

**REGULATIONS OF THE BOARD OF DIRECTORS OF
“CAIXABANK PAYMENTS & CONSUMER, E.F.C. E.P., S.A.U.”**

CHAPTER I

PRELIMINARY

ARTICLE 1 - PURPOSE

1. These Regulations are approved by the Board of Directors of CaixaBank Payments & Consumer, E.F.C. E.P., S.A.U. (hereinafter, the **Company**) in order to determine the principles of action of the Board, as well as the basic rules of its organisation and operation and the rules of conduct of its members. It also applies to its delegated bodies and its internal Committees, as well as their members.
2. These Regulations develop and complete the regulatory rules that govern the Board of Directors set forth in the Company's By-laws. They will be interpreted in accordance with the applicable laws and by-laws.

CHAPTER II

DUTIES OF THE Board of Directors

ARTICLE 2 - FUNCTIONS OF THE BOARD OF DIRECTORS

1. Apart from those issues reserved by Law or the By-Laws to the General Meetings, the Board of Directors is the Company's highest decision-making body, with the power to pass resolutions with regard to any matter and shall be granted the broadest powers and faculties to manage and represent the Company.
2. The Board of Directors will define a corporate governance system to guarantee a healthy and prudent management of the Company, including proper distribution of duties in terms of organisation and prevention of conflicts of interest, supervising the application of this system and regularly checking and assessing its effectiveness, taking appropriate measures where applicable to resolve any deficiencies.
3. In particular, and notwithstanding the powers that are reserved in full to the Board of Directors by Law, the By-laws or these Regulations, the following functions of the Board of Directors will be non-delegable, their approval corresponding to the Board of Directors as a plenary body, notwithstanding the effect of the conferred delegations and powers before third parties:
 - (i) Its own organisation and functioning and particularly the approval and amendment of its own Regulations.
 - (ii) The supervision of the effective operation of the Committees it has formed and of the actions of the delegated bodies.
 - (iii) The effective supervision of the senior management and of the directors appointed.

- (iv) The preparation of the financial statements and their presentation to the General Meeting.
- (v) The preparation of any type of report required by Law of the Board of Directors when the operation to which it refers cannot be delegated.
- (vi) The appointment and removal, where appropriate, of the Directors or Chief Executive Officers of the Company, as well as the establishment of their contractual conditions.
- (vii) The appointment and removal of the directors that would have reported directly to the Board of Directors or any of its members, as well as the establishment of the basic conditions of their contracts, including remuneration.
- (viii) The decisions relating to the remuneration of the Directors, within the statutory framework and, where applicable, the remuneration policy approved by the General Meeting.
- (ix) The authorisation or exemption from obligations arising from the duty of loyalty of the Directors by virtue of the provisions of the Law.
- (x) The call for the Annual General Meeting and the preparation of the agenda and draft resolutions.
- (xi) The powers that the General Meeting has delegated to the Board of Directors, unless expressly authorised by the General Meeting to sub-delegate them.
- (xii) The determination of the general policies and strategies of the Company and, particularly, the policy related to treasury shares.
- (xiii) Monitoring, control and periodic evaluation of the corporate governance system efficiency and the adoption of adequate measures to resolve its deficiencies, if any.
- (xiv) The responsibility of the Company administration and management, the approval and monitoring of the strategic or business plan, as well as the application of strategic and management objectives, and its risk and internal governance strategy.
- (xv) Guarantee the integrity of the accounting and financial information systems, including the financial and operational control and compliance with applicable legislation.
- (xvi) Supervision of information reporting processes and the communications derived from its status as a financial credit institution and payment institution.
- (xvii) Supervision of internal information and control systems.
- (xviii) Approval, subject to a report from the Audit Committee, of the creation or acquisition of shares in special purpose vehicles or entities domiciled in countries or territories considered tax havens.

- (xix) The approval, subject to a report from the Audit Committee, of transactions that the Company carries out with its parent company or other companies of the Group subject to conflict of interest, in accordance with the provisions of article 29 of these Regulations, except in cases where such competence is legally attributed to the General Meeting.

CHAPTER III COMPOSITION AND STRUCTURE OF THE BOARD

SECTION I THE BOARD OF DIRECTORS

ARTICLE 3 – COMPOSITION

1. The overall composition of the Board of Directors must include the competencies, knowledge and experience required for the governance of financial institutions to adequately understand the activities of the Company, including the main risks faced and to ensure the effective capacity of the Board of Directors to take autonomous and independent decisions to the benefit of the company and fulfil the suitability requirements set out in applicable regulations.
2. The Board of Directors will strive to ensure the compliance with the rules of incompatibilities established in the applicable regulation.
3. The Board of Directors will be composed of the number of Directors determined by the General Meeting, within the limits set in the Company's By-laws.
4. The Board will propose to the General Meeting the number of Directors that, in accordance with the Company's changing circumstances, is most appropriate to ensure the due representativeness and proper functioning of the Board.
5. The natural person appointed to permanently discharge the duties inherent in the post of a legal entity Director must fulfil the legal requirements established for the Directors, and will be subject to the same duties and shall be jointly and severally accountable with the legal entity Director.

ARTICLE 4 - CHAIRMAN OF THE BOARD OF DIRECTORS

1. The Chairman of the Board of Directors shall be elected from among its members and shall have the powers provided in Law, the Company's By-laws, these Regulations and those which, where applicable, are entrusted thereto by the Board itself.
2. The Chairman, who has the maximum responsibility for the effective functioning of the Board of Directors, fostering the development of its competences and the coordination with its Committees for the better fulfilment of their duties, and will have, inter alia, the following powers, without prejudice to those of the authorisations and delegations which, where applicable, have been established:
 - (i) Represent the Company institutionally, without prejudice to the duties attributed in this area to the Board of Directors.
 - (ii) Call meetings, set the agenda and chair the sessions of the Board of Directors, directing the discussions and deliberations. He may also enact any agreements by this body, with no need for any special delegation.

- (iii) Ensure that the Directors receive in advance sufficient information to deliberate the items on the agenda and to stimulate the debate and active participation of the Directors during the sessions, safeguarding their right to freely adopt positions, thus ensuring that differing points of view are considered in the process for adopting resolutions. He shall likewise ensure that the strategic matters are prioritised.
 - (iv) Contribute to ensuring an efficient flow of information between the Board and its Committees as well as within the Board itself.
 - (v) He holds the casting vote in the event of a tie during meetings of the Board of Directors over which he presides.
 - (vi) Act on behalf of the Company vis-à-vis corporate bodies and other bodies in the sector, pursuant to the provisions of the By-laws.
 - (vii) Authorise the minutes, certifications and other documents concerning resolutions by the General Meeting, the Board of Directors and, where applicable, any Committees he chairs, and act on behalf of the Company to implement such resolutions vis-à-vis regulatory bodies, notwithstanding attributions to other bodies.
 - (viii) Be responsible for the official signature of the Company, and thus sign on behalf of the Company, following any agreements that are necessary for legal or statutory reasons, contracts, accords or other legal instruments with public administrations and other entities.
 - (ix) Ensure compliance with current legal stipulations, the precepts of these By-laws and of the Regulations and agreements of the collegiate bodies over which he presides.
 - (x) Officially represent the Company vis-à-vis authorities, entities and third-party Spanish or foreign bodies. He may delegate this representative function to other members of the Board, where appropriate, to the Chief Executive Officer, or to a member of the Company's management staff.
3. The Board must elect from among its members a Chairman and one or more Deputy Chairmen, unless appointed directly by the General Meeting. If due to illness or any other cause the Chairman is absent, he shall be automatically substituted by the first Deputy Chairman, and, as appropriate, by the next Deputy Chairman in order of seniority, or, failing this, by a director appointed by the Board itself.

ARTICLE 5 - THE SECRETARY TO THE BOARD OF DIRECTORS

1. The Board of Directors will elect a Secretary, with any member of the Board of Directors or a person unrelated to it who has the capacity to perform the duties inherent in said position being appointed.

If the Secretary to the Board of Directors is not a Director, he will have the right to speak but not to vote.

2. The Secretary to the Board of Directors will assist the Chairman with his work and, in particular, will (i) process the call to meeting of the Board, following the instructions of the Chairman; (ii) keep the documentation of the Board of Directors, record in the books of minutes the development of the meetings and attest to its content and the resolutions passed; (iii) ensure that the actions of the Board of Directors adapt to the applicable regulations and comply with the By-laws and other internal regulations; and (iv) assist the Chairman in order for the Directors to receive the significant information to exercise their duty sufficiently in advance and in the proper manner.
3. The Board of Directors will appoint a Deputy Secretary, who does not need to be a Director, to assist the Secretary to the Board of Directors or substitute the former if not present, such as in the cases of vacancy, absence or impossibility to perform said function, and should the Deputy Secretary not be present, this function shall be carried out by the youngest member of the Board of Directors.

ARTICLE 6 – DELEGATION OF POWERS. COMMITTEES OF THE BOARD OF DIRECTORS

1. Pursuant to the Company's By-laws, and without prejudice to the powers delegated individually to the Chairman or any other Director, the Board of Directors may establish an Executive Committee vested with decision-making powers expressly conferred by the Board and shall act in the manner and form established by said body.
2. The Board of Directors shall establish an Audit Committee, a Risks Committee, an Appointments, Remuneration and Sustainability Committee and an Innovation, Technology and Digital Transformation Committee with the powers granted to them by law, the By-laws and these Regulations. In any event, the Board of Directors will make its best efforts to ensure that the Committees are not identical and shall similarly consider the occasional rotation of the Chairmen and their members.
3. Except as set forth in law, in the By-laws and in these Regulations, the Committees may be self-governing. Matters not specifically provided for will be governed by the rules of procedure stipulated in the By-laws and these Regulations regarding the Board, provided that said rules are consistent with the nature and function of the corresponding Committee.
4. In addition, the Board may establish other Committees with consultative or advisory functions, and these Committees may, nevertheless, be exceptionally given decision-making powers.

SECTION II THE EXECUTIVE COMMITTEE

ARTICLE 7 - COMPOSITION, DUTIES AND FUNCTIONING

1. The Board of Directors may appoint, from among its members, an Executive Committee, on which the Chairman and the Chief Executive Officer, if any, will sit.
2. In the case that the Board of Directors creates an Executive Committee, it will establish its composition and determine the rules of its functioning. This Committee shall comprise a minimum of three and a maximum of nine Directors.
3. The powers of the Executive Committee will be those that, in each case, are delegated by the Board, with the limitations set forth in the Law, in the Company's By-laws and in these Regulations.

4. The Executive Committee will meet as often as it is called by its Chairman or whoever replaces him in his absence, as occurs in the event of vacancy, leave, or incapacity, and will be validly assembled when the majority of its members attend the meeting, either personally or by representation.
5. The appointment of members of the Executive Committee and the permanent delegation of powers from the Board on the same will require the favourable vote of at least two thirds of the members of the Board of Directors.
6. The Executive Committee will inform the Board of the main matters it addressed and the decisions taken at its meetings.
7. The Chairman and Secretary of the Board of Directors will also be the Chairman and Secretary of the Executive Committee.
8. The resolutions of the Executive Committee will be adopted by the majority vote in favour of the members attending the meeting in person or represented by proxy and will be validated and binding without the need for later ratification by the full Board of Directors.

SECTION II THE AUDIT COMMITTEE

ARTICLE 8 - COMPOSITION, DUTIES AND FUNCTIONING

1. The Audit Committee will be composed exclusively of non-executive directors, in the number that is determined by the Board of Directors, subject to a minimum of three (3) and a maximum of five (5). The majority of the members of the Audit Committee will be independent Directors, and one (1) of them will be appointed on the basis of knowledge and experience of accounting or auditing, or both. All efforts will be made to ensure that the knowledge and experience of accounting, auditing, finance, internal control, risk management and information technologies is taken into account when appointing the members of the Audit Committee.
2. The Audit Committee shall appoint a Chairman from among its independent directors. The Chairman must be replaced every four (4) years and may be re-elected once a period of one (1) year has transpired since their departure. The Chairman of the Audit Committee shall act as its spokesperson at meetings of the Board of Directors and, as the case may be, at the Bank's Annual General Meeting. He shall also appoint a Secretary and may appoint a Deputy Secretary, neither of whom need be a committee member. In the event that such appointments are not made, they shall be taken up by those holding such positions on the Board.
3. In the performance and exercise of its duties, the Audit Committee shall take into account the principles and criteria established in Technical Guide 3/2017 on audit committees of the National Securities Market Commission of 27 June 2017, without prejudice to their adaptation to the particular circumstances and characteristics of the Company. Notwithstanding any other task which may be assigned thereto from time to time by the Board of Directors, the Audit Committee shall exercise the following basic functions:

With regard to the supervision of financial information

- a) Report to the Annual General Meeting about matters raised that are within its remit and, in particular, on the result of the audit, explaining how this has contributed to the integrity of the financial information and the Audit Committee's role in this process.
- b) Oversee the process for preparing and submitting regular prescriptive financial information.
- c) Report in advance to the Board of Directors on the financial and related non-financial information that the Company must periodically publish.

With regard to the supervision of internal control and internal audit

- d) Supervise the efficiency of the Company's internal control and internal audit, as well as discuss with the auditor any significant weaknesses in the internal control system detected during the audit, all this without compromising the auditor's independence, reaching a conclusion on the confidence level and reliability of the system. For such purposes, and where appropriate, it may submit recommendations or proposals to the Board of Directors and set a deadline for their follow-up.
- e) Adequately monitor the development of the Annual Audit Plan, ensuring that it focuses on the company's most significant risks.
- f) Annually evaluate the functioning of the internal audit unit, where appropriate, as well as the performance of its duties by the head of the unit, for which purpose the opinion of the Executive Division may be sought.

With regard to the auditor

- g) submit before the Board of Directors the proposals for the selection, appointment, reappointment and removal of the auditor, taking responsibility for the selection process pursuant to the provisions of the regulations applicable to the Company, and the terms of engagement and to such effect, the Audit Committee shall, observing the principles and criteria established in the parent company:
 - 1º. Define the procedure for selecting the statutory auditor; and
 - 2º. Issue a reasoned proposal that will contain at least two alternatives for the selection of the auditor, except in the case of the reappointment of the same auditor.
- h) Regularly obtain information from the statutory auditor on the audit plan and its implementation, and preserve the auditor's independence in the performance of its duties.
- i) Establish the appropriate relationships with the statutory auditor in order to receive information on those matters that may pose a threat to its independence, in particular any discrepancies that may arise between the statutory auditor and the Company's management, for examination by the Audit Committee, and any others related to the process of auditing the accounts and, where appropriate, the authorisation of services other than those prohibited, under the terms contemplated in the applicable regulations in relation to the rules governing independence, as well as those other communications provided for in the legislation on the auditing of accounts and in the auditing standards.

In any event, on an annual basis, the Committee must receive from the external auditors a declaration of their independence with regard to the Companies or entities related to it, either directly or indirectly, in addition to detailed and individualised information on additional services of any kind rendered to these entities and the corresponding fees received by the aforementioned auditors or persons or entities related to them as stipulated by auditing legislation.

- j) Issue on an annual basis, prior to each audit report, a report with an opinion on whether the independence of the auditors has been compromised. This report must set out the reasoned evaluation of the provision of each and every one of the additional services referred to in the preceding paragraph, individually and collectively considered, different from the legal audit and related to the rules of independence or to the regulatory audit regulations.
- k) Carry out a final evaluation of the auditor's performance, and how this has contributed to the quality of the audit and the integrity of the financial information.

Other duties:

- l) Previously report to the Board of Directors on all matters provided for by Law and in the Company's By-laws and in the Regulations of the Board of Directors, and in particular, on the creation or acquisition of stakes in special purpose entities domiciled in countries or territories considered to be tax havens.
 - m) Supervise compliance with the regulations regarding transactions entered into by the Company or its parent company or other Group companies subject to conflicts of interest, in accordance with the provisions of Article 29 of these Regulations and, in particular, previously inform the Board of Directors or, as the case may be, the General Meeting, of such operations and of transactions that entail or may entail conflicts of interest and, in general, of the matters contemplated in Chapter VIII of these Regulations.
 - n) Determining the most desirable profile for candidates of the various committees other than the Appointments, Remuneration and Sustainability Committee, based on their knowledge, aptitudes and experience, and presenting to the Board its proposed appointments to committees other than the Appointments, Remuneration and Sustainability Committee itself.
 - o) Select and appoint the external expert required by the Law on the Anti-Money Laundering and Counter Terrorist Financing.
4. The Audit Committee shall meet as often as necessary for the performance of its duties. The Audit Committee shall also meet to review the mandatory financial information, if any, to be submitted to the authorities. With regard to this aspect, the internal auditor shall be present at the meetings of the Audit Committee and, should it issue any kind of review report, the statutory auditor. The statutory auditor shall not, however, be present at the decision-making part of the meeting when the Audit Committee is called upon to take the relevant decisions. The Audit Committee and the Risks Committee may hold joint meetings to discuss matters of interest to both Committees.
5. It shall be convened by the Chairman of the Audit Committee, either on his own initiative, or at the request of the Chairman of the Board of Directors or of two (2) members of the Audit Committee itself. The meeting notices shall be sent out by letter, e-mail, or by any other means providing proof of receipt. The Secretary shall be responsible for convening the meeting and for filing the minutes and documents submitted to the Audit Committee.

6. It shall be deemed quorate when a majority of its members are present in person or represented by proxy. Resolutions shall be adopted by a majority of the members present or represented, and minutes shall be taken of the resolutions adopted at each meeting, which shall be reported to the plenary session of the Board. The minutes of the Audit Committee shall be available to all members of the Board at the Secretariat of the Board.
7. The Audit Committee may convene any of the members of the management or staff of the Company, as well as request the attendance of other persons at its meetings at the invitation of the Chairman of the Audit Committee. The presence of persons other than the members of the Audit Committee at its meetings shall in any case only take place to the extent justified by the matter in question and only to deal with those specific items on the agenda for which they have been summoned.
8. In the performance of its task, the Audit Committee will, insofar as is possible and in a continuous manner, take into account the need to ensure that the decision-making of the Board of Directors is not dominated by an individual or small group of individuals in such a manner that the interests of the Company as a whole are jeopardised.
9. The Audit Committee must set up an effective channel of communication to ensure regular contact with its spokespersons and representatives, which will normally be the Audit Committee's Chairman, the Company's management, especially the financial department; the head of internal audit; and the main auditor responsible for auditing the accounts. The Audit Committee and the external auditor must maintain permanent two-way dialogue in accordance with applicable regulations governing financial auditing activity and their relationship must not compromise the auditor's independence or its effectiveness at conducting the audit or the effectiveness of the procedures used to conduct the audit.
10. The Audit Committee shall establish an annual work plan to address and set out its main activities during the year.

It shall also draw up an annual report on its operation during the financial year, which shall include at least the following information: (i) regulations of the Committee; (ii) composition of the Committee during the year; (iii) meetings held during the year, identifying those attended by the internal auditor and the external auditor, and the number of attendees, including, where appropriate, any guests that may have attended; (iv) significant activities carried out during the period, reporting on those that have been carried out with the collaboration of external experts; (v) evaluation of the functioning and performance of the Committee; (vi) information on the Committee's opinion regarding the independence of the auditor; (vii) information on what practical guidelines on Audit Committees it is following, if any, and to what extent; (viii) conclusions; and (ix) date on which the Committee drafted the report and the date of its approval by the Board.

11. The Audit Committee shall have adequate, timely and sufficient access to any information or documentation available to the Company and may arrange and receive advice from external experts when it deems this necessary in order to perform its duties.
12. The Audit Committee may have a regular training plan to ensure that the members of the Committee are kept up to date. A welcome programme will also be offered to its new members.
13. The Company shall provide the Audit Committee with sufficient resources for it to fulfil its duties. The need for resources must be channelled through the Secretary to the Board of Directors.

14. Where not specifically provided for, the provisions of the Audit Committee itself shall apply, and the rules of operation established by the By-laws or by these Regulations in relation to the Board of Directors shall be applicable on a supplementary basis and insofar as their nature and functions make this possible.

SECTION IV THE RISKS COMMITTEE

ARTICLE 9 - COMPOSITION, DUTIES AND FUNCTIONING

1. The Risks Committee will be composed exclusively of non-executive directors, in the number that is determined by the Board of Directors, subject to a minimum of three (3) and a maximum of five (5). The majority of the members of the Risks Committee will be independent directors and should possess the appropriate knowledge, skills and experience to fully understand and control the Company's risk strategy and risk appetite.
2. The Risks Committee shall appoint a Chairman from among its independent directors. The Chairman of the Risks Committee shall act as its spokesperson at meetings of the Board of Directors and, as the case may be, at the Bank's Annual General Meeting. He shall also appoint a Secretary and may appoint a Deputy Secretary, neither of whom need be a committee member. In the event that such appointments are not made, they shall be taken up by those holding such positions on the Board.
3. Notwithstanding any other task which may be assigned thereto from time to time by the Board of Directors, the Risks Committee shall exercise the following basic functions:
 - a) Advising the Board of Directors on the Bank's overall susceptibility to risk, current and future, and its strategy in this area, reporting on the Risk Appetite Framework, assisting in monitoring the implementation of this strategy, ensuring that the Group's actions are consistent with the level of risk tolerance previously agreed and seeing to it that actual risk exposure falls within the limits of the established risk profile.
 - b) With regard to the supervision of management and control of risks:
 - i. Oversee the efficiency of the risk management systems. Where appropriate, it may submit recommendations or proposals to the Board of Directors and the corresponding deadline for their follow-up
 - ii. Re-evaluate the list of the most significant financial and non-financial risks at least annually and assess their level of tolerance, and propose any adjustments to the Board.
 - iii. Hold a meeting with the senior heads of the business units during which these shall explain the trends of the business and the associated risks at least once a year and whenever the risk profile of the Company significantly changes.
 - c) Advise the Board of Directors on the definition and assessment of the risk policies affecting the Company, which shall identify, in particular:
 - i. The different types of risk (operational, technological, financial, legal, reputational, etc.) that the Company faces, including financial or economic risks such as contingent liabilities and other off-balance sheet risks
 - ii. The internal reporting and control systems to be used to control and manage those risks.

- iii. The determination of the level of risk the Company deems acceptable.
 - iv. The measures in place to mitigate the impact of identified risks should they materialise.
- d) Provide assistance to the Board of Directors in its supervisory role in overseeing the implementation of the Company's risk strategy and the corresponding limits set.
 - e) Monitor the execution of capital and liquidity management strategies, as well as all the other relevant risks of an institution, such as market, credit, operational (including technology), reputational and legal risks, in order to assess their adequacy with the approved strategy and risk appetite.
 - f) Ensure that the pricing policy of the assets and liabilities offered to customers fully considers the Company's business model and risk strategy. Otherwise, the Risks Committee will submit to the Board of Directors a plan to rectify it.
 - g) Be aware of and assess the risks arising from the macroeconomic environment and the economic cycles in which the Company's activities are carried out. Regularly review exposures with its main customers and business sectors, as well as broken down by geographic area and type of risk.
 - h) Determine, with the Board of Directors, the nature, quantity, format and frequency of the information concerning risks that the Board of Directors should receive and establishing what the Risks Committee should receive. The Risks Committee shall in particular receive regular information from the head of the risk function.
 - i) Monitor the effectiveness of the risk function and, in particular:
 - i. Ensure the independence and effectiveness of the risk function.
 - ii. Ensure that the risk function has the necessary material and human resources to perform its work.
 - iii. Receive regular information on its activities, including any identified weaknesses and breaches of established risk limits.
 - iv. Assess the risk function and the performance of the head of the risk function on an annual basis.
 - j) Assess the legal and conduct risk, understood as the management of the risk of legal or regulatory sanctions and also the financial, material or reputational loss that the Company may suffer as a result of non-compliance with laws, regulations, regulatory standards and codes of conduct, by identifying any risk of non-compliance and monitoring and examining possible deficiencies with the principles of professional ethics.
 - k) Collaborate with the Appointments, Remuneration and Sustainability Committee in establishing rational remuneration policies and practices. Notwithstanding the duties of the Appointments, Remuneration and Sustainability Committee, the Risks Committee will examine whether the incentives policy anticipated in the remuneration systems take into account the risk, capital, liquidity and the probability and timing of the benefits.

- l) Be informed about new products and services or significant changes to the most relevant existing ones, with the aim of determining and reporting, where appropriate, on:
 - i. The risks facing the Company from their issue and their commercialisation on the market, as well as from significant changes in existing ones.
 - ii. The internal reporting and control systems used to control and manage those risks.
 - iii. Corrective measures to limit the impact of the identified risks, should they materialise; and
 - iv. The means and the appropriate channels for their commercialisation in order to minimise any reputational risks and mis-marketing.
 - m) Analyse a range of possible scenarios, including stress scenarios, to assess how the Company's risk profile would react to external and internal events, assessing the results of these and analysing the measures proposed by the risk function as a consequence of these results.
 - n) Oversee the functioning of the whistleblowing channel for reporting irregularities of potential significance, especially of a financial or accounting nature, which are observed within the Company.
 - o) Provide support and advice to the Board of Directors in relation to supervisors and regulators.
 - p) Follow regulatory proposals and regulatory developments that may be applicable.
 - q) Participate in proposing the appointment or dismissal of the heads of the risk and compliance functions, as well as validate their performance objectives.
4. The Risks Committee shall meet as often as necessary for the performance of its duties. The Risks Committee and the Audit Committee may hold joint meetings to discuss matters of interest to both committees.
 5. It shall be convened by the Chairman of the Risks Committee, either on his own initiative, or at the request of the Chairman of the Board of Directors or of two (2) members of the Risks Committee itself. The meeting notices shall be sent out by letter, e-mail, or by any other means providing proof of receipt. The Secretary shall be responsible for convening the meeting and for filing the minutes and documents submitted to the Risks Committee.
 6. It shall be deemed quorate when a majority of its members are present in person or represented by proxy. Resolutions shall be adopted by a majority of the members present or represented, and minutes shall be taken of the resolutions adopted at each meeting, which shall be reported to the plenary session of the Board. The minutes of the Risks Committee shall be available to all members of the Board at the Secretariat of the Board.
 7. The Risks Committee may convene any of the members of the management or staff of the Company, as well as request the attendance of other persons at its meetings at the invitation of the Chairman of the Risks Committee. The presence of persons other than the members of the Risks Committee at its meetings shall in any case only take place to the extent justified by the matter in question and only to deal with those specific items on the agenda for which they have been summoned.

8. In the performance of its task, the Risks Committee will, insofar as is possible and in a continuous manner, take into account the need to ensure that the decision-making of the Board of Directors is not dominated by an individual or small group of individuals in such a manner that the interests of the Company as a whole are jeopardised.
9. The Risks Committee shall establish an annual work plan to address and set out its main activities during the year.
10. The Risks Committee shall have adequate, timely and sufficient access to any information or documentation available to the Company and may arrange and receive advice from external experts when it deems this necessary in order to perform its duties.
11. The Risks Committee may have a regular training plan to ensure that the members of the Committee are kept up to date. A welcome programme will also be offered to its new members.
12. The Company shall provide the Risks Committee with sufficient resources for it to fulfil its duties. The need for resources must be channelled through the Secretary to the Board of Directors.
13. Where not specifically provided for, the provisions of the Risks Committee itself shall apply, and the rules of operation established by the By-laws or by these Regulations in relation to the Board of Directors shall be applicable on a supplementary basis and insofar as their nature and functions make this possible.

SECTION V THE APPOINTMENTS, REMUNERATION AND SUSTAINABILITY COMMITTEE

ARTICLE 10 - COMPOSITION, DUTIES AND FUNCTIONING

1. a) The Appointments, Remuneration and Sustainability Committee will be exclusively formed by non-executive Director in the number determined by the Board of Directors, comprising a minimum of three (3) and maximum of five (5) members. At least one third of the members of the Appointments, Remuneration and Sustainability Committee shall be independent directors, and the Appointments, Remuneration and Sustainability Committee shall ensure that, as a whole, it has the knowledge and experience in corporate governance, analysis and strategic evaluation of human resources, selection and suitability of directors and executives, performance of senior management functions and design of remuneration policies and plans for directors and senior executives.
2. The Chairman of the Appointments, Remuneration and Sustainability Committee shall be appointed from among the independent Directors. The Chairman of the Appointments, Remuneration and Sustainability Committee shall act as its spokesperson at meetings of the Board of Directors and, as the case may be, at the Bank's Annual General Meeting. He shall also appoint a Secretary and may appoint a Deputy Secretary, neither of whom need be a committee member. In the event that such appointments are not made, they shall be taken up by those holding such positions on the Board.
3. Notwithstanding any other task which may be assigned to it from time to time by the Board of Directors, the Appointments, Remuneration and Sustainability Committee shall exercise the following basic functions:

- a) Evaluate and propose to the Board of Directors the assessment of the skills, knowledge and experience required of the Board of Directors and key personnel of the Company.
- b) Submit to the Board of Directors the proposals for the appointment of the independent Directors to be appointed by co-option or for submission to the decision of the Annual General Meeting, as well as the proposals for the reappointment or removal of such Directors by the Annual General Meeting and report on the proposals for appointment, re-appointment or removal of the remaining Directors. The corresponding proposals for the appointment of members to the specialised Committees will also be submitted before the Board.
- c) Analyse the other occupations of each director of the Company, taking into account the dedication required by the Board, and in particular the maximum number of boards on which a director may reasonably sit, ensuring that directors devote sufficient time in practice and, if this is not the case, proposing appropriate measures.
- d) Determine the most desirable profile for candidates of the various committees other than the Appointments, Remuneration and Sustainability Committee itself, based on their knowledge, aptitudes and experience, and presenting to the Board its proposed appointments to committees other than the Appointments, Remuneration and Sustainability Committee itself.
- e) Report on proposals for the appointment or removal of senior managers, and may proceed to make such proposals directly in the case of senior managers who, by virtue of their functions of control or support to the Board or its committees, the Appointments, Remuneration and Sustainability Committee considers should take such initiative. Propose, if deemed appropriate, the basic terms of the contracts of senior managers and reporting those terms once established.
- f) Report on the appointment and, if necessary, removal of the Secretary and Deputy Secretary for submission for approval of the Board.
- g) Evaluate, on a regular basis, the structure, size, composition and performance of the Board of Directors, making recommendations regarding possible changes.
- h) Evaluate, on a regular basis, and at least once a year, the suitability of the various members of the Board of Directors and of the Board as a whole, and report its findings to the Board of Directors.
- i) Prepare decisions on the remuneration of Directors, General Managers or those who, as the case may be, perform senior management duties reporting directly to the Board or Chief Executive Officers, as well as the individual remuneration and other contractual conditions of executive Directors, and ensure that they are complied with.
- j) Report on and prepare the general remuneration policy of the Company.
- k) propose to the Board the approval of the remuneration reports or decisions that it has to submit to the Annual General Meeting as well as inform the Board concerning the proposals relating to remuneration that, where applicable, it will propose to the General Meeting;

- l) Evaluate the mechanisms and systems adopted to ensure that the remuneration system duly considers all types of risks, the liquidity and capital levels and that the general remuneration policy promotes, and is coherent with, an adequate and efficient risk management and is in line with the business strategy, the corporate objectives, culture and values and long-term interests of the bank;
 - m) Evaluate the achievement of the performance targets and the need for ex-post risk adjustments, including the application of clauses for the reduction of the remuneration and recovery of already satisfied remuneration.
 - n) Advise the Board of Directors in relation to the Company's corporate governance and internal governance system, as well as in its periodic assessment of the adequacy of the Company's corporate governance system.
 - o) Supervise compliance with the Company's environmental and social policies and rules, evaluating and reviewing them periodically so that they fulfil their mission of promoting social interest and take into account, as appropriate, the legitimate interests of the remaining stakeholders, as well as to submit the proposals it deems appropriate in this area to the Board and, where appropriate, to submit a sustainability/corporate responsibility policy for approval.
 - p) Receive and assess the regular reports on sustainability issues submitted by the different areas, keeping up to date with the main news and advances in this field.
 - q) Consider the suggestions that it receives from the Company's Chairman, Board members, executives and shareholders.
4. The Appointments, Remuneration and Sustainability Committee shall meet as often as necessary for the performance of its duties.
 5. It will be convened by the Chairman of the Appointments, Remuneration and Sustainability Committee, either on his own initiative or at the request of the Chairman of the Board of Directors or of two (2) members of the Appointments, Remuneration and Sustainability Committee. The meeting notices shall be sent out by letter, e-mail, or by any other means providing proof of receipt. The Secretary shall be responsible for convening the meeting and for filing the minutes and documentation submitted to the Appointments, Remuneration and Sustainability Committee.
 6. It shall be deemed quorate when a majority of its members are present in person or represented by proxy. Resolutions shall be adopted by a majority of the members present or represented, and minutes shall be taken of the resolutions adopted at each meeting, which shall be reported to the plenary session of the Board. The Appointments, Remuneration and Sustainability Committee meetings shall be available to all Board members through the office of the Secretary, but shall not be forwarded or delivered for reasons of discretion, unless otherwise ordered by the Chairman of the Committee.
 7. The Appointments, Remuneration and Sustainability Committee may convene any of the members of the management team or the Company's staff, as well as require the attendance of other persons at its meetings by invitation of the Chairman of the Appointments, Remuneration and Sustainability Committee. The presence of persons other than the members of the Appointments, Remuneration and Sustainability Committee at its meetings shall in any case only take place to the extent justified by the matter in question and only to deal with those specific items on the agenda for which they have been summoned.

8. In the performance of its task, the Appointments, Remuneration and Sustainability Committee will, insofar as is possible and in a continuous manner, take into account the need to ensure that the decision-making of the Board of Directors is not dominated by an individual or small group of individuals in such a manner that the interests of the Company as a whole are jeopardised. Similarly, when preparing its decisions with regard remuneration, the Appointments, Remuneration and Sustainability Committee will take into account the long-term interests of the shareholders, investors and other parties interested in the Company, as well as the public interest.
9. The Appointments, Remuneration and Sustainability Committee will establish an annual work plan that will include the main activities of the Appointments, Remuneration and Sustainability Committee during the year.
10. The Appointments, Remuneration and Sustainability Committee shall have adequate, timely and sufficient access to all relevant information or documentation held by the Company and may arrange and receive advice from external experts when it deems this necessary in order to perform its duties.
11. The Appointments, Remuneration and Sustainability Committee may have a regular training plan to ensure that the members of the Committee are kept up to date. A welcome programme will also be offered to its new members.
12. The Company shall provide the Appointments, Remuneration and Sustainability Committee with sufficient resources for it to fulfil its duties. The need for resources must be channelled through the Secretary to the Board of Directors.
13. Where not specifically provided for, the provisions of the Appointments, Remuneration and Sustainability Committee itself shall apply, and the rules of operation established by the By-laws or by these Regulations in relation to the Board of Directors shall be applicable on a supplementary basis and insofar as their nature and functions make this possible.

SECTION VI THE INNOVATION, TECHNOLOGY AND DIGITAL TRANSFORMATION COMMITTEE

ARTICLE 11 - COMPOSITION, DUTIES AND FUNCTIONING

1. The Innovation, Technology and Digital Transformation Committee shall be composed exclusively of non-executive Directors in the number that is determined by the Board of Directors, between a minimum of three (3) and a maximum of six (6).
2. The Innovation, Technology and Digital Transformation Committee shall appoint a Chairman from among its members. The Chairman of the Innovation, Technology and Digital Transformation Committee shall act as its spokesperson at meetings of the Board of Directors and, as the case may be, at the Bank's Annual General Meeting. He shall also appoint a Secretary and may appoint a Deputy Secretary, neither of whom need be a committee member. In the event that such appointments are not made, they shall be taken up by those holding such positions on the Board.
3. Notwithstanding any other task which may be assigned to it from time to time by the Board of Directors, the Innovation, Technology and Digital Transformation Committee shall exercise the following basic functions:

- a) Provide assistance to the Board of Directors in identifying, monitoring and analysing the progress and main trends and initiatives in the field of technological innovation, in areas such as artificial intelligence, data analysis, blockchain technology and biometrics, analysing the factors that favour the success of certain innovations and their capacity for transformation.
 - b) Advise the Board of Directors in the implementation of the strategic plan in aspects related to digital transformation and technological innovation (the digital strategy), in particular, reporting the plans and projects designed by the Company in this area and the new business models, products, customer relations, or any other products that are developed.
 - c) Promote a framework for reflection that enables the Board of Directors to identify new business opportunities deriving from technological developments, as well as any potential threats.
 - d) Support the Board of Directors in its analysis of the impact of technological innovation on the market structure, the provision of financial services and customer behaviour. Among other aspects, the Innovation, Technology and Digital Transformation Committee will assess the disruptive potential of new technologies, the possible regulatory implications of their development, the impact in terms of cybersecurity and issues related to privacy protection and data use.
 - e) Promote reflection and debate on the ethical and social implications that may arise from the application of new technologies in the consumer finance and payment methods/services business.
 - f) Provide assistance to the Risks Committee, as deemed appropriate by the latter, in the oversight of technology risks and cybersecurity aspects.
4. The Innovation, Technology and Digital Transformation Committee shall meet as often as necessary for the performance of its functions.
 5. It will be convened by the Chairman of the Innovation, Technology and Digital Transformation Committee, either on his own initiative or at the request of the Chairman of the Board of Directors or of two (2) members of the Innovation, Technology and Digital Transformation Committee itself. The meeting notices shall be sent out by letter, e-mail, or by any other means providing proof of receipt. The Secretary shall be responsible for convening the meeting and for filing the minutes and documentation submitted to the Innovation, Technology and Digital Transformation Committee.
 6. It shall be deemed quorate when a majority of its members are present in person or represented by proxy. Resolutions shall be adopted by a majority of the members present or represented, and minutes shall be taken of the resolutions adopted at each meeting, which shall be reported to the plenary session of the Board. The minutes of the Innovation, Technology and Digital Transformation Committee shall be available to all Board members from the Board Secretariat.
 7. The Innovation, Technology and Digital Transformation Committee may convene any of the members of the management team or the Company's staff, as well as require the attendance of other persons at its meetings by invitation of the Chairman of the Innovation, Technology and Digital Transformation Committee. The presence of persons other than the members of the Innovation, Technology and Digital Transformation Committee at its meetings shall in any case only take place to the extent justified by the matter in question and only to deal with those specific items on the agenda for which they have been summoned.

8. In the performance of its task, the Innovation, Technology and Digital Transformation Committee will, insofar as is possible and in a continuous manner, take into account the need to ensure that the decision-making of the Board of Directors is not dominated by an individual or small group of individuals in such a manner that the interests of the Company as a whole are jeopardised.
9. The Innovation, Technology and Digital Transformation Committee will establish an annual work plan that will include the main activities of the Innovation, Technology and Digital Transformation Committee during the year.
10. The Innovation, Technology and Digital Transformation Committee shall have adequate, timely and sufficient access to any information or documentation available to the Company and may arrange and receive advice from external experts when it deems this necessary in order to perform its duties.
11. The Innovation, Technology and Digital Transformation Committee may have a regular training plan to ensure that the members of the Committee are kept up to date. A welcome programme will also be offered to its new members.
12. The Company shall provide the Innovation, Technology and Digital Transformation Committee with sufficient resources for it to fulfil its duties. The need for resources must be channelled through the Secretary to the Board of Directors.
13. Where not specifically provided for, the provisions of the Innovation, Technology and Digital Transformation Committee itself shall apply, and the rules of operation established by the By-laws or by these Regulations in relation to the Board of Directors shall be applicable on a supplementary basis and insofar as their nature and functions make this possible.

CHAPTER IV

FUNCTIONING OF THE BOARD OF DIRECTORS

ARTICLE 12 - MEETINGS OF THE BOARD OF DIRECTORS

1. The Board of Directors shall meet as often as deemed necessary to ensure the good running of the Company, and shall meet at least once every quarter. The Board of Directors must also meet when requested by at least two (2) of its members in writing addressed to the Chairman, indicating the agenda, in which case, a meeting of the Board of Directors shall be called by the Chairman, using any written form of communication addressed personally to each Director under the terms of the following section, to meet within fifteen (15) days following the request, at the registered address of the Company.
2. Meetings will be notified to each Director by letter, e-mail or any other means providing proof of receipt and will be authorised with the signature of the Chairman or that of the Secretary or Deputy Secretary by order of the Chairman. The call to meeting will be issued with at least forty-eight (48) hours' notice, unless an emergency situation exists and is accepted by the Board when it meets.
3. Unless the Board of Directors has been constituted or called to meeting on an emergency basis, the Directors must be provided with the necessary information sufficiently in advance for the deliberation and adoption of resolutions concerning the issues to be addressed, it being the responsibility of the Chairman of the Board, with the cooperation of the Secretary, to ensure compliance with this provision.

4. The meetings of the Board of Directors and its Committees will normally take place at the Company's registered office, but may also be held at another location determined by the Chairman of the Board or corresponding Committee. The Chairman of the Board of Directors or the relevant Committee may authorise meeting to be held with simultaneous attendance at various locations connected by audiovisual or telephonic means, provided the recognition of those attending and real-time interactivity and intercommunication, and thus unity of action, can be guaranteed. In this case, should one of the Directors be at the registered offices, the meeting will be deemed held at the registered offices. Should this not be the case, the meeting will be deemed convened where the Director chairing the meeting is located. In any event, the Directors using remote means of communication shall be considered to be in attendance for all intents and purposes and will be able to issue their vote via the means of communication used.
5. The meeting of the Board will be considered to be validly held without any need for a call if all of its members, present or represented by proxy, unanimously agree to the meeting and to the items of the agenda to be discussed.
6. The Board of Directors may similarly adopt its resolutions in writing and without holding a meeting, in accordance with that established in the prevailing legislation and in the Company's By-laws, provided that no member of the Board of Directors is opposed to said procedure.

ARTICLE 13 - PROCEDURES FOR MEETINGS

1. A meeting of the Board of Directors will be deemed quorate when at least the majority of its members attend or are represented by proxy, except in the case of the absence of a meeting notice, in which case the attendance of all of its members in person or by proxy will be required.
2. The directors must personally attend all meetings that are called. However, when they are unable to do so in person, they shall endeavour to grant their proxy in writing, on a special basis for each meeting, to another Board member, including the appropriate instructions therein.
3. The Chairman will organise debates by seeking and promoting the participation of all Directors in the Board's deliberations and direct the votes.
4. Except in cases in which the Law or the By-laws specifically set forth another voting quorum, resolutions will be adopted by an absolute majority of the Directors attending the meeting in person or represented by proxy. In the event of a tie, the Chairman will have the casting vote.
5. The minutes of the meetings of the Board of Directors will be drawn up by the Secretary and will be signed, by at least the Chairman or, if applicable, the Deputy Chairman and the Secretary or Deputy Secretary. The minutes will be transcribed or entered into the book of minutes pursuant to legal requirements.
6. The minutes will be approved by the Board of Directors at the end of the meeting or immediately afterwards, unless the immediate nature of the meetings does not permit this, in which case they will be approved at a subsequent meeting. The minutes may also be approved by the Chairman, the Secretary and two (2) Directors attending the Board meeting to which the minutes refer, who are designated by the Board itself at each meeting.

In order to facilitate the implementation of resolutions and, as the case may be, their recording in a public deed, the minutes may be partially approved, and each of the approved sections may contain one or more resolutions.

CHAPTER V

APPOINTMENT AND REMOVAL OF DIRECTORS

ARTICLE 14 - APPOINTMENT OF DIRECTORS

1. Directors will be appointed by the General Meeting or the Board of Directors in accordance with the provisions set forth by Law and the Company's By-laws.
2. The members of the Board of Directors must have the necessary skills, knowledge and experience necessary to discharge their duties. In particular, they should have the recognised commercial and professional integrity, have adequate knowledge, skills and experience to discharge their duties and be able to exercise good governance of the Company, under the terms established in the prevailing legislation.
3. In any event, the Board of Directors must ensure that the selection procedures of its members favour the diversity of experience and knowledge, facilitate the selection of women directors and, in general, do not suffer any implicit bias that may imply any form of discrimination, thus establishing a policy that promotes diversity on the Board.
4. Directors shall be classified as executive or non-executive, with these being classed as proprietary, independent or other external, in accordance with the prevailing legislation. The status of Director will be detailed by the Board of Directors before the General Meeting which must execute or ratify their appointment or agree their reappointment, subject to a report by the Appointments, Remuneration and Sustainability Committee.

ARTICLE 15 - TERM OF OFFICE

1. Directors shall remain in their posts for the term of office stipulated in the By-laws provided the General Meeting does not agree their removal and they do not resign from the position, and may be re-elected one or more times for periods of equal length. Nevertheless, independent Directors may not stay on as such for a continuous period exceeding twelve (12) years.
2. Directors appointed by way of co-option will be appointed from among the shareholders and shall remain in the post until the next General Meeting.

ARTICLE 16 - REMOVAL OF DIRECTORS

1. Directors shall be removed from office when the period for which they were appointed has elapsed, when so decided by the Annual General Meeting in use of the attributes granted thereto, legally or in the Bylaws, and when they resign.
2. Directors must place their position at the disposal of the Board of Directors and formalise, if the latter deems appropriate, the pertinent resignation, in the following cases:

- (a) when they depart the executive positions, posts or functions with which their appointment as Director was associated;
- (b) when they are subject to any of the cases of incompatibility or prohibition provided by law or no longer meet the suitability requirements according to the applicable regulations;
- (c) when they are indicted for an allegedly criminal act or are subject to a disciplinary proceeding for a serious or very serious fault instructed by the supervisory authorities;
- (d) when significant changes in their professional status or in the conditions under which they were appointed Director take place; and
- (e) when due to facts attributable to the Director, their remaining on the Board causes serious damage to the corporate net worth or reputation in the opinion of the Board.

CHAPTER VI

INFORMATION FROM DIRECTORS

ARTICLE 17 - INFORMATION AND INSPECTION POWERS

1. When discharging their duties, Directors have the duty to demand and the right to obtain from the Company any information they need to discharge their responsibilities. To this end, the Director may request information on any aspect of the Company and examine its books, records, documents and other further documentation.
2. Requests for information must be directed to the Chairman of the Board of Directors, who will forward the request to the appropriate party in the Company.
3. If the Chairman deems that the information is confidential, he will notify the Director requesting and receiving the information of this and also of the Director's duty of confidentiality under these Regulations.

ARTICLE 18 - ASSISTANCE FROM EXPERTS

1. To receive assistance in fulfilling their duties, non-executive Directors may request that legal, accounting or financial advisors or other experts be engaged, at the expense of the Company. The tasks to be carried out must be related to specific issues of a certain significance and complexity that arise when the Directors discharge their duties.
2. The decision to engage experts must be notified to the Chairman of the Company and may be vetoed by the Board of Directors, provided that it demonstrates that:
 - (a) it is not necessary for the proper performance of the duties entrusted to the non-executive Directors;
 - (b) the cost thereof is not reasonable in view of the importance of the problem and of the assets and income of the Company;
 - (c) the technical assistance being obtained may be adequately provided by experts and technical staff in the employ of the Company; or
 - (d) it may entail a risk to the confidentiality of the information that must be handled.

CHAPTER VII

DIRECTOR REMUNERATION

ARTICLE 19 - DIRECTOR REMUNERATION

1. The Board of Directors will determine the remuneration corresponding to each Director for sitting on the Board of Directors and its Committees, and, where appropriate, for the performance of delegated or executive duties, in accordance with the provisions of the by-laws and the remuneration policy approved by the General Meeting and in accordance, where appropriate, with the instructions of the Appointments, Remuneration and Sustainability Committee. The maximum amount of the annual remuneration of all directors approved by the General Meeting shall include remuneration for membership of the Board of Directors and its Committees, as well as the remuneration of Directors who have delegated or executive functions in the Company by virtue of any title.
2. The remuneration of the Directors should be reasonably proportionate with the importance of the Company, the economic situation at any given time, and market standards at comparable companies. The established remuneration system must be aimed at promoting long-term profitability and sustainability at the Company and incorporate the necessary safeguards to avoid any excessive assumption of risks and the reward of unfavourable results.
3. In particular, the Board of Directors shall adopt all measures within its means to ensure that the remuneration of directors for their position and status as director, including any remuneration they may receive for serving on Board committees, conforms to the following guidelines:
 - (a) directors must be remunerated according to their effective dedication and the duties and responsibilities attributed to them; and
 - (b) the amount of the remuneration paid to Directors for sitting on the Board of Directors and its Committees must be determined in such a manner that it offers incentives for their dedication, but does not create an obstacle for their independence.
4. The Board of Directors will determine the remuneration of those Directors who perform delegated or executive duties as well as the terms and conditions of their contracts according to the prevailing legislation, by-laws and remuneration policy.

CHAPTER VIII

DIRECTORS' DUTIES

ARTICLE 20 - EXEMPTION FROM COMPLIANCE WITH DUTIES BY DIRECTORS

In those cases where not expressly prohibited, the Company may grant a Director an exemption from the compliance with certain obligations. When the exemption is not the jurisdiction of the General Meeting, the exemption must be previously and exceptionally approved by the Board of Directors and subject to a report by the Audit Committee in which it is stated that no harm shall be caused to the Company due to the non-compliance with the legal or statutory regulations applicable in each case.

ARTICLE 21 - GENERAL DUTIES OF DIRECTORS

In performing their duties, Directors will act with the diligence of orderly entrepreneurs and of loyal representatives. Their actions will be of good faith and guided solely by corporate interest, as they strive to better defend and protect the interests of the shareholders overall, from whom their mandate derives and to whom they are accountable.

ARTICLE 22 - DUTY OF DILIGENCE

The Directors must discharge their post and comply with the duties imposed pursuant to the Law and the Company By-laws with the diligence of an orderly entrepreneur, taking into account the nature of the position and the duties attributed to each one, duly subordinating their interests to the interests of the company. In particular, Directors are required to:

- (a) be able to allocate sufficient time and adopt the necessary measures for the good management and control of the Company;
- (b) request and obtain from the Company the appropriate and necessary information for the fulfilment of their obligations and specifically, to properly prepare for the meetings of the Board of Directors and, where appropriate, those of the delegated bodies and internal Committees on which they sit;
- (c) attend the meetings of the Board of Directors and take an active part in the deliberations in order for their opinions to effectively contribute to decision-making. If, for a justified reason, a Director is unable to attend meetings to which he has been called, he must instruct the Director who will represent him under the terms established in these Regulations;
- (d) contribute their strategic vision, as well as innovative measures, opinions and concepts for the optimal functioning and evolution of the Company's business;
- (e) carry out any specific task entrusted to them by the Board of Directors or any of its delegated and/or advisory bodies that is reasonably within the purview of their dedication pledge;
- (f) investigate any irregularity in the management of the Company of which they have become aware and to monitor for any situation of risk;
- (g) urge persons with meeting-calling capacity to call an extraordinary meeting of the Board or to include the points they deem appropriate in the agenda of the first meeting to be held; and
- (h) oppose resolutions that are contrary to the Law, the By-laws, these Regulations or corporate interest, and to request that their position be entered into the minutes when they deem that such action is more appropriate to safeguard corporate interest.

ARTICLE 23 - DUTY OF LOYALTY

The Director must discharge the post with the loyalty of a faithful representative, working in good faith and in the best interests of the Company. In particular, the Director, in fulfilment of the duty of loyalty must:

- (a) abstain from attending or intervening in deliberations or votes that affect the issues in which the Director or Persons Related to the Director have a conflict of interests, whether direct or indirect, in which case the votes of the Directors affected by the conflict of interests and which must abstain will be subtracted for the purposes of the calculation of the majority of votes required;
- (b) maintain secrecy regarding the information, data, reports, or background information to which they have access while discharging the post, even when they no longer hold said post, except in those cases where permitted or required by law, under the terms established in article 27 of these Regulations.
- (c) refrain from exercising their powers for purposes other than those for which they were granted; and
- (d) discharge their duties on the principle of personal responsibility with freedom of criteria or judgment and independence, irrespective of instructions from or relationships with third parties; and
- (e) adopt any measures necessary to prevent situations arising where their interests, whether on their own account or on the account of others, may come into conflict with those of the Company and with their duties towards the Company.

ARTICLE 24 - DIRECTORS' DUTY OF CONFIDENTIALITY

1. Directors will maintain secrecy regarding all deliberations of the Board of Directors and the delegated bodies on which they sit and, in general, will abstain from disclosing the information to which they have been privy in performing their duties.
2. The duty of confidentiality will remain even when a Director has left their position, and they must maintain secrecy regarding all confidential information and all information, data, reports or background information of which they become aware as a result of performing their duties. They may not communicate said information to third-parties or disseminate it when so doing might be detrimental to the Company's interest. Exempted from the duties referred to in this paragraph are cases in which the law permits the communication or dissemination of information to third parties or which, where appropriate, is required or must be submitted before the respective supervisory authorities, in which case, the transfer of information must be in accordance with the provisions set forth by Law.

ARTICLE 25 - DUTY NOT TO COMPETE

1. Directors must abstain from performing, on their own behalf or on behalf of others, activities that may be effective competition for the Company, whether actual or potential, or which, in any other manner, place them in a situation of permanent conflict with the interests of the Company, unless by way of the express and separate agreement of the General Meeting, and to such effect the communication detailed in section 3 of the following article must be performed. This obligation of non-competition can only be exempted if the Company is not expected to incur damages or it is expected that it will be indemnified for an amount equal to the benefits expected to be obtained from the exemption. Exempted from the above are offices which may be held in subsidiaries or investees of the Company. The above prohibition is not applicable to those persons who hold executive or management positions in the parent company or other entities of the group.

2. The obligation to abide by the conditions and guarantees provided by the dispensation agreement and, in any case, the obligation to abstain from participating in the deliberations and voting in which there is a conflict of interest shall be applicable to the Director who has obtained the dispensation, all of this in accordance with the provisions of current legislation.
3. A Director who terminates his mandate or for any other cause departs from their office may not provide services or be a director at another entity that is in a situation of effective competition with the Company for the term set forth, which in no event will be more than two (2) years.

ARTICLE 26 - DUTY TO AVOID CONFLICTS OF INTEREST

1. The Director must avoid situations that could represent a conflict of interest between the Company and the Director or their related persons, thus adopting any measures deemed necessary. In all cases, the Director must abstain from:
 - a) directly or indirectly carrying out transactions with the Company, except when they are ordinary transactions, performed under standard conditions for all customers and of scarce relevance, with these understood as those for which information is not necessary to express a true image of the assets, the financial position and results of the Company;
 - b) using the Company name or relying on their status as Director to unduly influence private transactions;
 - c) using the Company's assets, including the Company's confidential information and availing themselves of their position at the Company to obtain a gain or for any private ends;
 - d) using, for their own benefit, a business opportunity presented to the Company, with business opportunity meaning any opportunity to carry out an investment or commercial transaction that has arisen or been discovered in connection with the Director's performance of their duties, or by using resources and information of the Company, or under circumstances where it is reasonable to assume that the offer received from the third party was in fact intended for the Company;
 - e) obtaining advantages or remuneration from third parties other than the Company and its group in relation to the performance of their duties, with the exception of courtesy treatment; and
 - f) carrying on activities on their own account or on behalf of third parties where doing so places them in permanent conflict of interests with the Company.
2. The above provisions will also apply in the event the beneficiary of the prohibited acts or activities is a person related to the Director, according to the legal definition of related party (hereinafter **Related Parties**).
3. Directors must invariably inform the Board of Directors of any situation of direct or indirect conflict that they or persons related to them may have with the interests of the Company.

4. The Company may only waive the prohibitions contained in this article in exceptional cases and in strict accordance with the procedure and restrictions prescribed by law.
5. The situations of conflict of interests in which the Directors are involved will be reported in the annual report.

ARTICLE 27 - USE OF NON-PUBLIC INFORMATION

With regard to the use of any non-public information of the Company, Directors are subject to the duties of diligence, loyalty, confidentiality, and secrecy inherent in their position, and must abstain from using said information for their own benefit or the benefit of third parties, in violation of the duties referred to above.

ARTICLE 28 - DIRECTORS' DUTY OF INFORMATION

1. Directors must also inform the Company of the positions they hold and the activities they carry out in other companies and, in general, of facts, circumstances or situations that may prove significant for their performance as Company directors.
2. Directors must inform the Company of any situation of which they are aware that could seriously damage the Company's reputation.
3. Directors must abide by the limitations relating to sitting on Boards of Directors as set forth in the prevailing legislation on the regulation, supervision and solvency of credit institutions.
4. Directors must inform the Company of circumstances that affect the Company and that may damage its credit or reputation, especially of any criminal charges brought against them and the progress of any subsequent trial. The Board may, after examining the Director's situation, demand their resignation, and the Director must abide by this decision.

CHAPTER IX

INTRAGROUP OPERATIONS

ARTICLE 29 - INTRA-GROUP TRANSACTIONS

1. The Board of Directors, subject to a report from the Audit Committee, shall approve the transactions that the Company enters into with its parent company or other Group companies subject to a conflict of interest, unless by law the Annual General Meeting is competent to do so. In accordance with the applicable regulations, approval may be given with the participation of directors who are related to and represent the controlling company. In this case, if the decision or vote of such directors is decisive for approval, it shall be up to the company and, if applicable, to the directors affected by the conflict of interest, to prove that the resolution is in accordance with the corporate interest in the event that it is challenged and that due diligence and loyalty were used in the event that their liability is claimed.
2. The Board of Directors may delegate to delegated bodies or members of senior management the transactions that the Company enters into with its parent company or other Group companies provided that they are transactions entered into in the ordinary course of business, including those resulting from the execution of a framework

agreement or contract, and concluded on an arm's length basis. The prior report of the Audit Committee shall not be required for the approval of these transactions by delegation, although the Board of Directors shall establish an internal procedure for periodic information and control with the intervention of the Audit Committee.

3. For these purposes, transactions with a Group company subject to a conflict of interest shall not be deemed to be transactions with its subsidiaries, except where a significant shareholder in the subsidiary is a person with whom the Company could not enter into the transaction without applying the related party rules.
4. Likewise, transactions carried out by the Company with its parent company shall not be considered to be subject to a conflict of interest and, therefore, the rules of this article shall not apply, as long as it is wholly owned by the parent company.
