

Spain – Data Privacy

The Constitution of Spain provides traditional privacy rights for all individuals and protects the personal data of individuals. Spain, as a member of the European Union ("EU"), was required to implement the EU Data Protection Directive 95/46/EC (the "Directive") into its national legislation. The Directive was implemented in Spain pursuant to the 1999 Data Protection Act (the "Act"). The Act regulates the collection, use, and transfer of personal information in both the public and private sectors. The Data Protection Agency ("DPA") enforces the Act.

| Collection and Processing of Personal Data | |
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| <i>Compliance Alternatives</i> | <p>Personal data may be processed in circumstances including where: 1) the employee has given consent; 2) processing is necessary (a) to perform a contract to which the employee is a party (<i>e.g.</i>, an employment relationship is a <i>de facto</i> contract) or (b) to take steps at the employee's request prior to entering into a contract (<i>e.g.</i>, a candidate looking for employment); 3) processing is necessary for compliance with a legal obligation; 4) processing is necessary to protect the vital interests of the employee; 5) processing is necessary for a public purpose; or 6) processing is necessary for the legitimate purpose of the employer (<i>e.g.</i>, personnel and human resources purposes), except where the processing is unwarranted by reason of prejudice to the fundamental rights and freedoms or the legitimate interests of the employee.</p> <p>Sensitive data may only be processed where: 1) the employee consents to such processing; or 2) there is statutory authority for such processing.</p> |
| <i>Disclosure/ Registration</i> | <p>An employer must register its data processing activities with the DPA before processing personal data.</p> <p>Employers may submit codes of conduct relating to data processing for approval and entry in the DPA's General Data Protection Register.</p> |
| <i>Other Requirements</i> | <p>Generally, an employee is entitled to know what data concerning him or her has been recorded in a personal data file. An employer must provide an employee with information including: 1) the existence of a file or personal data operation, the purpose of collecting the data, and the recipients of the information, and 2) the employee's rights of access, rectification, erasure, and objection</p> <p>An employer must ensure that personal data is correct. An employer must take measures to ensure the security and confidentiality of personal data.</p> |
| Transfer of Personal Data | |
| <i>Compliance Alternatives</i> | <p>The DPA must be notified before personal data is transferred to a third country.</p> <p>Generally, personal data can only be transferred to a third country that ensures at least the same level of data protection as Spain (<i>e.g.</i> EU member states or European Economic Area countries).</p> <p>However, personal data may be transferred to a third country that does not ensure at least the same level of data protection as Spain if: 1) the employee has given his or her consent; 2) the transfer is necessary for the performance of a contract between the employee and the employer or takes place in response to the employee's request, 3) the transfer is necessary for the performance of a contract concluded in the interests of the employee between the employer and third party; or 4) the transfer is necessary or required by reasons of public interests or for the establishment of legal claims.</p> |

This summary is intended to reflect local law and practice as at 1 May 2013. Please note, however, that recent amendments and legal interpretations of the local law may not be included in these summaries. In addition, corporate governance, administration, and option plan design facts that are specific to your company may impact how the local laws affect the company's equity based compensation plans. With these matters in mind, companies should not rely on the information provided in this summary when implementing their stock plans.

Transfer of Personal Data (cont.)

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| | <p>Alternatively, the transfer of personal data to a third country which does not ensure at least the same level of personal data protection as Spain may be permitted with prior approval of the Director of the DPA, who may grant it if adequate guarantees are obtained. Use of standard contractual clauses is advised to facilitate authorization for data transfer.</p> <p>For the transfer of data to the US, Spain will view compliance with the US/EU Safe Harbor principles as compliance with the cross-border transfer law in Spain.</p> |
| <i>Other Requirements</i> | None applicable. |

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