



# APPOINTMENT AND REMUNERATION COMMITTEE

## COMPOSITION:

### CHAIRMAN

*Mr. Luis Javier Rodriguez Garcia*

- Category of Director: Independent.
- Date of appointment: 29<sup>th</sup> April 2020.
- Expiration Date: 29<sup>th</sup> April 2025.
- Chairman of the Appointments and Remuneration Committee, Member of the Transformation Committee and Coordinating Director of Banco Inversis, S.A.
- Commercial Law Professor with a degree in Economics&Business Administration.
- He has spent his entire professional life at the Banco de España, 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

*Mrs. Eva M<sup>a</sup> Fernández Góngora*

- Category of Director: Dominical.
- Date of appointment: 10<sup>th</sup> September 2019.
- Expiration Date: 10<sup>th</sup> September 2024.
- Member of the Joint Audit and Risk Committee of Banco Inversis, S.A. and Member of the Appointments and Remuneration Committee of Banco Inversis, S.A.
- Economics&Business Administration Degree from the Universidad Autónoma de 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.



### *Ms. María Araceli García Cuartango*

- Category of Director: Independent.
- Date of appointment: 3<sup>rd</sup> April 2020.
- Expiration date: 3<sup>rd</sup> April 2025.
- Chairman of the Transformation Committee and Member of the Appointments and Remuneration Committee of Banco Inversis, S.A.
- Telecommunications Engineer from the Universidad Politécnica de Madrid
- PDD Management Development Program by IESE Business School Madrid.
- She began her professional career in 1989 as an engineer at Inisel, S.A. and Ericsson España, until She joined Vodafone España in 1995, where She has developed a large part of her professional career in various positions, including Director of Technology and Networks and Director of Information Systems. In 2012 She joined Telefónica Global where She held the position of Global Director of Operations, later moving to Telefónica de España as Head of Infrastructure Operations, Data Centre and Cloud Services until 2016. She is currently Director of an IT Global Area of the IAG GBS Group, where she has held several management positions, and Academic Director of the Master's Degree in Computer Science and Business Technology at IE Instituto de Empresa of Madrid.

### *Ms. Idoia Maguregui Villalain*

- Category of Director: Independent.
- Date of appointment: 10<sup>th</sup> February 2022.
- Expiration date: 10<sup>th</sup> February 2027.
- Member of the Joint Audit and Risk Committee Banco Inversis, S.A. and Member of the Appointments and Remuneration Committee of Banco Inversis, S.A.
- Computer Science Degree from the Universidad de Deusto.
- Senior Executive Program from Columbia University and IE & CHICAGO UNIVERSITY.
- Sustainability Program for Women Executives by WBCSD - ESADE & YALE UNIVERSITY.
- She began her professional career in 1987 as a Consultant at SEMA GROUP, until She joined BANKINTER in 1988 where She has spent a large part of her professional career holding several positions including Deputy General Manager, Internal Audit Manager, Human Resources Manager, CIO, General Manager and Board Member of Gneis Global Services. In 2011 She joined NOVAGALICIA BANCO where She held the position of General Manager of Media and Director of Banco Gallego. Since 2014 and until her incorporation to Banco Inversis, She has been Deputy General Manager of Media and member of the Management Committee of SAREB, Sociedad de Gestión de Activos Procedentes de la Reestructuración Bancaria. She is currently Director of Corporate Resources at Sygris (Cambridge Business Initiatives S.L.).

## **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.