions of the Corporate Governance System, for which purpose it is vested with the broadest powers, budgetary autonomy and independence of action.
3. The Compliance System is made up of all of the rules, formal procedures and significant actions intended to ensure the Company's conduct in accordance with ethical principles and applicable law and to prevent improper conduct or conduct that is contrary to ethics, the law or the Corporate Governance System that might be committed by the professionals thereof within the organisation.
4. The Unit shall be governed by the provisions of these *Regulations of the Compliance Unit* (the "*Regulations*") and the other rules forming part of the Company's Corporate Governance System.
5. The creation of the Unit should be understood to be without prejudice to the existence at each country subholding or head of business company of the group of which the Company is the controlling entity, within the meaning established by law (the "Group"), of its own compliance division specifically responsible for its own crime prevention programme.

TITLE II. COMPOSITION

Article 2. Composition and Positions

1. The Unit shall have the following positions, appointed for an indefinite term by resolution of the Board of Directors after a report from the Company's Appointments Committee:
 - the chair of the Unit;
 - the secretary of the Unit;
 - the director of the Unit, which position shall be held by the Company's director of Compliance (the "Director of Compliance"); and
 - the members of the Unit, who shall be proposed by the global business units and the corporate functions.
 Pursuant to the provisions of the Corporate Governance System, particularly with respect to decentralisation of the effective management of the businesses of the Group and the corresponding individualisation and separation of responsibilities arising therefrom for each of the companies included therein, those persons who head the compliance divisions of the country subholding or head of business companies of the Group may not form part of the Unit. The members of the Board of Directors may also not form part of the Unit.
2. The chair of the Unit and the persons holding other positions must have such expertise, qualifications and experience as are required by the duties they are called upon to perform.
3. The secretary of the Unit shall have the right to be heard but not to vote, and the duties thereof shall specifically include preparing the minutes of meetings of the Unit, certifying the resolutions and decisions thereof, ensuring the formal and substantive legality of its activities and conformance thereof to the Corporate Governance System, generally channelling the relations of the Unit with its members in all matters relating to the operation thereof, in compliance with the instructions of its chair, and, under the supervision thereof, providing the support necessary for the proper operation of the Unit and the conduct of its meetings.

Article 3. Director of Compliance

1. The Director of Compliance shall have the powers necessary to carry out the duties thereof.
2. The Director of Compliance shall manage the operation of the Unit and its budget and shall be responsible for carrying out the corresponding measures and action plans and ensuring that the Unit proactively complies with its duties.
3. Under the supervision of the Unit, the Director of Compliance shall also have powers relating to the regular management and administration of the duties of the Unit, on behalf thereof, making regular reports thereto on activities performed, for which purpose the Director of Compliance shall have the same powers granted to the Unit in these *Regulations* and in the Corporate Governance System.
4. In any event, the Unit shall directly exercise the powers vested therein by these *Regulations* and the other provisions of the Corporate Governance System.

Article 4. The Office of the Compliance Unit

1. The Unit shall be supported by a multidisciplinary office made up of the Director of Compliance, who shall lead it, and by representatives of those areas or functions of the Company who have responsibilities in areas related to the Compliance System (the "Office").
2. The following areas of the Company shall be represented in the Office:
 - a) Protection of Personal Data.
 - b) Occupational Safety and Health.
 - c) Tax.
 - d) Corporate Social Responsibility.
 - e) Corporate Security.
 - f) Corporate Governance.

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3. The Unit shall propose to the Board of Directors a change in the areas represented within the Office listed in section 2 above in order for all of the areas or functions of the Company with a higher compliance risk are represented within the Office.
4. Through the Office, the Director of Compliance:
 - a) Shall endeavour to ensure that each of the areas represented is aware and conscious of the areas of higher risk for which they are responsible and that there are no risk areas not included in the Office.
 - b) Shall identify those areas of compliance risk for which management and control might be assigned to more than one area or function of the Company, making recommendations and proposals to avoid unjustified duplication.
 - c) Shall promote the exchange of best compliance practices within the Company, and particularly among the areas represented within the Office.
 - d) Shall be informed of the main actions taken by the areas represented in the Office within their respective areas of action: analysis of risks, internal rules and procedures adopted to manage such risks, communication and training activities, detection activities and remediation measures that have been implemented.
 - e) Shall encourage an analysis of legislative developments and regulatory trends that might be relevant to ensuring the effectiveness of the Compliance System, especially if such developments affect more than one area.
 - f) Shall receive periodic information regarding possible incidents that occur within the area of responsibility of each of the areas represented.
 - g) Shall receive information from the various areas required for the Unit to include it in the *Annual Compliance System Effectiveness Report* that it prepares in compliance with the provisions of article 10.2.b) of these *Regulations*.
 - h) Shall obtain advice on those other aspects that the Unit might request.
5. Each of the areas making up the Office must appoint a representative with sufficient experience and knowledge regarding the compliance duties and activities carried out by their respective area. The personal data protection area shall be represented by the Global Data Protection Officer. Representatives may timely give their proxy to another person in their same area to attend a meeting of the Office.
6. The compliance divisions of the Group's country subholding companies, and in any case of the head of business companies, when so deemed appropriate by their management bodies, shall have their own compliance offices with functions supporting their respective compliance director, based on the activities they perform and the particularities of the local laws applicable thereto.

TITLE III. POWERS

Article 5. Powers regarding the *Code of Ethics*

1. As regards the *Code of Ethics* (excluding section C thereof regarding the directors of companies of the Group), the Unit shall have the following main powers:
 - a) Promote and coordinate the application of the *Code of Ethics* by the various companies of the Group.
 - b) Provide a binding interpretation of the *Code of Ethics* and resolve any questions or concerns raised with respect to the content and application thereof and compliance therewith, particularly with respect to the application of disciplinary measures by the competent bodies.
 - c) Promote the approval of rules needed to further develop the *Code of Ethics* and to prevent violations thereof, in collaboration with the various corporate divisions of the Company and on a coordinated basis with the compliance divisions of the country subholding companies and head of business companies.
 - d) Approve behavioural procedures and protocols in order to ensure compliance with the *Code of Ethics*. These rules must in all cases be in accord with the provisions of the Corporate Governance System.
 - e) Receive communications sent through the ethics mailboxes of the professionals, the suppliers and the shareholders referred to in article 24 below and process the corresponding investigative files, promoting the procedures for verification and investigation of grievances received and issuing appropriate opinions regarding the investigative files processed.
 - f) Promote the dissemination of the content of the *Code of Ethics* among the professionals and suppliers of the Company, as well as among the other stakeholders, and encourage an understanding thereof and compliance therewith.
2. In order to promote the dissemination of the *Code of Ethics* among the professionals of the Company, the Unit shall include training and internal communication activities in its annual activities plan.
 - a) Training activities shall be given to the Human Resources and General Services Division (or such division that hereafter performs this function) for implementation thereof pursuant to the provisions of the general training activities plan.
 - b) Internal communication activities shall be given to the Investor Relations and Communications Division (or such division that hereafter performs this function) for implementation thereof pursuant to the provisions of the Group's global communication plan and after ensuring that the content and form thereof comply with the standards defined for internal communications.
3. The Unit shall be supported by the Procurement and Insurance Division (or such division that hereafter performs this function) in the dissemination of the *Code of Ethics* among suppliers.
4. Proposals for external dissemination of the *Code of Ethics* among the other stakeholders shall be given by the Unit to the Investor Relations and Communication Division (or such division that hereafter performs this function) for assessment thereof and possible inclusion in the Group's global communication plan in accordance with the general priorities and objectives established in each case.

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5. The compliance divisions of the other companies of the Group, in view of the guidelines of the Unit, shall in turn promote the dissemination of the content of the *Code of Ethics* within their respective purviews through the divisions assuming the duties of human resources, procurement and communication. The Unit shall ensure that the dissemination thereof at the Group level follows general uniform standards and also takes into account the particular features applicable within each jurisdiction and within the various businesses.
6. The Sustainable Development Committee shall supervise the coordination and implementation of the training and communication actions to be carried out at the request of the Unit and of the compliance divisions of the other companies of the Group.

Article 6. Powers regarding the Prevention of Crime, Corruption and Fraud

1. In this regard, the Unit shall have the following main powers:
 - a) At least once per year, evaluate the observance and effectiveness of the Company's crime prevention programme and assess whether a modification thereof is appropriate.
 - b) Disseminate the content of the *Anti-Corruption and Anti-Fraud Policy* and foster a preventive culture based on the principle of "zero tolerance" in respect of the commission of wrongful acts and in matters of fraud, corruption and bribery, and on the application of principles of ethical and responsible behaviour by all professionals of the Group, irrespective of their level and the country where they work.
 - c) Promote the preparation and implementation of appropriate training programmes, both in person and online or by any other appropriate method, for professionals of the Group regarding the duties imposed by the *Code of Ethics*, the *Crime Prevention Policy* and applicable law, with a frequency sufficient to ensure that knowledge in this regard is kept up to date. In particular, the professionals of the Group shall receive training regarding the *Code of Ethics* and the *Crime Prevention Policy* and, if applicable, the rules in development and implementation thereof, with emphasis on matters of corruption and liability, as well as regarding those legal and regulatory obligations that are specifically applicable to their duties.
2. For these purposes, the Unit shall be responsible for drafting, approving, continuously updating and ensuring the application of the protocols considered necessary or appropriate for crime prevention and anti-fraud measures, particularly the following:
3. While respecting the scope of action proper to the country subholding companies and head of business companies of the Group, the Unit shall establish the framework for relations of coordination, cooperation and information with the respective compliance divisions of such companies in order to promote the highest ethical standards in the crime prevention and anti-fraud areas, especially with respect to, but not limited to, investigation procedures, supervision and control activities, coordination of analysis of crime and fraud risks and promotion of training plans.

Such framework for relations shall be determined in accordance with the provisions of the Corporate Governance System, particularly with respect to the decentralisation of effective management of the businesses of the Group and the corresponding individualisation and separation of responsibilities arising therefrom for each of the companies included therein.

Article 7. Powers regarding the Securities Markets

The Unit is entrusted with the duty of ensuring compliance with the *Internal Regulations for Conduct in the Securities Markets*, performing the duties assigned thereto by such regulations.

It shall also have such other powers and duties assigned thereto by the *Action Protocol for the Management of News and Rumours* and the *Internal Rules for the Processing of Inside Information*.

Article 8. Powers regarding Separation of Activities

The Director of Compliance shall compile information from the compliance divisions of the country subholding companies relating to their duty to ensure compliance with the legal provisions regarding the separation of regulated activities applicable in each jurisdiction.

Article 9. Other Powers

The Unit shall also be directly vested with such other powers, whether of a particular or permanent nature, that are assigned thereto by the Sustainable Development Committee or the Board of Directors of the Company, or that are vested therein by the Corporate Governance System.

Article 10. Coordination of other Areas with respect to Compliance

1. At all times, the Unit shall identify the various areas or functions with compliance risk other than those within their direct purview, described in articles 5 to 9 above, and shall then propose the participation thereof in the Office in accordance with the provisions of article 4.3. The Director of Compliance shall ensure proper coordination on compliance matters of all said areas and functions at any time represented within the Office.
2. The Compliance Unit shall also:
 - a) Approve the *General Compliance System Framework of the Iberdrola group*, which shall contain the basic principles of structure and operation of the Group's Compliance System as well as the duties and responsibilities of the various bodies involved.
 - b) Annually evaluate the effectiveness of the Compliance System the Company and of the other companies of the Group, with the collaboration of the various compliance divisions, and prepare a report with the results of said evaluation, called the *Annual Compliance System Effectiveness Report*. Said report shall be submitted to the Sustainable Development Committee for it to issue its opinion and forward it to the Board of Directors.
 - c) Submit proposals to the Board of Directors, after a report from the Sustainable Development Committee, regarding the inclusion or exclusion of areas or functions that should be represented within the Office and the resulting amendment of article 4.2 above.

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- d) Report to the Sustainable Development Committee regarding significant matters relating to the effectiveness of the Compliance System.
- e) Ensure the proper coordination of the compliance systems implemented by each of the compliance divisions of the Group, promoting the exchange of best practices and the approval of rules encouraging all companies of the Group to have homogeneous, solid, comprehensive and effective compliance systems that conform to the particularities of each jurisdiction and of the various businesses.

TITLE IV. MEETINGS

Article 11. Meetings

1. The Unit shall meet as many times as the chair thereof deems is necessary to exercise the powers entrusted thereto.
2. The Unit shall also meet when the chair is so requested by the Director of Compliance.
3. The chairman of the Board of Directors, the chief executive officer, the chair of the Audit and Risk Supervision Committee and the chair of the Sustainable Development Committee may request information meetings with the Unit on an exceptional basis.

Article 12. Call to Meeting

1. The secretary of the Unit shall, by order of the chair thereof, call the Committee to meeting at least five days in advance thereof, except in the case of urgent meetings.
2. The call to meeting shall be carried out by any means allowing for receipt thereof and shall include the agenda for the meeting.
3. No prior call to a meeting of the Unit shall be required when all of its members are present and unanimously agree to the holding of the meeting and to the items of the agenda to be dealt with.

Article 13. Place of the Meeting

1. Meetings of the Unit shall be held at such place as is designated in the call to meeting or, in the absence thereof, at the registered office of the Company.
2. Meetings of the Unit may be held in several places connected to each other by a system that permits the recognition and identification of the attendees, permanent communication among the attendees regardless of their location, and participation in discussion and the casting of votes, all in real time (including videoconference or remote attendance systems or any other similar system). The members of the Unit in attendance at any of such interconnected places shall be deemed to have attended the same meeting of the Unit for all purposes. The meeting shall be deemed to be held in the place where the largest number of Unit members is located and, if in equal numbers, where the chair of the Unit or whoever chairs the meeting in the absence thereof is located.

Article 14. Establishment of a Quorum

1. A valid quorum for Unit meetings shall be established with the attendance, in person or by proxy, of more than half of its members.
2. The chair of the Unit shall preside over meetings of the Unit. In event of vacancy, illness, incapacity or absence of the Unit's chair, meetings shall be chaired by the Director of Compliance or, in the absence thereof, by the member having the longest length of service in the Unit, and if equal lengths of service, by the oldest.
3. The secretary of the Unit shall act as secretary for the meeting. In the event of the vacancy, illness, incapacity or absence of the secretary of the Unit, the person appointed by the chair of the meeting for such purpose shall act as secretary.
4. Unit members may give a proxy to another member by notice delivered by any of the means allowing for the receipt thereof, addressed to the chair or to the secretary of the Unit and including the terms on which the proxy is given. However, they may not give a proxy in connection with matters affecting them personally or regarding which they are involved in any conflict of interest situation.

Article 15. Resolutions

1. Resolutions of the Unit shall be adopted by an absolute majority of the votes of the members present at the meeting in person or by proxy. In the event of a tie, the chair of the Unit shall have the tie-breaking vote.
2. All resolutions adopted shall be recorded in minutes signed by the chair and the secretary of the Unit or by the persons acting in their stead. They shall be approved at the same meeting or at the meeting held immediately thereafter and shall be entered in a book of minutes of the Unit that shall be in the custody of the secretary thereof.
3. Voting by the Unit may occur in writing without a meeting provided that no member objects thereto. In this case, the members of the Unit may deliver to the secretary thereof, who shall act on behalf of the chair, their votes and the considerations they wish to appear in the minutes. Resolutions adopted using this procedure shall be recorded in the minutes.

Article 16. Conflicts of Interest

1. The members of the Unit involved in a potential conflict of interest must give notice thereof to the Unit itself, which shall also have the power to resolve questions or conflicts that might arise in this regard.
2. When matters to be dealt with at meetings of the Unit affect one of its members or persons in any way related thereto, including due to a reporting relationship within the Group, and, in general, when such member is subject to a conflict of interest situation, such member must leave the meeting until a decision is made, and such member shall be subtracted from the number of Unit members for purposes of calculating the quorum and majorities with respect to the matter at hand.

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Article 17. Attendance

1. The chair of the Unit or the Director of Compliance may request the attendance at meetings thereof of any director or professional of the Group, as well as of any member of the management decision-making bodies of the companies in which the Company has an interest whose appointment has been proposed by the Company or seek their opinion at any time.
2. Requests for attendance by members of the Company's Board of Directors shall be channelled through the secretary thereof.

TITLE V. RESOURCES, BUDGET AND ANNUAL ACTIVITIES PLAN

Article 18. Material and Human Resources

The Unit shall have access to the material and human resources necessary to perform its duties.

Article 19. Budget

1. Prior to the commencement of each financial year, the Unit, at the proposal of the Director of Compliance, shall submit to the Sustainable Development Committee a draft budget for carrying out its activities during the upcoming financial year.
2. Once validated by the Sustainable Development Committee, the draft budget shall be sent to the chair of the Board of Directors, who shall present it to the Board of Directors for final approval.

Article 20. Annual Activities Plan

Prior to the commencement of each financial year, the Unit, at the proposal of the Director of Compliance, shall approve and submit to the Sustainable Development Committee an annual activities plan for the upcoming financial year.

TITLE VI. POWERS OF THE UNIT AND DUTIES OF ITS MEMBERS

Article 21. Powers and Advice

1. The Unit, through the Director of Compliance, and provided that applicable law so allows, shall have access to the information, documents, offices, directors and professionals of the Company, including the minutes of the meetings of the management, supervisory and control bodies, necessary for the proper performance of its duties. In this regard, all professionals and directors of the Company must provide the cooperation requested by the Unit for the proper performance of its duties. Requests addressed to directors or that cover the Company's management decision-making bodies or the committees thereof shall be channelled through the secretary of the Board of Directors. Pursuant to the provisions of the *General Coordination, Collaboration and Information Protocol*, the Unit shall also have access to and awareness of issues regarding the country subholding companies within its purview.
2. The Unit may also seek cooperation or advice from outside professionals, who shall address their reports to the director of the Unit.
3. To the extent possible and provided it does not affect the effectiveness of its work, the Unit shall seek to act transparently, informing the affected directors and professionals of the purpose and scope of its actions whenever practicable and appropriate.

Article 22. Duties of Unit Members

1. Unit members must act with independence of judgement and action with respect to the rest of the organisation and perform their work with the utmost diligence and professional competence.
2. Unit members shall keep confidential the deliberations and resolutions of this body and, in general, shall not disclose any information, data, reports or background information to which they may have access while in office, nor use any of the foregoing for their own benefit or that of third parties, without prejudice to the duties of transparency and information imposed by the Company's Corporate Governance System and by applicable law. The duty of confidentiality of the members of the Unit shall survive even after the members no longer hold such position.

TITLE VII. INVESTIGATION

Article 23. Commencement of Investigations

1. The Unit shall have the power to investigate potential violations of the Corporate Governance System, particularly including the rules of conduct of the *Code of Ethics*, as well as conduct that might involve the commission of an improper or illegal act, that are important to the professional duties of the breaching party within the Company, the contractual relationship with suppliers or the interests and image of the Company.
2. The Unit may commence an investigation if it is aware of facts or circumstances that might constitute a violation or improper action from among those described in the preceding section, whether sua sponte, by resolution of the Unit or decision of its Director, or by virtue of a formal grievance made through the Ethics Mailboxes defined in the following article or by any other means.
3. The principles, rules of conduct and guarantees established in this title shall apply to all files regarding violations that are processed by the Unit, regardless of their manner of commencement.
4. If the violations mentioned in section 1 above affect a country subholding or head of business company, or one of the professionals or suppliers thereof, the appropriate body to investigate them shall be the Compliance Division of the affected company, which must act autonomously, applying its own rules, based on the same principles set forth in these *Regulations* and consistently with those applicable to the Unit.

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Article 24. Management of Ethics Mailboxes

1. The Unit shall be responsible for the management of the ethics mailboxes for the professionals of the Company and for its suppliers provided for in the *Code of Ethics*, and the ethics mailbox for shareholders provided for in the *Policy regarding Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors* (collectively, the "Ethics Mailboxes").
2. In performing such duty, the Unit must respect the rules and informing principles established for such purposes in the *Code of Ethics* and in the *Policy regarding Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors*.

Article 25. Acceptance of Grievances for Processing

1. Once it receives a grievance, the Unit shall decide whether or not to process it.
2. If the matter affects a country subholding or head of business company of the Group that has its own compliance division or a professional assigned thereto, the Unit shall send the grievance to such division in order for it to proceed with evaluation and processing in accordance with its own rules. Notwithstanding the foregoing, if the matter affects more than one country subholding or head of business company that has a compliance division, or professionals assigned thereto, the processing of the file shall be coordinated by the Unit.
3. The Audit and Risk Supervision Committee shall have direct access to reports of potentially significant financial and accounting improprieties made through the Ethics Mailboxes. The Unit shall provide the Audit and Risk Supervision Committee with whatever documentation it requests in relation to the processing of case files regarding such improper activities.
4. The Unit shall not process any grievance in which it is obvious that the grievance is groundless or lacks credibility or does not constitute a breach of the Corporate Governance System or conduct that may involve the commission of an improper or any illegal act that is important to the professional duties of the breaching party within the Company or the Group, the contractual relationship with suppliers or the interests and image of the Group.
5. The fact that the reporting party does not disclose their identity shall not prevent the Unit from processing the grievance if it is reasonably credible.
6. In order to decide whether a grievance should be accepted for processing, the Unit may request the person submitting the grievance (if such person has been identified) to clarify or supplement it, providing such documents and/or data as may be required to prove the existence of improper conduct.

Article 26. Processing of the Investigative File

1. Once a grievance has been accepted for processing, the Unit shall appoint an investigating officer to carry out the investigation and process the file, and may also entrust this work to an external investigator pursuant to the provisions of article 21.2 above. If the report is directed towards a member of the Unit, such member may not participate in the processing thereof.
2. If the report affects a member of the Board of Directors, the chair of the Unit shall inform the secretary of the Board of Directors to this end in order for the secretary to assist the chair in the processing of the investigative file, and specifically to select the investigating officer, who shall be a person from outside the Group to guarantee independence.
3. The investigating officer shall verify the truth and accuracy of the information contained in the grievance and, in particular, the reported conduct, with respect to the rights of the affected parties. For such purposes, it shall establish a hearing procedure for all affected parties and witnesses to be heard and shall conduct such other proceedings as it deems necessary. All professionals of the Group are required to cooperate faithfully in the investigation. The participation of witnesses and affected parties shall be strictly confidential.
4. The investigation shall follow the provisions of the *Investigations Manual* approved by the Unit, and all affected parties shall be informed regarding the processing of their personal data, and any other duty imposed by law on the protection of personal data shall also be complied with.
5. In all investigations, the rights to privacy, due process and the presumption of innocence of the persons investigated shall be guaranteed, and all measures shall be taken that are required to avoid any kind of retaliation against the complaining party. The Group undertakes not to engage in any direct or indirect retaliation against professionals that have complained about improper conduct that can be investigated by the Unit, unless they have acted in bad faith.
6. At any time during the proceeding, the Unit and the investigating officers may seek the advice and cooperation of the Finance and Resources Division and of the Legal Affairs Division (or such division that hereafter performs these functions) for purposes of determining the consequences and manner to proceed with respect to any grievance.

Article 27. Resolution of the Investigative File

1. Upon conclusion of the investigation, the investigating officer shall forward the investigative file together with a proposed resolution to the Unit for resolution as it deems appropriate.
2. In the event that the resolution concludes that a professional has committed an improper act or act in violation of legal provisions or of the rules of conduct laid down in the *Code of Ethics* specifically directed towards professionals of the Group, the Unit shall notify the Finance and Resources Division (or such division that hereafter performs this function) or the division responsible for the human resources function of the relevant Group company for the application of the appropriate disciplinary measures, the adoption and content of which shall be reported to the Unit. If it is an improper act or act in violation of legal provisions or the rules of the Corporate Governance System that affect a member of the Board of Directors, the Unit shall submit the resolution to the Appointments Committee, through the secretary of the Board of Directors, for application of any of the measures provided for in the Corporate Governance System, the adoption and content of which shall be reported to the Unit.
3. If the resolution rendered concludes that a supplier has committed an irregular act or an act in violation of legal provisions or of the rules of conduct laid down in the *Code of Ethics*, the Unit shall notify the Procurement and Insurance Division (or such divi-

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sion that hereafter performs this function) or whoever participates in procurement within the relevant company of the Group in order to exercise the appropriate contractual rights, of which the Unit shall be informed.

4. If it is verified that a breach of the Corporate Governance System has occurred that is not covered by the section 2 above, the Unit shall adopt the measures that it deems appropriate.
5. If the result of the investigative file reveals the possible adoption of legal actions, the Unit shall give notice of the actions to the Legal Affairs Division (or such division that hereafter performs this function) for purposes of commencing the relevant governmental or court actions in each case, of which the Unit must be informed.
6. If the improper conduct or violation might have a material impact on the financial statements or internal control of the Company, the Unit shall give notice of this fact to the Internal Audit Area.

Article 28. Protection of Personal Data

1. In certain instances, the sending of personal information through the Ethics Mailboxes may, depending on the subject matter of the report, require the acquisition of express and unambiguous consent for the processing of the personal data of the person submitting the grievance, if they are not anonymous. For such purpose, the required mechanisms shall be furnished to obtain any necessary consent prior to the commencement of actions, upon the terms required by the law on personal data protection.
2. As a general rule, the reported party shall be informed of the existence of a report when the investigating officer for the proceeding commences the investigation proceeding. However, in those cases in which there is a significant risk that such notification may jeopardise the ability to effectively investigate the allegation or to gather the required evidence, such notification to the reported party may be delayed for as long as the risk exists.
3. Persons submitting a grievance through the Ethics Mailboxes must warrant that the personal data provided are true, correct, complete and current.
4. Data processed within the framework of investigations shall be deleted as soon as any such investigation has finished, unless the measures adopted give rise to governmental or court proceedings. Without prejudice to the foregoing, the Company shall keep such data duly blocked during those periods in which any liability may arise from the reports filed by Group professionals or from the steps taken by the Company.
5. Users of the Ethics Mailboxes may at any time, in accordance with the law applicable in each case, exercise the rights of access, rectification, erasure and objection with respect to their personal data by means of written communication addressed to the registered office of the Company, complying with requirements established by the law applicable at any time and specifying the right they wish to exercise.

TITLE VIII. AMENDMENT, COMPLIANCE AND INTERPRETATION

Article 29. Amendment

The amendment of these *Regulations* must be approved by resolution adopted by the Board of Directors on the initiative of the Board, of the chair of the Unit, of one-third of the directors or of the Unit itself, after a report from the Sustainable Development Committee unless the amendment is at the initiative of the Board of Directors itself.

Article 30. Compliance

1. The members of the Unit have the obligation to know and comply with these *Regulations*, for which purpose the secretary of the Unit shall provide them with a copy.
2. In addition, the Unit shall have the obligation to ensure compliance with these *Regulations*.

Article 31. Interpretation

1. These *Regulations* shall be interpreted in accordance with the Company's Corporate Governance System.
2. Any question or dispute regarding the interpretation of these *Regulations* shall be resolved by majority vote within the Unit itself, and in the absence of such resolution, by the chair of the Unit, who shall be assisted by the secretary or by such persons, if any, as may be appointed by the Unit for such purpose. The Sustainable Development Committee shall be informed of the interpretation and resolution of the questions or disputes that may have arisen.
3. In the absence of a specific rule, the provisions of the *Regulations of the Board of Directors* regarding the operation of the Board and, in particular, those regarding the call to meetings, granting of a proxy to another director, establishment of a quorum, meetings without prior notice, proceedings at meetings and system for adopting resolutions, casting of votes in writing and without a meeting and approval of the minutes of meetings, shall apply to the Unit to the extent that they are not inconsistent with the nature thereof.