

# CODE OF ETHICS

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<b>I. INTRODUCTION</b>	<b>3</b>
Article 1. Purpose	3
Article 2. Scope of Application	3
Article 3. Control of the Application of the Code of Ethics	3
Article 4. Code of Ethics Committee	3
<b>II. VISION AND VALUES OF THE GROUP</b>	<b>4</b>
Article 5. Vision and Values of the Group	4
<b>III. GENERAL RULES OF PROFESSIONAL CONDUCT</b>	<b>4</b>
Article 6. Compliance with the Law	4
Article 7. Commitment to Human and Workers' Rights	5
Article 8. Irreproachable Professional Conduct	5
Article 9. Protection of the Environment	5
<b>IV. THE GROUP'S PROFESSIONALS</b>	<b>5</b>
Article 10. Principles of Non-Discrimination and Equal Opportunity	5
Article 11. Reconciliation of Work and Family Life	5
Article 12. Right to Privacy	5
Article 13. Workplace Health and Safety	6
Article 14. Selection and Assessment	6
Article 15. Training Policies	6
Article 16. Information	6
Article 17. Gifts and Presents	6
Article 18. Conflicts of Interest	6
Article 19. Business Opportunities	7
Article 20. Resources and Means for the Performance of Professional Activities	7
Article 21. Private and Confidential Information	8
Article 22. Non-Public Information	8
Article 23. Outside Activities	8
Article 24. Separation of Activities	9
<b>V. THE GROUP'S ENVIRONMENT</b>	<b>9</b>
Article 25. Customers	9
Article 26. Providers and Suppliers	10
Article 27. Relations with Customers and Suppliers	10
Article 28. Competitors	10
Article 29. Society	10
Article 30. Shareholders	11
<b>VI. ETHICS MAILBOX</b>	<b>11</b>
Article 31. Implementation of the Ethics Mailbox	11
Article 32. Principles Governing the Ethics Mailbox	11
Article 33. Processing of Communications Sent to the Ethics Mailbox	11
Article 34. Protection of Personal Data	12
<b>VII. MISCELLANEOUS</b>	<b>12</b>
Article 35. Communication, Dissemination and Assessment	12
Article 36. Disciplinary Rules	12
Article 37. Updating	13
Article 38. Acceptance	13
Article 39. Approval	13

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## I. INTRODUCTION

### Article 1. Purpose

1. The *Code of Ethics* of IBERDROLA, S.A. (the “**Company**”) is intended to develop and formalize its vision and its values and those of the companies within the group of which the controlling entity, within the meaning established by Law, is the Company (the “**Group**”) of the Group, and to serve as a guide for the actions of its professionals in a global, complex and changing environment.
2. The *Code of Ethics* is also approved within a framework of general good governance recommendations within the international markets and the social responsibility principles accepted by the Company, making up a basic reference for observance of such initiatives and practices by the Group.
3. The *Code of Ethics* sets forth the Company's commitment to the principles of business ethics and transparency in all areas of activity and establishes a set of principles and guidelines for conduct designed to ensure ethical and responsible behavior by all professionals of the Group in the performance of their activities.
4. The *Code of Ethics* forms a part of the Company's Corporate Governance System.

### Article 2. Scope of Application

1. The *Code of Ethics* is binding on all professionals of the Group, regardless of their rank or their geographical or functional location.  
For purposes of the *Code of Ethics*, the Group's professionals are deemed to be the managers and employees of all companies and entities forming a part thereof, as well as those other persons whose activities are expressly made subject to this *Code of Ethics*.
2. Observance of the *Code of Ethics* is without prejudice to strict compliance with the Company's Corporate Governance System, especially the *Internal Regulations for Conduct in the Securities Markets* and the implementing regulations thereof, as well as with the *Code for the Separation of Activities of Companies of the Group with Regulated Activities in Spain*.
3. The professionals of the companies of the Group to whom other ethical codes or codes of conduct also apply, whether industry-based or arising under the domestic law of those countries in which they carry out their activities, shall also observe them. Proper coordination shall be established in order for such codes of ethics or of conduct to reflect the principles, the vision and the values of the *Code of Ethics*.  
In the case of listed subsidiaries forming part of the Group that must approve their own code of ethics or equivalent regulations due to mandate of law or a resolution of their management decision-making body, such *Code of Ethics* shall preferentially apply to their professionals.
4. Professionals acting as representatives of the Group at companies and entities that do not belong to it shall observe the *Code of Ethics* in the performance of such activity to the extent that it is not inconsistent with the regulations of the company or entity where they act as representatives of the Group. At those companies and entities where the Group, while not having a majority stake, is responsible for management, the professionals representing the Group will promote the application of the vision and values and of the rules of conduct established in the *Code of Ethics*.

### Article 3. Control of the Application of the Code of Ethics

1. The control of the application of the *Code of Ethics* is a function attributed to the Company's Corporate Resources Division (the “**Corporate Resources Division**”) or any other of the Company's bodies that may hereafter assume its functions, which, in accordance with collective bargaining agreements, shall apply the disciplinary measures to be adopted, in accordance with the provisions of Article 36 of this *Code of Ethics*.
2. Any questions that arise regarding the interpretation of the *Code of Ethics* or the application hereof shall be discussed with an immediate superior. If the circumstances so require, it may be referred to the Corporate Resources Division.
3. The Corporate Resources Division shall periodically report to the Management of the Internal Audit Area regarding those aspects relating to control of the application of the *Code of Ethics*.
4. All notices, information and authorizations mentioned in the *Code of Ethics* may be given by any means allowing for the receipt thereof. The Corporate Resources Division shall maintain on file the documents sent by the professionals.

### Article 4. Code of Ethics Committee

1. By its nature, the *Code of Ethics* cannot and should not cover all possible situations, but rather establish the standards to guide the conduct of the Group's professionals and, where appropriate, resolve questions that may arise in the course of their professional activities. In this regard, the Code of Ethics Committee is intended to interpret and control the application thereof.
2. The Code of Ethics Committee shall be made up of the Director of Human Resources, Director of Risks, Director of Control, and Director of Legal Services of the Corporate Resources Division, and the Director of Legal Services of Scottish Power. The Director of Human Resources shall act as Chairman and the Director of Legal Services of the Corporate Resources Division shall act as Secretary. Decisions shall be made by a majority of its members.
3. The Code of Ethics Committee shall be responsible for the following:
  - a) Promote the dissemination of, awareness of, and compliance with the *Code of Ethics*.
  - b) Interpret the *Code of Ethics* in the application of disciplinary measures, as well as in the resolution of questions raised.
  - c) Make reports to competent governance bodies regarding compliance with the *Code of Ethics*.

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- d) Approve specific rules that each Division of the Group establishes and develops in its particular area of activity, which shall be in keeping, in all cases, with the Group's vision and values, with the Corporate Policies, and with the rules of conduct established in the *Code of Ethics*.
- 4. In those cases in which the domestic legislation of any of the countries in which the Group operates requires or makes advisable the clarification, supplementation or further development of any of the rules of professional conduct established in the *Code of Ethics*, such clarification, supplementation or further development, which shall under no circumstances entail an amendment of the *Code of Ethics*, except when required by mandatory rules, in which case the provisions of Article 37 of this *Code* shall apply, shall be previously authorized by the Code of Ethics Committee, shall apply solely to the professionals conducting their activity in such country, and shall be attached to the *Code of Ethics* as an annex thereto.

## II. VISION AND VALUES OF THE GROUP

### Article 5. Vision and Values of the Group

1. The Vision of the Company, which applies in full to the Group, is the following:  
*"We aspire to be the preferred global energy company because of our commitment to the creation of value, quality of life, the safety of people and of supply, the protection of the environment and customer focus."*
2. The Company's vision, which is framed within a collection of activities provided for in the corporate purpose and which brings together the economic, social and environmental aspects of sustainability, is based on six values representing firm commitments of the Company:
  - a) Corporate ethics and responsibility: the Company is committed to the good governance recommendations generally recognized in the international markets, to principles of business ethics, and to transparency in all of its fields of endeavor.  
 The Company acts in furtherance of the corporate interest, understood as the common interest of all shareholders of an independent corporation oriented towards the exploitation of its corporate purpose in accordance with the provisions of applicable law and the Corporate Governance System. The foregoing should not prevent consideration of other legitimate public or private interests involved in the conduct of any business activity.  
 The Company is involved in and learns from the cultural and social realities of the territories and communities in which it is involved.  
 The Corporate Governance System and responsible behavior by all those who form a part of the Company is an ever-present guideline for action, which constitutes one of the most distinctive features of its personality.
  - b) Economic results: the Company's commitment to achieve the growth and profitability objectives established is the method to ensure the success of the corporate plan and to meet the demands and expectations of all groups involved in the present and the future of the Company, within the framework of a diversified Group, organized around the Company and the various companies that lead each business and are subject to the Group's common guidelines, in the interest of the Company and of all those Group companies.
  - c) Respect for the environment: the focus on the development of clean energy and respect for the environment are some of the pillars of Company's business model and the factors that distinguish our Group as one of the world's leading energy companies in the 21st century.
  - d) Sense of belonging and trust: the Company strives to establish firm and permanent ties with its stakeholders, thus building a sense of belonging to an excellent Company, of which such stakeholders feel an integral part and in whose plan they are involved. By means of ongoing dialogue, the Company wants to be a company capable of inspiring trust among all those who participate in and deal with it.
  - e) Safety and reliability: the Company strives to offer its energy supply and to carry out the other activities undertaken by the Group within a safe and reliable environment. People's safety at the Group's facilities, in surrounding areas and among customers, as well as the development and dissemination across the entire Group of the best practices in the area of safety and prevention, are essential components of its processes.
  - f) Customer focus: the Company strives to know the needs and expectations of its customers, and seeks a continuous improvement of their level of satisfaction and attachment. The Company's goal is to provide the highest service quality while complying with its regulatory obligations.
3. The commitments assumed by the Company in the its vision and values, far from being a mere statement of principles, apply to its daily practice and are part of the day-to-day management of the Group in all its areas of activity.
4. The Group believes that professional conduct in keeping with the vision and values described above is the best assurance of its commitment to creating value for its shareholders and other stakeholders.

## III. GENERAL RULES OF PROFESSIONAL CONDUCT

### Article 6. Compliance with the Law

1. Group professionals shall comply strictly with the laws in force in the jurisdiction of their workplace, heeding both the spirit and the purpose of such legal provisions. They will also observe all obligations and commitments assumed by the Group in its contractual relations with third parties, as well as the usage and good practices of the countries where they work.
2. Group managers Group shall have particular knowledge of the laws and regulations affecting their respective areas of activity and shall ensure that the professionals reporting to them receive the required information and training to enable them to understand and fulfill the legal and regulatory obligations applicable to their position.

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3. The Group will respect and abide by all court and/or governmental decisions or resolutions that may be issued, but reserves the right to file such appeals as may be appropriate against any judicial or administrative decisions or resolutions when it believes that they do not conform to the law and are contrary to its interests.

#### **Article 7. Commitment to Human and Workers' Rights**

1. The Group hereby expresses its commitment to and involvement with the human and workers' rights recognized in national and international law and to the principles upon which are based the *UN Global Compact*, the *United Nations Norms on the Responsibilities of Transnational Companies and Other Business Enterprises in connection with human rights*, the *OECD Guidelines for Multinational Corporations* and the *Tripartite Declaration of Principles concerning Multinational Enterprises* and *Social Policy of the International Labor Organization*, as well as any documents or texts that may replace or supplement the ones mentioned above.
2. In particular, the Group affirms its total rejection of child and forced or compulsory labor and undertakes to respect the freedom of association and collective bargaining, as well as the rights of ethnic minorities and indigenous peoples at the places where it does business.

#### **Article 8. Irreproachable Professional Conduct**

1. The standards which shall govern the conduct of the Group's professionals shall be professionalism and integrity.
  - a) Professionalism is acting diligently, responsibly and efficiently, focusing on excellence, quality and innovation.
  - b) Integrity is acting loyally, honestly, in good faith, objectively and in line with the interests of the Group.
2. All professionals of the Group have an obligation to report to the Corporate Resources Division regarding the commencement, evolution and results of any judicial, criminal or administrative proceeding, for the imposition of penalties, in which a professional is the defendant or accused and which may affect the professional in the performance of the professional's duties as a Group professional.

#### **Article 9. Protection of the Environment**

1. The Group's operations are based on respect for the environment, and it complies with or exceeds the standards established in the environmental laws and regulations that may apply and minimizes the impact of its activities on the environment.
2. The guidelines for the conduct of the Group's companies are to minimize waste and pollution, conserve natural resources, promote the saving of energy, and carry out and sponsor research and development projects that foster environmental protection.
3. The Group cooperates with regulatory authorities to develop and promote fair laws and regulations that protect the environment.

### **IV. THE GROUP'S PROFESSIONALS**

#### **Article 10. Principles of Non-Discrimination and Equal Opportunity**

1. The Group promotes non-discrimination by reason of race, color, nationality, social origin, age, sex, marital status, sexual orientation, ideology, political opinion, religion or any other personal, physical or social condition of its professionals, as well as equality of opportunity among them.
2. In particular, the Group will promote equal treatment for men and women as regards access to employment, training, promotion of professionals and working conditions, as well as, access to goods and services and the supply thereof.
3. The Group rejects any form of violence, physical, sexual, psychological, moral or other harassment, abuse of authority at work and any other conduct creating an atmosphere that is intimidating or offensive to the personal rights of its professionals. In this connection, the Group will promote specific measures to prevent sexual harassment and harassment by reason of sex when deemed necessary.

#### **Article 11. Reconciliation of Work and Family Life**

The Group respects the personal and family life of its professionals and will promote reconciliation programs that make for a better balance between personal and family life and the labor responsibilities of its professionals.

#### **Article 12. Right to Privacy**

1. The Group respects the right to privacy of its professionals in all its forms, and particularly as regards personal, medical and financial data.
2. The Group respects the personal communications of its professionals made through the Internet and other means of communication.
3. The professionals of the Group undertake to responsibly use the means of communication, of computer systems and, in general, any other means made available to them by the Company in accordance with the policies and standards established for such purpose.
4. The Group undertakes not to disclose personal data of its professionals, unless with the consent of the interested parties and where legally obliged to make such disclosure by statute or to comply with court or administrative orders. Under no circumstances may personal data of its professionals be processed for purposes other than those provided for by law or by contract.
5. The professionals of the Group having access to the personal data of other professionals of the Group in the course of their activities shall undertake in writing to respect the confidentiality of such data.
6. The Corporate Resources Divisions shall comply with the requirements laid down in personal data protection laws regarding the communications sent to it by the professionals in accordance with the provisions of the *Code of Ethics*.

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**Article 13. Workplace Health and Safety**

1. The Group shall promote a workplace health and safety program and adopt the preventive measures required under current legislation and any other legislation that may be enacted in the future.
2. The professionals of the Group shall observe with particular attention the regulations relating to workplace health and safety, in order to prevent and minimize occupational risks.
3. The Group shall promote its rules and programs regarding workplace health and safety by the contractors with which it does business.

**Article 14. Selection and Assessment**

1. The Group will maintain a most strict and objective selection program considering only the academic, personal and professional merits of candidates and the needs of the Group.
2. The Group will assess its professionals rigorously and objectively on the basis of their individual and collective professional performance.
3. Group professionals shall have a say in the setting of their objectives and be informed of the assessments made of them.

**Article 15. Training Policies**

1. The Group will promote the training of its professionals. Training programs shall foster equal opportunities and professional career development and shall contribute to the achievement of the Group's objectives.
2. Group professionals undertake to update their technical and managerial knowledge continuously and to take advantage of the Group's training programs.

**Article 16. Information**

The Group will inform its professionals of the outlines of its strategic objectives and the progress of the Group.

**Article 17. Gifts and Presents**

1. Group professionals may not give or accept gifts or presents in the performance of their professional activities. As an exception, the delivery and acceptance of gifts or presents shall be allowed if all of the following simultaneously occur:
  - a) they are of insignificant economic value or of symbolic value,
  - b) they correspond to signs of courtesy or to customary business gifts and tokens, and
  - c) they are not forbidden by law or by generally accepted business practices.
2. Group professionals may not directly or through intermediaries offer or grant or solicit or accept unjustified advantages or benefits that are intended to obtain a benefit for the Group, for themselves or for a third party. In particular, they may not give or receive any type of bribe or commission from, or made by, any other party involved, such as government officials (whether Spanish or foreign) or personnel of other companies or political parties, customers, providers, suppliers or shareholders. Acts of bribery, which are expressly prohibited, include the offer or promise, whether direct or indirect, of any kind of improper advantage, any instrument designed to conceal them, and influence-peddling.  
 Money may also not be received from customers or suppliers on a personal level, not even as a loan or advance, the foregoing being independent of loans or credits given to Group professionals by financial institutions that are clients or suppliers of the Group and that are not involved in the activities set forth above.
3. Group professionals may not accept hospitality which influences, might influence, or might be construed as influencing decisions.
4. In the event of any doubt as to what is acceptable, the offer must be turned down or, if appropriate, first discussed with the professional's immediate superior or with the Corporate Resources Division, as appropriate.

**Article 18. Conflicts of Interest**

1. A conflict of interest shall be deemed to exist in those circumstances where there is a direct or indirect conflict between the personal interest of the professional and the interest of any of the companies of the Group. There shall be a personal interest of the professional when the matter affects him or a person related to him.
2. The following shall be deemed to be persons related to the professional:
  - a) The spouse of the professional or the person with whom the professional has a like relationship of affection.
  - b) The ascendants, descendants and siblings of the professional or of the professional's spouse (or person related to the professional by a like relationship of affection).
  - c) The spouses of the ascendants, descendants and siblings of the professional.
  - d) The entities in which the professional, or another person related thereto, directly or through a nominee, falls within any of the control situations established under the law.
  - e) The companies or entities in which the professional, or any of the persons related to him, directly or through a third party, holds an administrative or management position or a position for which he receives compensation for any reason, provided that, the professional also directly or indirectly exercise a significant influence on the financial and operational decisions of such companies or entities.
3. By way of example, the following are circumstances that might give rise to a conflict of interest:

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- a) Being involved, personally or through relatives, in a financial transaction or operation to which any of the companies of the Group is party.
  - b) Negotiating or formalizing contracts on behalf of any of the companies of the Group with individuals who are related to the professional or with legal entities in which the professional or a person related to the professional holds a management position, is a significant shareholder or director.
  - c) Being a significant shareholder, director, etc. of customers, suppliers or direct or indirect competitors of any of the companies of the Group.
4. Professional decisions must be based on the best defense of the interests of the Group and must not be influenced by personal or family relationships or other personal interests of Group professionals.
5. Group professionals shall observe the following general guidelines for action in connection with potential conflicts of interest:
- a) Independence: At all times act with freedom of opinion, loyalty to the Group and its shareholders, and independently of their own interests or those of third parties. They shall therefore not let their own interests prevail over the interests of the Group.
  - b) Abstention: Refrain from participating in or influencing the making of decisions that might affect the entities of the Group with which there is a conflict of interest, from participating in meetings at which such decisions are discussed, and from accessing confidential information related to such conflict.
  - c) Communication: Report the conflicts of interest in which they are involved. To such end, written notice must be given to an immediate superior of the existence or possible existence of a conflict of interest. The immediate superior shall notify the Corporate Resources Division, which shall have and maintain a register covering this type of situation and may, if it deems it appropriate, forward the notice or refer the inquiry in question to the Regulatory Compliance Unit or to the appropriate body.
- In the notice, the professional shall specify:
- Whether the conflict of interest affects him/her personally or through a related person, in which case, he/she shall provide the name of such person,
  - The circumstances that led to the conflict of interest, describing, if appropriate, the subject matter and the principal terms of the planned transaction or decision,
  - The amount or approximate economic valuation thereof,
  - The department or person of the Group with whom the respective contacts were made.
- The general guidelines for action described above shall be especially observed in those instances where the conflict of interest is, or may reasonably be expected to be, of such a nature as to constitute a structural and permanent conflict of interest between the professional, or a person related to the professional, and any of the companies of the Group.
6. Under no circumstances may transactions or activities that entail or might entail a conflict of interest be carried out within the Group, except with the prior written authorization of the Corporate Resources Division. The professional shall refrain from taking any action in that respect until the above-mentioned Division answers his/her query.

#### Article 19. Business Opportunities

1. Business opportunities shall be deemed to be all investments or transactions relating to the property or assets of the Group of which the professional was aware in the course of his professional activity, in those cases where the investment or transaction was offered to the Group or the Group has an interest in it.
2. Professionals may not take advantage of business opportunities for their own benefit or for the benefit of related persons, which shall include the persons mentioned in Article 18.2 above unless:
  - a) It has previously been offered to the Group, and
  - b) The Group has chosen not to take advantage of it without any influence of the professional, or
  - c) The Corporate Resources Division authorizes the professional to take advantage of the business opportunity.
3. Professionals may not use the name of the Company or of companies of the Group or invoke their status as professionals thereof to engage in transactions for their own account or for the account of related persons.

#### Article 20. Resources and Means for the Performance of Professional Activities

1. The Group undertakes to make available to its professionals all necessary and appropriate resources and means for them to perform their professional activities.
2. Without prejudice to the mandatory compliance with the Group's specific rules and procedures regarding resources and means, the Group's professionals agree to responsibly use the resources and means made available to them, using them solely for professional activities in the interests of the Group, such that such resources and means are never used for private or personal purposes. The Group's professionals shall avoid any practices, particularly unnecessary activities and expenses, that reduce the creation of value for the shareholders.

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3. The Group owns and holds the right to use and operate the computer software and IT systems, computer equipment, manuals, videos, projects, studies, reports and other works and rights created, developed, perfected or used by its professionals within the framework of their work or based on the Group's information technology facilities.

Professionals shall respect the principle of confidentiality in respect of the nature of the rights, licenses, software, systems and technological knowledge, in general, owned by the Group or which it has the right to operate. Any information or disclosure regarding the Group's IT systems will require the prior authorization of the Corporate Resources Division.

The use of the computer equipment, systems and software made available by the Group to the professionals for the performance of their work, including the facility of access to and operating on the Internet, shall conform to standards of security and efficiency, excluding any use, action or software function that is unlawful or contrary to the Group's regulations or instructions.

Professionals shall not operate, reproduce, replicate or assign the Group's IT systems or applications for purposes unrelated thereto. In addition, professionals shall not install or use on the computer equipment provided by the Group software or applications whose use is unlawful or that might damage the systems or image, or prejudice the interests of, the Group, its customers or third parties.

**Article 21. Private and Confidential Information**

1. The non-public information owned by the Group shall generally be considered private and confidential information and shall be subject to the rules of professional secrecy, and the contents thereof may not be made available to third parties without the express authorization of the appropriate body of the Group in each case, except where the Group is legally obliged to make such disclosure by statute or to comply with legal, judicial or administrative orders.
2. The Group and all its professionals shall be responsible for taking sufficient security measures and for applying the established procedures to protect the private and confidential information recorded on physical or electronic media from any internal or external risk of unauthorized access, tampering or destruction, whether intentional or accidental. To such end, the Group professionals shall treat the content of their work as strictly confidential in their relations with third parties.
3. The disclosure of private and confidential information or the use of private and confidential information for personal purposes is a breach of this *Code of Ethics*.
4. Any reasonable indication of a leak of private and confidential information or the personal use of such information must be reported by those with knowledge thereof to their immediate superior or, should the circumstances so require, to the Corporate Resources Division. The immediate superior of the reporting party shall, in turn, report it in writing to the Corporate Resources Division.
5. In the event of severance of an employment or professional relationship, the private and confidential information, including documents and storage media or devices, as well as the information stored in their computer terminal shall be returned by the professional to the Group, and the professional's duty of confidentiality shall continue in all cases.

**Article 22. Non-Public Information**

1. Non-public information is any specific information regarding the Company or the Group that is not public and that, if made or had it been made public, could significantly influence or would have significantly influenced the price of the Company's shares or other securities issued by Group companies or related financial instruments.
2. Professionals having access to any non-public information of the Group shall not do any of the following, for their own or another's account, either directly or through third parties:
  - a) Prepare or carry out any kind of transaction with the shares or other securities of the Group to which such information refers.
  - b) Disclose such information to third parties, except in the normal course of their work.
  - c) Recommend to a third party that such party acquire or dispose of securities or financial instruments or that such party cause another to acquire or dispose relying on such non-public information.
3. The prohibitions established in the previous section apply to any professional having privileged information if such professional knows or should have known that it is privileged information. They shall also apply to any information regarding other issuers of listed securities that may be deemed to be non-public information and to which the professional had access in the course of his/her work or position at the Group.

**Article 23. Outside Activities**

1. Professionals shall devote to the Group all the professional capacity and personal effort needed to perform their duties
2. The provision of services as an employee or professional, for one's own or another's account, to companies or entities other than the Group, as well as engaging in academic activities, must be authorized in advance and in writing by the Corporate Resources Division.
3. The Group respects the performance of social and public activities by its professionals, provided that they do not interfere with their work at the Group.
4. The connection, membership or collaboration by professionals with or in political parties or other kinds of public-purpose entities, institutions or associations shall be made in such a way that the personal nature thereof is clear, thus avoiding any connection with the Group.

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#### Article 24. Separation of Activities

1. The Group, made up of both companies that carry out Regulated Activities and companies that carry out Deregulated Activities, as defined in the next paragraph, undertakes to observe the industry regulations in force in each country where it has a presence regarding the separation of both types of activities.
2. Generally, for purposes of the *Code of Ethics*, activities relating to distribution and transportation in the electricity industry and regasification, basic storage, transportation and distribution in the hydrocarbon industry are deemed to be “**Regulated Activities.**” Production and supply activities carried out under a free competition system in both the electricity and the gas industry are deemed to be “**Deregulated Activities.**” The companies of the Group carrying on these activities shall be known, for the purposes of this *Code of Ethics*, as “**Regulated Companies**” and “**Deregulated Companies,**” respectively.

However, given the differences in the regulation of the energy industries in the various countries in which the Group operates, the specific definition of Regulated Activities and Deregulated Activities and, thus, of Regulated Companies and Deregulated Companies, shall conform to the laws and regulations in force in each country at any time.

3. It is the Group’s responsibility to keep Regulated Activities and Deregulated Activities duly separate within the Group in accordance with the regulations for the separation of activities applicable in each case.
4. Generally and without prejudice to the provisions of the laws and regulations applicable in each country, the rules for the separation of activities are deemed to require that the Group and its professionals:

- a) Ensure the independence of Regulated Companies in decision-making, avoiding the participation of Deregulated Companies in the day-to-day management thereof, without prejudice to the Group’s powers of economic oversight and management over such companies.

To such end, the Group will ensure that Regulated Companies have the human, material and financial resources that are adequate and necessary to carry on their day-to-day activities.

- b) Guarantee the professional interests of the persons responsible for the management of Regulated Companies and of all workers who, under applicable legislation, deserve special protection by virtue of their duties.
- c) Take appropriate measures to ensure the protection of commercially sensitive information of Regulated Companies that might give a competitive advantage if known by Deregulated Companies.

In this regard, Regulated Companies may not share commercially sensitive information with Deregulated Companies, except where permitted by applicable laws and regulations or disclosed to third parties, in which case such information shall be shared under non-discriminatory conditions.

- d) Ensure that all activities of Regulated Companies are carried out following objective and non-discriminatory standards, avoiding any preferential treatment of Deregulated Companies or their customers.
- e) Keep the books of Regulated Companies and of Deregulated Companies separately, as provided by applicable laws and regulations in each country.

In addition, the Group will ensure that economic transactions relating, among other things, to the transfer of resources, assets, rights and/or contracts, if any, made between Regulated Companies and the other Companies of the Group, as well as the provision and receipt of services common to both types of company, observe the specific regulations established in each jurisdiction regarding the conditions to which such transactions must be subject.

5. The Group shall, in accordance with the laws and regulations in force in each country where it carries on Regulated Activities, adopt the codes or similar internal rule-making instruments that ensure compliance with the rules for the separation of activities by the Group professionals affected by such regulations.

The Group guarantees that the codes or rule-making instruments mentioned in the preceding paragraph will be communicated to and disseminated among the professionals and managers of the Group in the respective jurisdictions where they apply.

In addition, any codes and rule-making instruments that are adopted shall be disseminated externally, in particular, through the websites of the companies of the Group.

## V. THE GROUP’S ENVIRONMENT

#### Article 25. Customers

1. The Group commits to offering quality services and products equal to or exceeding the requirements and standards established by law. The Group will compete in the market on the basis of the merits of its products and services. Marketing and sales activities shall be based on the superior quality of the products and services offered by the Group.
2. The Group shall guarantee the confidentiality of all data of its customers and undertakes not to disclose such data to third parties unless with the customer’s consent, except when required by law or to comply with court or administrative orders.

The capture, use and processing of the personal data of customers shall be made in such a manner as to guarantee their right to privacy as well as compliance with the laws on the protection of personal data.

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Group professionals who have access to the personal data of customers by virtue of their activity shall maintain the confidentiality and comply with the provisions of the laws on the protection of personal data to the extent applicable.

3. Contracts with customers of the Group shall be drafted in a clear and simple manner. Transparency shall be promoted in pre-contractual and contractual relations with customers, and they shall be advised of the various existing alternatives, particularly as regards services, products and rates.

#### Article 26. Providers and Suppliers

1. The Group's procedures for the selection of providers and suppliers shall conform to an objective and impartial standard, and shall avoid any conflict of interest or favoritism in the selection thereof.
2. The prices and other information submitted by providers and suppliers during a process of selection shall be treated confidentially and shall not be disclosed to third parties unless with the consent of the interested parties or where required by law or to comply with a court or governmental order.

Group professionals who have access to personal data of providers and suppliers shall maintain the confidentiality of such data and comply with the provisions of the laws on the protection of personal data to the extent applicable

The information made available by Group professionals to providers and suppliers shall be true and shall not be given with the intent to mislead.

#### Article 27. Relations with Customers and Suppliers

1. Professionals shall avoid any kind of interference or influence of customers, suppliers or third parties that may alter their professional impartiality and objectivity. This obligation particularly affects those professionals who must make decisions regarding contracts for supplies and services and those deciding the financial terms of transactions with customers.
2. Professionals may not receive any kind of compensation from Group customers or suppliers or, in general, accept any compensation from third parties for services derived from the professional's activity at the Group.
3. The rules regarding transparency, information and protection shall in every case apply to relations with customers, and to the rights of customers under the laws for the protection of personal data, information society services and other applicable provisions.
4. Group professionals undertake to comply with established internal award procedures, including, in particular, those relating to the approval of providers and suppliers.

#### Article 28. Competitors

1. The Group undertakes to compete fairly in the marketplace and not to engage in advertising which is deceptive or which denigrates its competition or third parties.
2. The acquisition of information from third parties, including information regarding competitors, must be made in a lawful manner.
3. The Group undertakes to promote free competition for the benefit of consumers and users. The Group shall comply with antitrust rules and regulations, avoiding any conduct which constitutes or might constitute collusion or abuse or the restraint of competition.

#### Article 29. Society

1. Relations with the authorities, regulatory entities and government administrations shall be conducted following the principles of cooperation and transparency.

Professionals shall refrain from making any contributions payable by the Group to political parties, authorities, entities, governments or institutions in general.

In order to determine the existence of any possible incompatibilities, the acceptance of any public office shall first be reported to the Corporate Resources Division.

2. The Group shall provide true, proper, useful and consistent information regarding its programs and actions. Transparency of information is a basic principle that must govern the actions of Group professionals.

The economic/financial information of the Group (especially the annual financial statements) shall faithfully reflect its economic and financial position and its net worth, in accordance with generally accepted accounting principles and applicable international financial reporting standards. For such purpose, no professional shall conceal or distort the information set forth in the accounting records and reports of the Group, which shall be complete, accurate and truthful.

A lack of honesty in the communication of information, whether internally within the Group (to employees, subsidiaries, departments, internal bodies, management decision-making bodies, etc.) or outside the Group (to auditors, shareholders and investors, regulatory entities, the media, etc.) is a breach of this *Code of Ethics*. This includes the delivery of incorrect information, organizing it in an incorrect manner or seeking to confuse those who receive it.

Relations with investors and financial analysts shall be channeled through the Investor Relations Division (*Dirección de Relaciones con Inversores*) (or body that hereafter carries out the functions thereof). Relations with the media shall be channeled through the Communication Division (*Dirección de Comunicación*) (or body that hereafter carries out the functions thereof).

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- The Group expresses its firm commitment to the principles of the *Corporate Social Responsibility Policy of Iberdrola, S.A.* as a framework for its programs and actions with its professionals, customers, providers, suppliers, shareholders and all other stakeholders with whom it has ties.

In this regard, the Group, faithful to the corporate goal of creating wealth and welfare for society, adopts a responsible corporate ethic that makes it possible to harmonize the creation of value for its shareholders with sustainable development, the main objectives of which are the protection of the environment, social cohesion, the development of a favorable framework for labor relations and on-going communication with the various groups related to the Company in order to meet their needs and expectations.

- The Group expresses its firm commitment not to adopt practices that might be considered improper in its relations with customers, providers, suppliers, competitors, authorities, etc., including those relating to money laundering.

To such end, professionals will receive appropriate training on applicable legislation in the countries where the Group operates.

### Article 30. Shareholders

The Group expresses its intention to create value for its shareholders on a continuous and sustained basis, and shall make available to them permanent communication and inquiry channels to enable them to receive proper, useful and complete information regarding the development of the Group, within the framework of the *Policy Regarding the Provision of Information to and Relations with Shareholders and the Markets* and the principle of equal treatment of shareholders under identical conditions.

## VI. ETHICS MAILBOX

### Article 31. Implementation of the Ethics Mailbox

- The Company will implement an ethics mailbox in order to promote compliance with legal provisions and with the rules of conduct established in the *Code of Ethics* (the “Ethics Mailbox”). The implementation of the Ethics Mailbox is understood to be without prejudice to the establishment of any other mechanisms or channels that the Audit and Risk Supervision Committee may deem appropriate in order to allow for the communication of potentially significant financial and accounting irregularities observed within the Group.
- The Ethics Mailbox is a transparent channel for reporting conduct that may involve the commission of an irregular act or an act in violation of legal provisions or of the rules of conduct laid down in the *Code of Ethics*.
- Communications addressed to the Ethics Mailbox may be sent by completing an electronic form that will be available in the “Ethics Mailbox” section of the Employee’s Portal.

### Article 32. Principles Governing the Ethics Mailbox

- Group professionals who have reasonable indications of the commission of any irregular act or of an act in violation of legal provisions or of the rules of conduct laid down in the *Code of Ethics* that are specifically applicable to the Group’s professionals must report it through the Ethics Mailbox. In any event, such communications shall always adhere to standards of truthfulness and proportionality, such that this mechanism may not be used for purposes other than seeking compliance with the rules of the *Code of Ethics*.
- Although only those communications in which the sender is clearly identified shall be accepted, the identity of the person reporting an irregular action through the Ethics Mailbox shall be deemed to be confidential information and, therefore, it shall in no event be communicated to the reported party, thus ensuring non-disclosure of the identity of the reporting party and avoiding any kind of response from the reported party as a consequence of the report.
- The Group undertakes not to make any direct or indirect reprisals against the professionals that have reported an action among those mentioned in section 1 above through the Ethics Mailbox.
- Without prejudice to the foregoing, the data of the persons making the communication may be provided to governmental or judicial authorities, to the extent required by such authorities as a consequence of any proceeding stemming from the subject matter of the report, as well as to persons involved in any kind of subsequent investigation or court proceeding initiated as a consequence of the investigation. Such provision of data to governmental or judicial authorities shall always be in full compliance with the laws on the protection of personal data.

### Article 33. Processing of Communications Sent to the Ethics Mailbox

- The Corporate Resources Division shall be responsible for receiving the communications sent through the Ethics Mailbox. Notwithstanding the foregoing, if the party named in the report is a member of the Corporate Resources Division, such member shall not be allowed to participate in the processing thereof.
- Once a communication sent to the Ethics Mailbox has been received, the Corporate Resources Division shall decide whether or not to process the communication. The Corporate Resources Division shall not process any communication in which the person making the communication is not sufficiently identified, or in which the requirements set out in the following article in connection with the protection of personal data are not complied with, or in which the action that is the subject matter of the communication does not constitute conduct that may involve the commission of an irregular act or illegal act or an act in violation of the rules of conduct of the *Code of Ethics*, upon the terms set forth in section 1 of the preceding article, and which may have significant weight in determining whether to maintain the contractual relationship between the Group and the professional alleged to have committed the violation.
- In order to decide whether a communication should be accepted for processing, the Corporate Resources Division may, if it deems it appropriate, request the person making the communication to clarify or supplement the information contained therein, by providing such documents and/or data as may be required to prove the existence of an action among those contemplated in section 1 of the preceding article.

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4. Once a communication has been accepted for processing, the Corporate Resources Division shall establish a hearing procedure for all affected parties and witnesses to be heard and shall conduct such other proceedings as it deems necessary in order to prove the truth and accuracy of the information contained in the communication and, in particular, the reported conduct. The participation of witnesses and affected parties shall be strictly confidential. Such hearing procedure (which shall take place within three months of receipt of the communication) shall include, at a minimum, a private interview with the person allegedly responsible for the reported conduct, at which such person is given the opportunity to defend against the accusations that may have been brought against them. In addition, all affected parties shall be informed regarding the treatment to be afforded by the Company to their personal data, and any other duty imposed by the laws on the protection of personal data shall also be complied with. Once the procedure has been completed, the Corporate Resources Division shall, if appropriate, issue a decision pursuant to the provisions of Article 36 below, adopting any applicable disciplinary measures.
5. The Corporate Resources Division shall inform the Audit and Risk Supervision Committee of potentially significant irregularities that are exclusively financial and accounting in nature and which are reported thereto through the Ethics Mailbox once it has received notice thereof. The Corporate Resources Division shall provide the Audit and Risk Supervision Committee with any documents that the latter may request.

**Article 34. Protection of Personal Data**

1. All data provided through the Ethics Mailbox shall be included in a personal data file owned by the Company in order to process the communication received through the Ethics Mailbox and to take such investigatory steps as may be required to establish the commission of the violation.

The Company undertakes to treat all personal data received through the Ethics Mailbox in the strictest of confidence at all times and in accordance with the purposes contemplated in this Chapter VI, and it shall adopt such technical and organizational measures as may be needed to ensure the safety of the data and avoid the alteration, loss or unauthorized treatment of or access to such data, taking into account the current state of the art, the nature of the data stored and the risks to which they are exposed, all in compliance the laws on the protection of personal data.

In any event, the Company shall include in each form for the provision of data the notices required by law in order to clearly inform the interested parties of the purposes and use that the treatment of their personal data will serve.

2. As a general rule, the reported party shall be informed of the existence of a report when the Corporate Resources Division commences the investigation proceedings. However, in those cases in which there is a significant risk that such notification may jeopardize the ability of the Company to effectively investigate the allegation or to gather any required evidence, such notification to the reported party may be delayed for as long as the risk exists. In any event, such period shall under no circumstances exceed three months as from receipt of the report.
3. Persons making a communication through the Ethics Mailbox must warrant that the personal data provided are true, correct, complete and current. In any event, the data processed within the framework of the investigation shall be deleted as soon as such investigation has finished, unless the measures adopted give rise to governmental or judicial proceedings. In addition, 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.
4. Users of the Ethics Mailbox may at any time exercise the rights of access, correction, deletion and challenge with respect to their personal data by means of written communication addressed to the Company's registered office, accompanied by a photocopy of their National Identity Document and specifying the right they desire to exercise.

**VII. MISCELLANEOUS**

**Article 35. Communication, Dissemination and Assessment**

1. The *Code of Ethics* shall be communicated to and disseminated among the professionals of the Group in accordance with a plan designed for such purpose by the Corporate Resources Division.
2. The external dissemination of the *Code of Ethics* is the responsibility of the Corporate Resources Division.
3. The Code of Ethics Committee shall evaluate and prepare an annual report on the degree of compliance with the *Code of Ethics*. The report shall be sent to the competent governance bodies, to the Chairman of the Board of Directors and to the Chief Executive Officer, to the Corporate Resources Division, to the Management of the Internal Audit Area, and to the Regulatory Compliance Unit of the Company.

The foregoing is without prejudice to the supervisory activities and duties of the Company's Internal Audit Area in accordance with the *Basic Internal Audit Regulations*.

**Article 36. Disciplinary Rules**

1. The Group shall develop the measures needed for the effective application of the *Code of Ethics*.
2. Nobody, regardless of rank or position, is authorized to request that a professional commit an unlawful act or breach of the provisions of this *Code of Ethics*. No professional may justify improper or unlawful conduct or conduct that contravenes the provisions of the *Code of Ethics* in reliance on an order from a superior.
3. If the Corporate Resources Division determines that a Group professional has engaged in activities that violate the provisions of law or the *Code of Ethics*, it shall apply disciplinary measures in accordance with the offenses and penalties system set forth in the collective bargaining agreement of the company where such professional is employed or in applicable labor legislation.

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**Article 37. Updating**

1. The *Code of Ethics* shall be revised and updated from time to time, in accordance with the annual report of the Code of Ethics Committee, as well as with the suggestions and proposals of Group professionals. The Corporate Social Responsibility Committee, the Management of the Internal Audit Area and the Regulatory Compliance Unit may make proposals to improve or to foster the adaptation of the *Code of Ethics* as a whole.
2. Any revision or update that entails an amendment of the *Code of Ethics*, even if required by the domestic legislation of a country in which the Group carries out its activities, shall require the authorization of the Company's Board of Directors, after a report from its Audit and Risk Supervision Committee.

**Article 38. Acceptance**

1. The professionals of the Group expressly accept the entire contents of the *Code of Ethics* and, in particular, the vision, values and rules of action established herein.
2. Professionals who join or become part of the Group in the future shall expressly accept the entire contents of the *Code of Ethics* and, in particular, the vision, values and rules of action set forth herein. The *Code of Ethics* shall be attached to the respective employment agreements.

**Article 39. Approval**

The *Code of Ethics* was approved at a meeting of the Board of Directors of the Company held on February 27, 2002, and subsequently amended at meetings of the Board of Directors held on June 26, 2007, November 18, 2008, October 20, 2009, April 27, 2010, November 23, 2010 and October 26 and November 22, 2011.

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## Annex to the Code of Ethics

### Purpose

The Code of Ethics of Iberdrola, S.A. (“Code of Ethics”) applies to all Iberdrola USA and its subsidiary **employees**. The Annex reflects the principles, vision and values of the Code of Ethics of Iberdrola S.A. and its group of companies and takes into account, in accordance with its article 2.3, the specific legal, regulatory, business and cultural standards that are applicable to the jurisdictions within which Iberdrola USA operates.

The **purpose** of the Iberdrola USA Annex to the Code of Ethics (“Annex to the Code of Ethics”) is to define the Iberdrola USA Compliance Program, to provide employees with contact information for reporting violations or seeking guidance about how the Code of Ethics or Annex to the Code of Ethics might apply to a specific situation, and to include certain company policies that have been long standing business practices. Each employee is also expected to review the applicable subsidiary policy, procedures and manuals where a full understanding of the particular subject is necessary for the proper handling of your situation or responsibility, such as Iberdrola USA Harassment and Sexual Harassment Policy, Environmental, Health & Safety manual, etc. For further guidance, employees can go to the Ethics and Compliance Office site which is located on the Iberdrola USA Intranet page. Go to the “Key Links” header on the page and click on “Ethics and Compliance Office”.

In addition, our **agents**, e.g., contractors, consultants, etc. doing business with the company, are also expected to comply with all applicable laws and regulations, and to behave in a manner consistent with the Code of Ethics and the Annex to the Code of Ethics when doing work for the company.

### Ethics and Compliance Office

Iberdrola USA has established an Ethics and Compliance Office to direct the Iberdrola USA Ethics & Compliance Program (**“Compliance Program”**). Iberdrola USA’s Compliance Program serves as a comprehensive plan to prevent and detect violations of laws and regulations, of the Code of Ethics and the Annex to the Code of Ethics, or of a company policy. In addition, it addresses the seven due diligence steps that companies must take in developing compliance programs as required by the Federal Sentencing Guidelines (the “Guidelines”) and other applicable legal tests.

**Iberdrola USA’s Audit and Compliance Committee** of the Board of Directors has oversight responsibility for the Compliance Program. Iberdrola USA’s **Vice President – General Counsel** is responsible to oversee the design and implementation of the Compliance Program and to ensure that it is effective under the Guidelines and other applicable legal and regulatory mandates. **Iberdrola USA’s Compliance Officer** is responsible to direct the day-to-day operation of the Compliance Program, to administer the process of developing, implementing and maintaining an effective this part and to oversee Iberdrola USA and its subsidiary management efforts to maintain effective compliance functions that support that part of the Compliance Program.

**Iberdrola USA’s Human Resources Department** is responsible to oversee all of the areas of **employment law** that govern Iberdrola USA and its subsidiaries including discrimination, harassment, sexual harassment, hostile work environment, etc. as well as all aspects of the collective bargaining agreements of the companies. In addition, Human Resources is responsible for the administration of discipline when a determination has been made that a violation of a law, regulation, Iberdrola S.A. Code of Ethics and Iberdrola USA Annex to the Code of Ethics or company policy has occurred.

Examples of **compliance functions** include written communications such as policies and procedures; training; monitoring and auditing; investigations; discipline; and conducting background checks on all new hires or promotions of individuals that are director level or higher.

Employees are encouraged to **contact** either your supervisor, the Iberdrola USA's Compliance Officer or the Iberdrola USA's Human Resources Department for guidance or clarification as to how the Code of Ethics and the Annex to the Code of Ethics may apply to specific situations, to report inappropriate conduct or to report actual or suspected violations of laws, regulations, the Code of Ethics and the Annex to the Code of Ethics or a company policy, or if you are unsure whether a provision of this Code of Ethics or Annex to the Code of Ethics is applicable to you. In the event that any provision of this Annex is inconsistent with a provision in the Code of Ethics, you should rely on the provision of this Annex.

### **Reporting Violations**

If you suspect or have knowledge of a violation of a law or regulation, of the Code of Ethics and the Annex to the Code of Ethics, or of a company policy you must **report** it to your supervisor, to Iberdrola USA's Compliance Officer, to Iberdrola USA's Human Resources Department or you can contact the Iberdrola USA Ethics and Compliance Helpline (Iberdrola USA Helpline) **1.877.606.9171**. Every effort will be made to maintain confidentiality to the maximum extent possible and protect your identity.

**Supervisors** must promptly communicate the employee report either to Iberdrola USA's Compliance Officer or to Iberdrola USA's Human Resources Department. Even if an employee does not specifically make a complaint, a supervisor must report situations where they suspect or believe a violation has occurred. Employees are also expected to seek guidance or clarification from their supervisor about how the Code of Ethics and the Annex to the Code of Ethics may apply to specific situations before they act. In any case where a supervisor is not absolutely certain of an answer or interpretation, the issue should be reviewed with the next level of supervision, or you may review the issue, depending on the matter, with the Iberdrola USA Compliance Officer or the Iberdrola USA's Human Resources Department.

If Iberdrola USA's Compliance officer receives a complaint that it is not under its area of responsibility but under the responsibility of the Iberdrola USA's Human Resources Department, he will forward the complaint to it and vice versa. In any case the **disciplinary measures** will be competence of the Iberdrola USA's Human Resources Department.

Employees have the right to report a concern **anonymously**. You may elect to report anonymously by contacting the Helpline. You can also communicate your concerns anonymously and confidentially via the Internet at [www.reportlineweb.com/IberdrolaUSA](http://www.reportlineweb.com/IberdrolaUSA). It is important to provide accurate and complete information when providing such a report including dates, times, locations, names, nature of the concern and other information that will assist the company in performing a prompt review and making a determination as to whether the facts warrant further investigation. You are encouraged to follow-up with the Helpline after making a report. That way, the company may have an opportunity to ask additional questions that will assist in addressing your concern. You will still remain anonymous.

Your Helpline call will be handled in a **confidential** manner and answered by a representative from an independent service provider (The Network). You may even choose to remain anonymous. The Helpline is staffed 24 hours a day, 7 days a week. The service provider forwards a written report for each Helpline call or Internet report to Iberdrola USA's Compliance Officer or to Iberdrola USA's Human Resources Department for follow-up and, where necessary, for further investigation to resolve the matter.

**Iberdrola USA will not tolerate any form of reprisal or retaliation against any employee reporting actual or suspected violations of laws or regulations, of the Code of Ethics and the Annex to the Code of Ethics, or of company policy. Those who retaliate will be subject to disciplinary action, up to and including discharge.**

Iberdrola USA's Helpline and Internet may also be used for the confidential reporting of concerns regarding **accounting**, internal accounting controls and auditing matters, or questionable accounting or auditing matters. You may choose to remain anonymous. Iberdrola USA's Compliance Officer or Iberdrola USA's Human Resources Department will review each complaint to determine the necessary follow-up, including where necessary, investigation to resolve the matter.

The Iberdrola USA **Audit and Compliance Committee** of the Board of Directors is immediately informed of any significant and material accounting complaints and is periodically informed of all such complaints.

Each report of a suspected or actual violation will receive a prompt review, and a determination will be made as to whether the facts warrant further investigation. No adverse action will be taken against any employee as a result of a **good faith** report of a violation. Every employee is expected to cooperate fully in any investigation of misconduct or work-related matters. A failure to do so will constitute a violation of Iberdrola USA standards. Any form of retaliation against an employee for cooperating in an investigation will not be tolerated. Employees may not discuss or disclose to anyone information concerning the investigation without authorization.

## **Business Practices**

### **Weapons**

Employees may not enter any property owned or leased by the company while in possession of a weapon. No employee may carry a weapon while on company business. In addition, employees may not store a weapon in any company vehicle regardless of its location, or in their personal vehicle (except where permitted by law) while on property owned or leased by the company. This includes weapons of any kind, including but not limited to guns, knives, Hunting Instruments, Martial Arts Instruments and other such devices. Employees should report concerns or possible violations to either their supervisor, subsidiary security representative, subsidiary human resources representative, Iberdrola USA's Compliance Officer or you can contact the Iberdrola USA Helpline **(1.877.606.9171)**.

### **Resources and Means for the Performance of Professional Activities**

Employees should protect company assets and ensure their efficient use. In addition, each of us is responsible for the proper safeguarding and authorized use of any company asset in carrying out our job duties and assignments. Theft, carelessness and waste have a direct impact on the company's profitability. Company assets include physical assets such as buildings, vehicles, office equipment, telephones, tools, materials, supplies, computers and similar assets, as well as intangible assets such as computer software and databases, proprietary information and intellectual property, such as patents, copyrights and trademarks. It also includes the assets of others for which the company is responsible, such as equipment, proprietary information and reports, or computer programs that are leased or loaned to the company.

Electronic and telephone communication systems are provided to employees to enhance their ability to perform their jobs. These systems include but are not limited to voice mail, personal pagers, telephones, cell phone, BlackBerry, bulletin boards and desktop Internet access. Communications made through use of electronic and telephone communications systems are not employees' personal property and are not private. Computer hardware, software, and data stored electronically must be adequately safeguarded against damage, loss, alteration, theft or unauthorized access. Be sure to protect your computer password and other personal system and network access information. Generally, employees should not divulge their passwords to anyone.

Employees also have no expectation of privacy in connection with e-mail communications transmitted, stored, or received using the company's e-mail system or any data communication system provided by the company, even if the communication is personal in nature. All messages must be appropriate for a business environment. You will be held responsible for what you say in an e-mail message. The company may monitor, review, audit, read and store any use made of company's computer resources or environment, as well as any data generated or stored using the company's computer resources or environment at any time, without notice.

Company assets are intended to be used by employees for legitimate business purposes. You may not use company assets for outside activities and never for personal gain or profit. Occasional personal use of company assets is permissible, as long as such use is authorized by your supervisor, does not violate the standards contained in the Code of Ethics or the Annex to the Code of Ethics and does not violate our company policies and procedures.