THE CNMV LAUNCHES PUBLIC CONSULTATION ON PROPOSED UPDATE TO THE CORPORATE GOVERNANCE CODE OF LISTED COMPANIES

03 November 2026

- The current Code was approved in February 2015 and partially revised in June 2020
- The number and length of principles and recommendations have been reduced
- New recommendations have been added to strengthen the role of the independent director and the balance of power on the board
- Recommendations concerning digitalisation, cybersecurity and artificial intelligence have also been included

The Spanish National Securities Market Commission (CNMV) has launched a public consultation today on the proposed update to the Corporate Governance Code of Listed Companies.

Since the Governance Code was last revised in June 2020, important regulatory developments and initiatives, both domestically and internationally, have warranted an update to the current Code.

The proposed update to the Code has a number of objectives, including to:

- Incorporate developments in Spanish legislation, such as measures to promote long-term shareholder engagement in listed companies and the Organic Law on Equal Representation and Balanced Presence of Women and Men, along with the main international initiatives.

  Notable initiatives among the latter include the review of the OECD Principles of Corporate Governance, European regulations on sustainability and due diligence (particularly with regard to climate change) and the latest reviews of corporate governance codes across various jurisdictions.

- Make the Code more comparable to its international equivalents, with the aim of keeping Spanish corporate governance standards at the forefront internationally.

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Newsletter

- Systematise and simplify its contents. The Code has been restructured into three sections, starting with the board. This is intended to highlight the board's key role in ensuring adequate corporate governance. The other two sections concern the general shareholders' meeting and stakeholders and other relevant matters.

  The Code's contents were simplified to focus on recommendations that would actually add value. The content of each principle has been limited to its key concepts, and recommendations and good practices that were overly detailed have been shortened.

  Recommendations that are followed by virtually all listed companies have been removed, with the expectation that companies will continue to follow them. This decision was taken after finding that these practices are not included in other European codes.

  This simplification will also allow the standards of the most relevant areas for improving a board's decision-making process to be strengthened.

Some of the most notable updates include:

- Promoting a better balance of powers on the board in order to improve corporate governance. This objective includes a recommendation for IBEX 35 companies to separate the roles of chair of the board and chief executive officer.

- Strengthening the independence of independent directors. To this end, a new recommendation has been added which sets out a series of circumstances that could compromise a director's independence. These circumstances go further than those already set out in the Spanish Corporate Enterprises Act, so that the appointments and remuneration committee can assess their potential impact.

  The protection of independent directors has also been strengthened in the event that they are removed at a general shareholders' meeting without prior notice.

- Incorporating sustainability as a cross-cutting element of corporate governance.

- Adding topics related to digitalisation, cybersecurity and artificial intelligence.

Through this update, the CNMV aims to ensure the Code continues to serve as a point of reference for Spanish listed companies, while helping to strengthen investor confidence, the quality of decision-making and the competitiveness of Spain's markets.

The contents of the draft Corporate Governance Code of Listed Companies can be read here.

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Comments may be submitted in writing by 15 December to the CNMV email address actualizacioncgsc2026@cnmv.es or to the following postal address:

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All comments received will be published once the public consultation period has ended, alongside a feedback statement. If anyone does not wish their comments, either in full or in part, to be made public, they should expressly state so in their own reply and properly identify, where appropriate, which part they do not wish to be made public. To this end, generic confidentiality warnings included in emails will not be considered as an express statement that the comments submitted are not intended to be made available to the public.

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