



APPOINTMENT AND REMUNERATION COMMITTEE

COMPOSITION:

CHAIRMAN

Mr. Luis Javier Rodriguez Garcia

- Category of Director: Independent.
- Date of appointment as Director: 29th April 2020.
- Expiration Date of appointment as Director: 29th April 2025.
- Date of appointment as Chairman of this Committee: 29th May 2019.
- Member of the of the Transformation Committee of Banco Inversis, S.A.
- Commercial Law Professor with a degree in Economics&Business Administration.
- He has spent his entire professional life at the Bank of Spain, until his retirement in 2008, where he was Inspector of Credit Institutions since 1976 and Chief of Staff of the General Directorate of Supervision since 1985.
- Until his retirement at the issuing bank, he was member representing the Bank of Spain's Banking Supervision Committee of the European Central Bank, the International Liaison Group of the Committee on Banking Supervision and Audit Committee of the Institute of Accounting and Auditing Accounts Spain.
- He has been a member of the Institute of Chartered Accountants of Spain.
- He does not belong to the Board of Directors of any listed company in Spain or abroad.

MEMBERS

Ms. Eva M^a Fernández Góngora

- Category of Director: Dominical.
- Date of appointment: 10 September 2019.
- Expiration Date: 10 September 2024.
- Member of the Joint Audit and Risk Committee of Banco Inversis, S.A.
- Economics&Business Administration Degree from the Universidad Autonoma of Madrid.
- With 28 years of professional experience, she has developed most part of her career in the financial sector, specifically, in American Express, focusing her area of activity in the Financial Area (as Financial Director and Controller), as well as in the Operational Risks, Regulatory Compliance and Corporate Governance Areas. She has spent most of her career abroad in countries such as United Kingdom (London) and United States (New York) as well as in Spain.



Mr. John Siska Goytre

- Category of Director: Independent.
- Date of appointment: 29 January 2020.
- Expiration date: 29 January 2025.
- Member of the Joint Audit and Risk Committee Banco Inversis, S.A.
- Degree in Economics&Business Administration from Universidad Pontificia de Comillas (ICADE).
- Chartered Financial Analyst (CFA).
- Master of Science in Finance from the University of Illinois.
- He began his professional career in 1982, developing much of it abroad (Mexico, Chicago and London) and in Spain. He has held various management positions in financial institutions, specifically in Continental Bank, First Chicago, Santander Asset Management, ABN AMRO Equities and Instinet. Since 2004, he has been providing advisory services to institutional and high-net-worth clients.

FUNCTIONS:

1. Identify and recommend, with a view to approval by the Board of Directors or the General Meeting, candidates for filling vacancies of the Board.
2. Evaluate the balance of knowledge, skills, diversity and experience of the Board of Directors and prepare a description of the roles and capabilities required for a particular appointment, evaluating the time commitment expected for job performance.
3. Evaluate periodically, and at least once a year, structure, size, composition and performance of the Board of Directors, making recommendations thereon, regarding possible changes.
4. Evaluate periodically, and at least once a year, the suitability of several members of the Board of Directors and the latter as a whole and inform the Board accordingly.
5. Periodically review the policy of the Board of Directors in the selection and appointment of senior management members and may formulate recommendations.
6. Set a goal of representation for gender less represented by the Board of Directors and develop guidance on how to increase the number of under- represented gender in order to achieve that objective.
7. Preparation of decisions regarding remuneration, including those that have implications for risk and risk management of the entity, to be adopted by the Board of Directors, and in particular to inform the general policy of remuneration of the Board members and managing directors or similar, as well as individual remuneration and other contractual conditions of the members of the Board of Directors who perform executive functions, to ensure their compliance. In making the decision, the Committee shall take into account



the long-term interests of shareholders, investors and other stakeholders in the Entity as well as public interest.

8. Previously report related transactions to be submitted for approval by the Board of Directors.
9. Any others attributed the laws and Regulations of the Board of Directors.