

Provisions of the Corporate Governance Code	Complies	Fails to comply or partially complies	Reason for Non-Compliance
<p>A.1. All companies should have internal regulation of the Board which includes terms of reference/responsibilities for Board and key management functions of the company, applying, among others, the General Principles of Section A.</p>		Partially compliant	<p>The Rules of Organization and Operation of the Board of Administration of the company Conpet S.A and the Internal Rules and Regulations on the Organization and Functioning of the Consultative Committees established at the Board of Administration level comprise provisions regarding: the appointment of the BoA administrators and Chairman; BoA composition; composition, organization, operation and duties of the Consultative Committees; duties of the Chairman/ members of the BOA; the BOA meetings; duties and interdictions for the administrators and/or the General Director.</p> <p>The distinction between the BOA responsibilities and the General Director's responsibilities is, though, stipulated in the Corporate Governance Regulation, approved pursuant to the BoA Decision no. 7/ 27.03.2014.</p>
<p>A.2. Provisions for the management of conflict of interest should be included in Board regulation. In any event, members of the Board should notify the Board of any conflicts of interest which have arisen or may arise, and should refrain from taking part in the discussion (including by not being present where this does not render the meeting non-quorate) and from voting on the adoption of a resolution on the issue which gives rise to such conflict of interest.</p>		Partially compliant	<p>In the Rules of Organization and Operation of the Board of Administration of the company Conpet S.A there are provisions concerning the management of the conflict of interests; nevertheless, they are not as exhaustive as the ones contained in the Compendium of Corporate Governance Best Practices. In practice, the</p>

			members of the Board inform the Board on any conflict of interests having occurred or that may occur and refrain from taking part to discussions and from the voting for the adoption of a Resolution regarding the issue giving rise to such conflict of interests.
A.3. The Board of Directors or the Supervisory Board should have at least five members.	YES		
A.4. The majority of the members of the Board of Directors should be non-executive. At least one member of the Board of Directors or Supervisory Board should be independent, in the case of Standard Tier companies. Not less than two non-executive members of the Board of Directors or Supervisory Board should be independent, in the case of Premium Tier Companies. Each member of the Board of Directors or Supervisory Board, as the case may be, should submit a declaration that he/she is independent at the moment of his/her nomination for election or re-election as well as when any change in his/her status arises, by demonstrating the ground on which he/she is considered independent in character and judgement in practice and according to the following criteria: A.4.1. Not to be the CEO/executive officer of the company or of a company controlled by it and not have been in such position for the previous five years; A.4.2. Not to be an employee of the company or of a company controlled by it and not have been in such position for the previous five (5) years; A.4.3. Not to receive and not have received additional remuneration or other advantages from the company or from a company controlled by it,	YES		

<p>apart from those corresponding to the quality of non-executive director;</p> <p>A.4.4. Is not or has not been an employee of, or has not or had not any contractual relationship, during the previous year, with a significant shareholder of the company, controlling more than 10% of voting rights or with a company controlled by it;</p> <p>A.4.5. Not to have and not have had during the previous year a business or professional relationship with the company or with a company controlled by it, either directly or as a customer, partner, shareholder, member of the Board/Director, CEO/executive officer or employee of a company having such a relationship if, by its substantial character, this relationship could affect his/her objectivity; CORPORATE GOVER</p> <p>A.4.6. Not to be and not have been in the last three years the external or internal auditor or a partner or salaried associate of the current external financial or internal auditor of the company or a company controlled by it;</p> <p>A.4.7. Not to be a CEO/executive officer in another company where another CEO/executive officer of the company is a non-executive director;</p> <p>A.4.8. Not to have been a non-executive director of the company for more than twelve years;</p> <p>A.4.9. Not to have family ties with a person in the situations referred to at points A.4.1. and A.4.4.</p>			
<p>A.5. A Board member's other relatively permanent professional commitments and engagements, including executive and non-executive Board positions in companies and not-for-profit institutions, should be disclosed to shareholders and to potential investors before appointment and during his/her mandate.</p>		NO	The requirement is to be implemented during 2016.