

## **REPORTING BY BOARD MEMBERS AND MANAGERS OF LISTED COMPANIES OF DELIVERIES OF SHARES AND STOCK OPTIONS THAT THEY RECEIVE FROM THE EXECUTION OF A REMUNERATION PACKAGE VIA THE NOTIFICATION OF MANAGER TRANSACTIONS PROCEDURE (NOD)**

18 February 2020

Board members and managers of issuers whose shares have been admitted to trading on a regulated market of the European Union, and where Spain acts as its home Member State, have been reporting in accordance with the Eighth Additional Provision of the Recast Text of the Spanish Securities Market Act and Article 47 of Spanish RD 1362/2007, the delivery of shares and instruments that embody the right to acquire shares from the execution of a remuneration system of such issuers.

These notifications of Board members are currently submitted using Form VI of Circular 8/2015 ('Annex VIII').

Furthermore, Article 19 of Regulation (EU) 596/2014 of the European Parliament and of the Council, of 16 April 2014, on market abuse (MAR) lays down a series of obligations related to the notification of transactions that must be complied with by persons discharging managerial responsibilities (and by persons closely associated with them), including Board members of companies listed on EU markets.

In addition, Article 10 of Commission Delegated Regulation (EU) 2016/522, of 17 December 2015 (Delegated Regulation 2016/522), supplements said Article 19 of the Market Abuse Regulation, and details the types of transactions closed by persons discharging managerial responsibilities and persons closely associated with them that must be reported. These include the acceptance or exercise of stock options, including stock options granted to managers or employees as part of their remuneration, as well as the acquisition or exercise of rights, including call options.

In April 2018, the CNMV implemented the electronic notification procedure for manager transactions (NOD procedure) for the reporting by managers (other than Board members), and by persons associated with them of the obligations contained in Article 19 of MAR. Board members of issuers whose securities are traded on multilateral trading facilities are also using this procedure to report.

In order to align the obligations related to the notification of transactions of Board members and managers of Spanish issuers with those stipulated in European Union legislation and with those applicable in other EU countries, the CNMV shall consider the obligations laid down in the Eighth Additional Provision of the Recast Text of the Spanish Securities Market Act, and in Article 47 of Spanish RD 1362/2007 to be

fulfilled in the event that Board members and managers comply with the obligations contained in Article 19 of MAR and in Commission Delegated Regulation (EU) 2016/522. Therefore, as from 2 March 2020, transactions with financial instruments, executed by persons discharging managerial responsibilities, relating to any of the remuneration packages referred to in Commission Delegated Regulation 2016/522 shall be reported via the NOD procedure on the CNMV's Virtual Office.

The CNMV shall immediately publish [on its website](#) the notifications incorporated into the official register via this procedure.

As of the aforementioned date, form VI of CNMV Circular 8/2015 ('Annex VIII') for the notification of remuneration systems, will no longer be available.

With regard to the issuer's decision to grant in favour of such persons any remuneration system entailing the delivery of company shares or stock options, or the execution of which is linked to the performance of the share price, as well as potential subsequent amendments of these remuneration systems, they may be reported to the CNMV as 'other relevant information' or as 'inside information' (if the issuer considers that it is classified as such in the granting of the plan) by means of the CIFRADO procedure (DIS or CIP, respectively).