URÍA MENÉNDEZ

Client briefing

CORPORATE LAW
CAPITAL MARKETS LAW

11 November 2026

Proposal for a new corporate governance code for listed companies

On 3 November, the Spanish National Securities Market Commission ("CNMV") launched a public consultation on its proposal (the "Proposal") for a new Corporate Governance Code for Listed Companies (the "Code"). While the text is not yet final, we highlight the key proposed changes:

(i) **Listed companies will have to report on their compliance with the Code's recommendations, on a "comply or explain" basis, in their annual corporate governance reports (ACGR) for financial years ending on or after 31 December 2028.**

(ii) **The proposed Code sets out 18 principles relating to the board of directors, the general shareholders' meeting, stakeholders and other relevant matters. They are supported by 52 recommendations (12 fewer than in the current Code, as the Proposal removes some recommendations that listed companies already widely follow).**

(iii) **The Proposal introduces additional factors for assessing directors' independence, such as service as a director for more than nine [consecutive] years and receipt of payments from the company or its group over the preceding 36 months exceeding 35 % of the director's annual income. These factors do not automatically result in a loss of independence.**

(iv) **For IBEX 35 companies, the Proposal recommends separating the roles of chair and chief executive officer. If the chair retains executive duties, the ACGR should also explain why.**

(v) **The Proposal recommends appointing a lead independent director whenever the chair is not independent.**

Below, we outline the main propose changes, following the Proposal's new numbering. The full text is available in Spanish at this link. Written comments may be submitted until 15 December. The PDF below compares the current Code with the Proposal, focusing on recommendations with corresponding provisions in both texts:



Supplementary table.pdf

(A) DEFINITION OF THE CORPORATE INTEREST (RECOMMENDATION 1)

The Proposal incorporates the concept of "resilience" into the definition of the corporate interest, understood as running a business that delivers "adequate positive returns that are sustainable over the long term". It emphasises the need to promote shareholders' interests while taking other stakeholders' interests into account to foster long-term value creation.

(B) BOARD SELECTION AND COMPOSITION (RECOMMENDATIONS 2, 3 AND 4)

The Proposal removes the recommendation that the board should have between five and fifteen members. However, the board's composition should enable it to operate effectively, with no more executive directors than necessary.

Independent directors should make up at least half of the board. One third is sufficient, however, where the company is not an IBEX 35 constituent or where one or more shareholders acting in concert control more than 30 % of the share capital.

The Proposal removes the recommendations on the number of proprietary directors. However, principle 2 recognises that companies should consider the complexity of their corporate group when determining the composition of the board.

The director selection policy should balance individual suitability with diversity of experience, age, gender and knowledge, including knowledge of sustainability and digitalisation.

(C) ASSESSMENT OF INDEPENDENCE (RECOMMENDATIONS 5 AND 6)

A director's independence should be assessed on appointment or re-election and reassessed if circumstances change materially. If the nomination committee concludes that a director has lost their independent status, the board should no longer classify that director as independent.

The Proposal also identifies the following potential indicators that a director lacks independence: (i) the director has been employed within the group in the preceding five years; (ii) they have received payments from the group over the preceding 36 months exceeding 35% of their annual income (the calculation excludes their remuneration as a director, but the assessment should also consider whether that remuneration affects their independence); (iii) they have served as a director for more than nine consecutive years; (iv) they hold at least 1.5% of the company's share capital; and (v) for a significant period during the preceding three years, they have served as board secretary, executive director or senior manager at another company where the listed company's chair or any of its executive directors simultaneously held any of those roles. These indicators do not automatically mean that a director has lost their independence. The statutory independence criteria continue to apply.

For directors in office on when the new Code is approved, the Proposal provides for these circumstances to be taken into account from the beginning of the 2029 financial year.[1]

(D) REMOVAL OF INDEPENDENT DIRECTORS (RECOMMENDATION 11)

The Proposal advises the board, within the limits of its powers and capabilities, to seek to prevent the general shareholders' meeting from removing an independent director unless the proposed removal has been included in advance as an agenda item. In practice, however, the board may be unable to prevent a removal that was not included on the agenda.

[1] The text does not expressly state how the reference to the "2029 financial year" applies to companies whose financial year does not coincide with the calendar year.

(E) MEETINGS OF NON-EXECUTIVE DIRECTORS (RECOMMENDATION 15)

At least once a year, non-executive directors should: (i) meet, on the initiative of the lead independent director (if any), without the chair (even if the chair is non-executive) or any executive directors; and (ii) meet separately with the chair, without any executive directors present.

(F) BOARD CHAIR AND LEAD INDEPENDENT DIRECTOR (RECOMMENDATIONS 20 AND 22)

Recommendation 20 proposes separating the roles of board chair and chief executive officer at IBEX 35 companies. If the chair has executive duties, the ACGR should explain why.

Under the Proposal, IBEX 35 companies that have not yet separated the two roles should approve an implementation plan before 30 June 2028 and fully implement the recommendation before 30 June 2030.

Recommendation 22 proposes appointing a lead independent director whenever the chair is not independent, rather than only where the chair is an executive director, as currently required by law. It would also extend the lead independent director's duties to include convening, at least once a year, a meeting of all non-executive directors without the chair[2], and chairing the board in the absence of both the chair and the deputy chair.

(G) NOMINATION AND REMUNERATION COMMITTEE (RECOMMENDATION 30)

Recommendation 30 would remove the recommendation for large-cap companies to have separate nomination and remuneration committees at. Separation would remain voluntary or subject to sector-specific requirements.[3]

(H) REMUNERATION (RECOMMENDATIONS 36 AND 42)

For payments arising from the termination of a contract or the cessation of executive duties, the Proposal retains the recommended cap of twice the total annual remuneration accrued is retained. Amounts relating to savings or pension schemes and post-contractual non-compete agreements would be included in the calculation in certain circumstances[4]. Certain exceptions are provided for, although not worded with sufficient clarity, in relation to the inclusion of savings or pension schemes and non-compete clauses in this calculation.

For independent directors paid wholly or partly in shares that they must retain until leaving office, a new provision states that the cumulative value of those shares should not reach a level that could compromise their independence.

The company should not make payments until it has verified that the criteria or conditions for entitlement have been met.

(I) TECHNOLOGY, CYBERSECURITY AND AI (RECOMMENDATIONS 44 TO 46)

Technology, cybersecurity and artificial intelligence are a key focus of the Proposal. The board is advised to (i) oversee technological impacts, risks and opportunities; (ii) consider establishing a specialised committee; and (iii) promote cybersecurity training. The Proposal also recommends establishing of an AI governance model that preserves human involvement and directors' responsibility in decision-making.[5]

---

[2] Proposal: recommendations 20 to 22, principle 5. 2020 Code: recommendations 33 and 34 and the explanatory text accompanying principle 16.

[3] Proposal: recommendation 30. 2020 Code: recommendation 48.

[4] Proposal: recommendation 42. 2020 Code: recommendation 64.

[5] Proposal: recommendations 44 to 46 introduce new subject areas.

(J) ONLINE SHAREHOLDERS' MEETINGS (RECOMMENDATION 47)

The Proposal takes no position on whether shareholders' meetings should be held exclusively online. It does, however, recommend that shareholders of IBEX 35 companies be able to participate and contribute actively in meetings electronically.

(K) SIGNIFICANT VOTES AGAINST (RECOMMENDATION 48)

The board should analyse why shareholders voted against an agenda item at a shareholders' meeting where it considers the number of votes against significant and, in any event, where votes against exceed 20 % of the votes cast. It should also report publicly on the steps taken to consult shareholders, the views received and any measures taken or envisaged, as applicable.

(L) REMOVED RECOMMENDATIONS AND APPLICATION DATE

The Proposal reduces the number of recommendations from 64 to 52 by deleting, reordering and consolidating some of them. Some provisions on share issues excluding pre-emption rights, publication of reports, the conduct of shareholders' meetings, board composition and attendance, the operation of board committees and remuneration no longer appear as specific recommendations. Their removal does not necessarily mean that their substance has been lost: in some cases, it is retained in general principles or other provisions.

The Proposal retains the "comply or explain" approach. Companies will report on compliance in their ACGR for financial years ending on or after 31 December 2028, except in respect of recommendations 6 and 20.

URÍA
MENÉNDEZ

CONTACT LAWYERS



Gabriel Núñez Fernández
+34 915860360
gabriel.nunez@uria.com



Carlos Paredes Galego
+34 915860342
carlos.paredes@uria.com



Javier Redonet Sánchez del Campo
+34 915860108
javier.redonet@uria.com



Alfonso Ventoso del Rincón
+34 915860180
alfonso.ventoso@uria.com



Enrique Nieto Brackelmanns
+34 915870909
enrique.nieto@uria.com



María Vidal-Pardo del Río
+34 915870848
maria.vidal-pardo@uria.com

The information contained in this publication is general in nature and does not constitute legal advice.