

## **RESOLUTION OF THE CNMV COUNCIL APPROVING THE SINGLE TEXT OF CORPORATE GOVERNANCE RECOMMENDATIONS**

Section one f) of Order ECO/3722/2003 of 26 December calls on the Comisión Nacional del Mercado de Valores (CNMV) to publish “a single text with existing corporate governance recommendations”, for listed companies to use as a benchmark when reporting their compliance or otherwise with corporate governance recommendations in their Annual Corporate Governance Reports, as mandated by article 116 of the Securities Market Law.

Subsequently, a Government agreement of 29 July 2005 ordered the creation of a Special Working Group to assist the CNMV, to the following ends:

- The said text should not confine itself to unifying the recommendations in place up to 2003, but should also take into account recommendations made after that date by, among others, the OECD and the European Commission; and
- The CNMV should be closely informed in its deliberations by the views of experts from the private sector as well those of the State Secretariat for the Economy, the Ministry of Justice and the Banco de España.

After several months of work, the above Group completed its proceedings on 19 May 2006, and unanimously approved the accompanying Report.

In view of which, the Council of the CNMV resolves as follows:

1. The Unified Good Governance Code figuring as Annex I of the Report of 19 May 2006 of the Special Working Group on the Good Governance of Listed Companies is approved as a single text of corporate governance recommendations, pursuant to section one f) of Order ECO/3722/2003 of 26 December.
2. Listed companies should use the said Unified Code as a reference when presenting their Annual Corporate Governance Reports for the year 2007 during the first six months of 2008.
3. The single text containing the corporate governance recommendations (that is, the Unified Code) will be published by the CNMV on its website.

Madrid, 22 May 2006