COMMENTS TO THE CESR'S ADVICE ON POSSIBLE LEVEL 2 IMPLEMENTING MEASURES FOR THE PROPOSED PROSPECTUS DIRECTIVE.

Please find below our comments as regards the above mentioned document. Our answers shall be preceded by a number which coincides exactly with the numeration contained in the document.

Question 15.- Yes, where those future principal investments could be identified individually and where it could be considered relevant for the issuer's future performance or for its capacity to reimburse the principal and interests.

Please note that many times proceeds are used for general financial needs of the issuer without any relevant investment to be considered in particular. As it is fully acceptable, only when such investments can be considered individually should be disclose.

Finally, reimbursement capacity is critical for investors so future investments can obviously compromise its capacity.

Q 16.- A brief description of those items that should be relevant enough, i.e. the most important ones in terms of amount, strategy, innovation of the issue, risk, etc.

Q 18.- Capital expenditure of the issuer, its parent company or the group (when proceeds are on-lent within the issuer's group) may be relevant for wholesale investors if such capital expenditure may affect the issuers capacity to reimburse its debt in a future.

Please also note that SPV are usually used as funding vehicles or for regulatory reasons. Any information on capital expenditure of these companies where its regulatory framework is more obscure, should be provided.

Q 22.- Our opinion is that this forecast should be issued only where losses are expected or, due to any reason, a relevant change in the expected p&l could occur.

As in the previous questions, it is about providing the investor with the information that may be relevant to built up a perception about the issuer/group's financial strength and capacity to reimburse its debt.

However, that forecast should be only provided by the auditors of the company (impartial part)

Q 23. Please note that disclosure of issuer's prospects where there are not precise enough or accurate, there are not a useful and valuable information, i.e. times nowadays are too volatile to predict P&L.

Q 25.- In a very recent time we have seen the implementation of different corporate governance recommendations (Aldama or Higgs Reports in Spain and UK respectively). The description of the level of development of corporate governance measures in listed companies is becoming a

very valuable and important criteria to determine the level of transparency and protection of minor shareholders so in our opinion, it should be included.

Q 27.- Yes, it can be relevant if there is a major shareholder that may affect the investor´s perception about the company.

Q 28.- Both should be retained.

Q 30.- Yes, but only when it can be relevant to form a reasonable opinion about the issuer or its group.

Generally, issuers have to disclose the information that can be relevant for the investors to create a reasonable opinion about the investment and the investor. And they have to consider that the omission of any information that may be relevant for these purpose should be considered as a fault.

Q 33.- Yes. No doubts.

Q 35.- No opinion

Q 43.- Yes

Q 44.- Only to EU banks, since there may be no coincidence on the rules and criteria of the supervision exercised over non-UE banks, and, at least, there is certain lack of knowledge and information about those banks and their supervisors.

Q 45.- No opinion

Q 47.- Yes, under the same assumptions and opinions given for the question 15.-

Q 49.- Yes, it can be relevant enough, and, if necessary, including the explanations the issuer may consider relevant.

Q 51.- Yes, at issuer´s option.

Q 53.- Yes (see previous answer to question 27.-)

Q 55.- Yes (see previous answer to question 28.-)

Q 57.- Yes. In this case, as UE banks are subject to continuous supervision and reporting, the interim financial statements losses importance to get a true perception about the issuer.

Q 59.- No opinion

Q 66.- Yes, derivatives transactions are more obscure and complex instruments to understand, specially to retail investors. Besides, derivatives may increase issuer's risks substantially.

Q 69.- No. It may be good to be extended to those officers responsible or directly involved with the derivative product (pricing, control, ...)

Q 71.- In our opinion, any conflict of interest should be disclosed. In terms of derivatives, it may be particularly more to establish the issuer's proprietary trading and its officers.

Q 73.- Control, management and board practices and restrictions related to derivatives activity may be a sensible question, that worth to be disclose.

Q 74.- Banks, although are subject to supervision, conflicts of interest with proprietary trading, clients relationships and separate areas, may worth certain disclosure.

Q 76.- Yes, it should be retained, when there are related party transactions that may mean a conflict of interest.

Q 78.- Yes

Q 80.- No opinion

Q 87.- Since securities is a kind of borrowing, every information related to the issuer that may be relevant to form an opinion about its solvency is important, whatever the characteristics of the securities, and the percentage of return and guaranty of the product itself. Said that, as banks are subject to supervision there is not in fact a relevant difference between bank deposits and securities issued by banks in terms of risk assumed by the investor. So, information about the issuer can be minimized if the issuer is a bank.

As a consequence, in our opinion there should be a difference according to the different risk the investor is assuming.

Q 88.- Yes. When the issuer is a bank and the reimbursement of 100% of the principal is guaranteed, disclosed requirements should be the minimum if any, as the product is very similar to a bank deposit with a variable interest.

Q 89.- See answer to previous questions.

Q 92.- Yes, since we are talking about derivatives themselves, whatever was the issuer. Besides, the risk can be even greater and the product is the same

Q 93.- No opinion

96.- Yes.

Q 102.- Yes.

Q 103.- Yes

Q 104.- If there is recourse to the depository, information that may be relevant to appreciate its solvency and risk in which the investor is incurring should be disclose.

Q111.- Yes

Q 112.- No opinion

Q 113.- Yes

Q 114.- No opinion

Q 115.- Yes

Q 122.- Yes

Q123.- Yes

Q 125.- The disclosure is more appropriate to be included on the registration document

Q 126.- No

Q 132.- Yes

Q 136.- Yes

Q 139.- Yes

Q 143.- Yes

Q 144.- No opinion

Q 149.- Yes

Q 150.- Yes. Right and wide explanation about the guarantees, and how they work, is absolutely relevant and as important as disclosure about the issuer and the securities themselves.

Q 151.- No place

Q 155.- Yes

Q 159.- The first one. Issuers should be responsible for the information disclosed by an entity of the group, so we find the first approach more appropriate.

Q 168.- Yes, a level 2 advice may be necessary, comprising its risks and main/essential characteristics. It can be a approached as the brief note to be delivered to any potential investor, that can be read easy and rapidly.

Q 175.- No. I agree.

Q 176.- No opinion.