

Report of the Board of Directors on the amendments to the Regulations of the Board of Directors and its Committees

May 2025

This document is a translation of an original text in Spanish. In case of any discrepancy between both texts, the Spanish version will prevail.

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1 Purpose of the Report and reasons for the amendment of the Regulations of the Board of Directors and its Committees

Pursuant to the contents of Article 528 of the Spanish Corporate Companies Act (“*Ley de Sociedades de Capital*”, or “*LSC*” / *CCEA*”) and the provisions of the Board of Directors Regulations, the General Shareholders’ Meeting is informed that, at its meetings held on 28 October 2024 and 20 May 2025, the Board of Directors agreed to amend the Regulations of the Board of Directors and its Committees.

Firstly, at its meeting held on 28 October 2024, the Board of Directors, at the proposal of the now extinct Appointments, Remunerations and Corporate Governance Committee [“*ARCGC*”], agreed to amend articles 3.2 and 3.3; 8.4; 10.1; 11.1; 12.1 and 12.6; 13.9; 16.1, 16.2 and 16.3; 18.2 y 18.6; 19; 19 *bis*; 19 *ter*; 20.3, 20.4 and 20.5, 23.1 and 23.3, 27 and 31.7, as well as to create a new article 19 *quarter*, for the following reasons:

- The amendment of articles 3.2 and 3.3; 8.4; 10.1; 11.1; 12.1 and 12.6; 13.9; 16.1, 16.2 and 16.3; 20.3, 20.4 and 20.5; 23.1 and 23.3; 27 and 31.7, order to incorporate the references to each Committee and the matters within their purview, after the separation of the former ARCGC into two new committees: an Appointments and Corporate Governance Committee [“*ACGC*”] and a Remuneration Committee [“*RC*”], as a consequence of the high dedication required by the ARCGC and, specifically, the plurality of technical considerations to be taken into account when designing the remuneration systems for directors and senior managers and informed to the Spanish National Securities Market Commission [“*Comisión Nacional del Mercado de Valores*”, or “*CNMV*”] by means of the publication of Other Relevant Information on 28 October 2024.
- The amendment of sections 2 and 6 of article 18, which regulate the Audit and Compliance Committee [“*ACC*”], in order to increase the maximum number of its members and to update the regulation of its functions in accordance with the provisions of CNMV Technical Guide 1/2024 on Audit Committees of Public Interest Entities, taking into account (i) the notable increase in the functions and responsibilities of the ACC; (ii) the significant and growing weight of information on sustainability, the supervision of which is the responsibility of this Committee; (iii) the legal requirement that as a whole, its members have the relevant technical knowledge in relation to the sector of activity to which the entity belongs; and (iv) the advisability of having a balanced presence of men and women on this Committee.
- The amendment of article 19, in order to regulate the functioning, organisation and competencies of the new Appointments and Corporate Governance Committee, established in October 2024.
- The amendment of article 19 *bis*, which previously regulated the functioning, organisation and competencies of the Sustainability Committee, in order to

regulate the functioning, organisation and competencies of the new Remuneration Committee, established in October 2024.

- o The amendment of article 19 *ter*, which previously regulated the functioning, organisation and competencies of the Strategy Committee, and now regulates the functioning, organisation and competencies of the Sustainability Committee, and the creation of a new article 19 *quater*, which regulates the functioning, organisation and competencies of the Strategy Committee, in order to contemplate those aspects related to the supervision of information on sustainability, as well as to address coordination issues between the aforementioned Committees and the Audit and Compliance Committee.

On a later date, the Board of Directors, at its meeting on 20 May 2025, at the proposal of the ACGC, agreed to amend articles 3.1, 8.4, 9.2, 13.9, 19.5 and 19 *bis*.5, for the following reasons:

- o Articles 8.4 and 19.5.b), in order to adapt them to the requirements and provisions of Organic Law 2/2024 of 1 August on parity representation and balanced presence of women and men (**'Parity Law'**).
- o Article 19.5.j), p) and q) and 19 *bis*.5.e) and i) in order to define the competencies corresponding to the Appointments and Corporate Governance Committee and the Remuneration Committee in certain areas in which both are involved, in accordance with the provisions of the CCA and the CNMV Technical Guide 1/2019 on Appointments and Remuneration Committees.
- o Article 19.5.o) in order to provide for the competency of the Appointments and Corporate Governance Committee on the management of critical talent.
- o Article 19 *bis*.5.d) in order to provide for the competency of the Remuneration Committee to report on the setting of objective for the variable remuneration of executive directors and senior management.
- o Article 3.1, Article 9.2, Article 13.9, Article 19.5 subsections a), d), and l), and article 19 *bis*.5), subsection c), to introduce drafting improvements and technical clarifications.

By virtue of the foregoing, the information procedure provided for in the aforementioned article 528 of the CCA is complied with.

For clarity, the tables below reflect the current version of the articles of the Board Regulations as of October 2024 and May 2025, with and without track changes, with respect to the version prior to the amendments reported herein.

2 Amendments approved by the Board of Directors at its meeting held on 28 October 2024

| Compared Version | October 2024 Version |
|---|---|
| <p>Article 3. Effective Date; Amendment</p> <ol style="list-style-type: none"> These Regulations shall enter into force on the date of their approval or, if applicable, any amended form of them as adopted by the Board. These Regulations may be amended at the request of the Chairman/Chairwoman of the Board, of the Appointments, Remuneration and Corporate Governance Committee, or one third of the number of Directors. Any proposed amendment shall include a well-reasoned explanation for its motive and its scope and be previously reported on by the Appointments, Remuneration and Corporate Governance Committee. The text of the proposal, together with the explanation and committee report referred to above, shall be attached to the call notice of the Board meeting where the amendment is to be discussed. <p>Article 8. Qualitative Composition</p> <ol style="list-style-type: none"> In exercising its powers to propose nominees at Meetings as well as co-optation for coverage of temporary vacancies, the Board shall act on the criteria that Proprietary and Independent Directors represent a large majority of the Board and that the number of Executive Directors be the minimum necessary, considering the complexity of the Company and the percentage of Executive Directors' equity interest in the Company. The Board shall also ensure that the percentage of Proprietary Directors as a total of Non-Executive Directors is not greater than the percentage of the Company's capital represented by those Proprietary Directors. This criterion may be relaxed where: (i) there are few significant shareholders; or (ii) where there are several shareholders represented on the Board without ties to each other. In order to strike a reasonable balance between Proprietary Directors and Independent Directors, the Board shall consider the Company's shareholder structure, taking into account the magnitude | <p>Article 3. Effective Date; Amendment</p> <ol style="list-style-type: none"> These Regulations shall enter into force on the date of their approval or, if applicable, any amended form of them as adopted by the Board. These Regulations may be amended at the request of the Chairman/Chairwoman of the Board, of the Appointments and Corporate Governance Committee, or one third of the number of Directors. Any proposed amendment shall include a well-reasoned explanation for its motive and its scope and be previously reported on by the Appointments and Corporate Governance Committee. The text of the proposal, together with the explanation and committee report referred to above, shall be attached to the call notice of the Board meeting where the amendment is to be discussed. <p>Article 8. Qualitative Composition</p> <ol style="list-style-type: none"> In exercising its powers to propose nominees at Meetings as well as co-optation for coverage of temporary vacancies, the Board shall act on the criteria that Proprietary and Independent Directors represent a large majority of the Board and that the number of Executive Directors be the minimum necessary, considering the complexity of the Company and the percentage of Executive Directors' equity interest in the Company. The Board shall also ensure that the percentage of Proprietary Directors as a total of Non-Executive Directors is not greater than the percentage of the Company's capital represented by those Proprietary Directors. This criterion may be relaxed where: (i) there are few significant shareholders; or (ii) where there are several shareholders represented on the Board without ties to each other. In order to strike a reasonable balance between Proprietary Directors and Independent Directors, the Board shall consider the Company's shareholder structure, taking into account the magnitude |

of equity interest in absolute and comparative terms, as well as the degree of permanence and strategic links of the shareholders with the Company.

- 4 The Board and the Appointments, ~~Remuneration~~ and Corporate Governance Committee shall ensure that the selection of persons to serve as Director is carried out in accordance with a policy aimed at promoting an appropriate composition of the Board, which: (i) is concrete and verifiable (ii) is aimed at promoting diversity of knowledge, experience, age, gender, and cultural, while avoiding biases that may lead to discrimination; and (iii) ensures that nominations are based on the outcome of the prior analysis of the competencies required by the Board and conform to the Company's profile.

Article 10. Chairmanship and Deputy Chairmanship of the Board

- 1 The Board's Chairman/Chairwoman shall be elected from among its members, following a report by the Appointments, ~~Remuneration~~ and Corporate Governance Committee, and he or she shall be the person who is ultimately responsible for leading the Board of Directors and ensuring that it functions efficiently. Where the Chairman/Chairwoman has the status of the Company's chief executive, the Board shall delegate to him or her the powers necessary for the effective performance of his or her post.
- 2 The Chairman/Chairwoman of the Board shall exercise the chairmanship of the Company in accordance with the provisions of applicable law, the Bylaws and the Board Regulations.
- 3 The Chairman/Chairwoman has the power to: (i) convene the Board of Directors; (ii) set the agenda for its meetings, chair them, and lead discussions; and (iii) perform any other duty which he/she is entrusted by the Board of Directors.
- 4 The Chairman/Chairwoman shall ensure that: (i) Directors receive adequate information on matters to be discussed well in advance of Board Meetings and (ii) Directors actively participate at Board Meetings, safeguarding their freedom to advocate points of view and express their opinions, maintaining at all times effectiveness in the workings of the Board.
- 5 As the person responsible for the effective functioning of the Board of Directors, the Chairman/Chairwoman shall: (i) submit an annual calendar of dates and issues for

of equity interest in absolute and comparative terms, as well as the degree of permanence and strategic links of the shareholders with the Company.

- 4 The Board and the Appointments and Corporate Governance Committee shall ensure that the selection of persons to serve as Director is carried out in accordance with a policy aimed at promoting an appropriate composition of the Board, which: (i) is concrete and verifiable (ii) is aimed at promoting diversity of knowledge, experience, age, gender, and cultural, while avoiding biases that may lead to discrimination; and (iii) ensures that nominations are based on the outcome of the prior analysis of the competencies required by the Board and conform to the Company's profile.

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- 3 The Chairman/Chairwoman has the power to: (i) convene the Board of Directors; (ii) set the agenda for its meetings, chair them, and lead discussions; and (iii) perform any other duty which he/she is entrusted by the Board of Directors.
- 4 The Chairman/Chairwoman shall ensure that: (i) Directors receive adequate information on matters to be discussed well in advance of Board Meetings and (ii) Directors actively participate at Board Meetings, safeguarding their freedom to advocate points of view and express their opinions, maintaining at all times effectiveness in the workings of the Board.
- 5 As the person responsible for the effective functioning of the Board of Directors, the Chairman/Chairwoman shall: (i) submit an annual calendar of dates and issues for discussion at regular meetings; (ii) organise

discussion at regular meetings; (ii) organise and coordinate the regular appraisal of the Board; and (iii) ensure that sufficient time is devoted to discussing strategic issues and that the programmes for the updating of the know-how required by each board member are recalled and reviewed, when the circumstances make this advisable.

- 6 The Board shall meet once a year to evaluate the work of the Chairman/Chairwoman of the Board in his or her capacity as such and, separately, as chief executive, if applicable. During the discussions for that evaluation, the Chairman/Chairwoman shall be absent and the Board chaired by a Deputy-Chairman/Chairwoman or the Lead Independent Director when appropriate.
- 7 The Board must appoint a Deputy-Chairman/Chairwoman from among the Independent Directors, and it may also appoint other deputy chairs.
- 8 In the absence of the Chairman/Chairwoman the Deputy-Chairman/Chairwoman will take his/her place and, in the event that there is more than one, the person who has held the position longest shall preside. In the absence of the Deputy-Chairman/Chairwoman, the Lead Independent Director shall preside. In the absence of all of the foregoing, the Chairman/Chairwoman will be replaced by the Director chosen by the Board itself..

Article 11. Lead Independent Director

- 1 Following a proposal from the Appointments, ~~Remuneration~~ and Corporate Governance Committee, the Board of Directors may appoint a Lead Independent Director from among the Independent Directors. While this person is being appointed, which must occur when the position of Chairman/Chairwoman of the Board of Directors is held by an Executive Director, all the Executive Directors must abstain.
- 2 The Lead Independent Director shall be empowered to do the following: (i) request the convening of the Board of Directors or the inclusion of new items on the agenda of a Board Meeting already convened; (ii) meet with and coordinate Non-Executive Directors; (iii) lead the regular evaluation of the Chairman/Chairwoman of the Board; (iv) chair the Board of Directors in the absence of the Chairman/Chairwoman and Deputy-Chairs, if any; (v) voice the concerns of Non-Executive Directors; (vi) maintain contacts with investors and shareholders in order to understand their views and form an opinion regarding their concerns, in particular as

and coordinate the regular appraisal of the Board; and (iii) ensure that sufficient time is devoted to discussing strategic issues and that the programmes for the updating of the know-how required by each board member are recalled and reviewed, when the circumstances make this advisable.

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regards corporate governance of the Company; (vii) coordinate the succession plan of the Chairman/Chairwoman; and (viii) exercise any other powers invested under the Bylaws or these Regulations.

Article 12. The Board Secretary

- 1 The functions of Secretary of the Board shall be exercised by the person appointed by the Board. The Secretary of the Board need not be a Director. The appointment, remuneration and dismissal of the Secretary shall be approved by the Board, following a report either from the Appointments-~~Remuneration~~ and Corporate Governance Committee, as applicable.
- 2 The Secretary is responsible for: (i) assisting the Chairman/Chairwoman in his or her work directed toward the proper functioning of the Board; (ii) facilitating receipt by Directors of information necessary for the performance of their duties well in advance of each Board Meeting and in the appropriate format; (iii) providing legal advice to members of the Board; (iv) keeping the minute books and associated documents within the confines of the Company premises; and (v) reflecting in said minutes the proceedings of meetings, attesting to their contents and the resolutions adopted.
- 3 The Secretary of the Board shall ensure the substantive and procedural legality of the acts and resolutions of the Board and its Committees; respect for its governing regulations and procedures; and that the Board takes into account those corporate governance recommendations applicable to the Company in the course of its proceedings.
- 4 The Secretary shall also exercise all duties pertaining to him or her by applicable law and the Bylaws as regards calls to meeting and the constitution, adoption, certification, formalization and implementation of Board resolutions and those of its Committees and shall be responsible for verifying that, where necessary, financial reports have been signed by all Directors and forwarded to the Comisión Nacional del Mercado de Valores ("Spanish National Securities Markets Commission"). In addition, when General Shareholders' Meetings are convened and held, the Secretary will perform the duties for which he/she is responsible by law and in accordance with the Bylaws or Regulations.
- 5 The Secretary of the Board may simultaneously hold the position of in-house counsel to the Company. When he or she holds both positions simultaneously,

plan of the Chairman/Chairwoman; and (viii) exercise any other powers invested under the Bylaws or these Regulations.

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- 1 The functions of Secretary of the Board shall be exercised by the person appointed by the Board. The Secretary of the Board need not be a Director. The appointment, remuneration and dismissal of the Secretary shall be approved by the Board, following a report either from the Appointments and Corporate Governance Committee, as applicable.
- 2 The Secretary is responsible for: (i) assisting the Chairman/Chairwoman in his or her work directed toward the proper functioning of the Board; (ii) facilitating receipt by Directors of information necessary for the performance of their duties well in advance of each Board Meeting and in the appropriate format; (iii) providing legal advice to members of the Board; (iv) keeping the minute books and associated documents within the confines of the Company premises; and (v) reflecting in said minutes the proceedings of meetings, attesting to their contents and the resolutions adopted.
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- 5 The Secretary of the Board may simultaneously hold the position of in-house counsel to the Company. When he or she holds both positions simultaneously, appointment as counsel shall be made to a law professional of proven prestige and

appointment as counsel shall be made to a law professional of proven prestige and experience.

- 6 The Board may appoint a Deputy Secretary, who need not be a Director, to assist the Secretary of the Board in his or her duties and substitute for the Secretary in the event of absence or vacancy in the post. The appointment and dismissal of the Deputy Secretary shall be approved by the Board, following a report by the Appointments, **Remuneration** and Corporate Governance Committee. Unless otherwise decided by the Board, the Deputy Secretary shall attend its meetings.
- 7 In the absence of the Secretary and the Deputy Secretary, their duties shall be performed by a board member with legal training. In the event that more than one person is eligible, the youngest of these shall be appointed.

Article 13. Board Meetings

- 1 At the beginning of the fiscal year, the Board shall establish a calendar of dates and matters for discussion at the regular meetings which it plans to hold.
- 2 The Board shall meet at least eight times per year. However, the Chairman/Chairwoman shall convene as many meetings as are necessary for the proper analysis and **treatment of matters within the Board's** purview.
- 3 The Chairman/Chairwoman shall convene the Board if formally requested by a Deputy-Chairman/Chairwoman, one third of the Directors or the Lead Independent Director. In the absence of the Chairman/Chairwoman, or if the Chairman/Chairwoman does not honour the request without good cause within one month, any Deputy-Chairman/Chairwoman, Lead Independent Director, or Directors constituting at least one third of the members of the Board may convene a meeting by production of an agenda with the matters to be discussed.
- 4 Any Director may propose matters to be discussed by the Board and insist on the inclusion of items on the agenda of Board meetings.
- 5 Ordinary meetings may be convened by e-mail, letter or any other valid means where delivery is recorded and will be effective if it contains the signature of the Chairman/Chairwoman or of the Secretary **on the Chairman/Chairwoman's behalf or on behalf of Directors who have convened the**

experience.

- 6 The Board may appoint a Deputy Secretary, who need not be a Director, to assist the Secretary of the Board in his or her duties and substitute for the Secretary in the event of absence or vacancy in the post. The appointment and dismissal of the Deputy Secretary shall be approved by the Board, following a report by the Appointments and Corporate Governance Committee. Unless otherwise decided by the Board, the Deputy Secretary shall attend its meetings.
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- 4 Any Director may propose matters to be discussed by the Board and insist on the inclusion of items on the agenda of Board meetings.
- 5 Ordinary meetings may be convened by e-mail, letter or any other valid means where delivery is recorded and will be effective if it contains the signature of the Chairman/Chairwoman or of the Secretary **on the Chairman/Chairwoman's behalf or on behalf of Directors who have convened the**

meeting. The convening shall be made, except in case of exigent circumstances, no later than three days before the date of the meeting.

The convening shall always include the agenda of the meeting and shall be accompanied by information relevant to the matters to be discussed. Where, in the Chairman/Chairwoman's view, it is inadvisable for reasons of confidentiality, additional information shall not accompany the agenda and the Directors shall be advised of the possibility of examining said information at the Company offices. Directors may also request that the Chairman/Chairwoman, the Secretary and the Deputy-Secretary of the Board provide them with any additional information they deem necessary to carry out an adequate assessment of the matters to be discussed at the meeting.

- 6 Extraordinary Board Meetings may be convened by any means referred to in the previous paragraph. The notice period and other requirements set out above will not apply when, in the opinion of the person convening the meeting, the circumstances make this justifiable.
- 7 Board Meetings may be held in person, by videoconference, or other remote communication techniques and in such case shall be construed as being held at the **Company's registered office**. Additionally, the Board of Directors may adopt written resolutions without meeting when no Director objects.
- 8 Members of the management team and Company staff whose presence is required by the Chairman/Chairwoman upon his or her own initiative or at the request of a Director shall be obliged to attend Board Meetings, as well cooperate with the Directors and provide them with access to information available to them. The Board may also require attendance by the **Company's external auditors at Board Meetings**.
- 9 The Board shall annually evaluate its own performance, the quality of its work, the effectiveness of its proceedings and the performance of its members based upon a report prepared by the Appointments-~~Remuneration~~ and Corporate Governance Committee. It shall also assess the performance of its Committees based on the annual business reports which they present to the Board.

The evaluation process shall be organised and coordinated by the

meeting.

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- 9 The Board shall annually evaluate its own performance, the quality of its work, the effectiveness of its proceedings and the performance of its members based upon a report prepared by the Appointments and Corporate Governance Committee. It shall also assess the performance of its Committees based on the annual business reports which they present to the Board.

The evaluation process shall be organised and coordinated by the Chairman/Chairwoman of the Board together with the chairmen/women of all Board committees, as well as by the Lead Independent Director in the case of the

Chairman/Chairwoman of the Board together with the chairmen/women of all Board committees, as well as by the Lead Independent Director in the case of the evaluation of the Chairman/Chairwoman of the Board.

Every three years the Board will be assisted in carrying out the evaluation by an external consultant.

Article 16. Board Committees

- 1 Notwithstanding the delegations of powers issued on an individual basis, the Board shall form the following committees:

a) Auditing and Compliance Committee

~~b) Appointments, Remuneration and Corporate Governance Committee~~

~~b)c) Remuneration Committee~~

~~c)d) Sustainability Committee~~

~~d)e) Other committees deemed appropriate by the Board, including an Executive Committee with powers delegated by the Board and a Strategy Committee.~~

- 2 The Board of Directors may agree to ~~distribute—merge~~ the powers of the Appointments, ~~Remuneration~~ and Corporate Governance Committee ~~and that of the Remuneration Committee into among several one single committees, separating the powers relating to appointments from those relating to payments and any other matters deemed appropriate.~~

- 3 The Board, after a report from the Appointments, ~~Remuneration~~ and Corporate Governance Committee, shall appoint the members of the committees taking into account their knowledge, skills and experience in the matters relating to the functions to be performed by each committee

Notwithstanding the foregoing, the Board shall encourage rotation of Directors among the various committees.

- 4 In matters not provided for in these Regulations, committees shall regulate their own procedures and appoint a Chairman/Chairwoman from among their members. The Secretary or Deputy-Secretary of the Board shall act as

evaluation of the Chairman/Chairwoman of the Board.

Every three years the Board will be assisted in carrying out the evaluation by an external consultant.

Article 16. Board Committees

- 1 Notwithstanding the delegations of powers issued on an individual basis, the Board shall form the following committees:

a) Auditing and Compliance Committee

b) Appointments and Corporate Governance Committee

c) Remuneration Committee

d) Sustainability Committee

e) Other committees deemed appropriate by the Board, including an Executive Committee with powers delegated by the Board and a Strategy Committee.

- 2 The Board of Directors may agree to merge the powers of the Appointments and Corporate Governance Committee and that of the Remuneration Committee into one single committee.

- 3 The Board, after a report from the Appointments and Corporate Governance Committee, shall appoint the members of the committees taking into account their knowledge, skills and experience in the matters relating to the functions to be performed by each committee

Notwithstanding the foregoing, the Board shall encourage rotation of Directors among the various committees.

- 4 In matters not provided for in these Regulations, committees shall regulate their own procedures and appoint a Chairman/Chairwoman from among their members. The Secretary or Deputy-Secretary of the Board shall act as Secretary.

- 5 Committees shall meet upon convening by their Chairman/Chairwoman or upon a request by the Chairman/Chairwoman of the Board or any of the Deputy-Chairmen/Chairwomen, the Lead Independent Director or over half of the Directors.

The Board Secretary shall forward

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- 5 Committees shall meet upon convening by their Chairman/Chairwoman or upon a request by the Chairman/Chairwoman of the Board or any of the Deputy-Chairmen/Chairwomen, the Lead Independent Director or over half of the Directors.

The Board Secretary shall forward meeting requests and information on matters to be discussed at each meeting, in accordance with Article 13.5 of the Board Regulations as it relates to the Board.

- 6 Committees shall be validly constituted when a majority of their members are present or represented. Resolutions shall be adopted by an absolute majority of the members present, with tie votes decided by a vote of the Chairman/Chairwoman.

Members of the committee shall personally attend meetings and ensure that non-attendance be minimized to the extent possible. In the event that any committee member is unable to attend, a proxy in another committee member may be granted for each meeting by email or by letter or any other valid means where delivery is recorded.

- 7 Committees shall keep the Board informed of matters discussed and resolutions adopted at their meetings. To this end, the Chairman/Chairwoman of each committee shall report at the first Board Meeting following the meeting of the relevant committee. Except in the case of the Executive Committee, and in other cases where permitted by law or the Bylaws, decisions taken by the committees shall be considered as proposals for resolution or information for the Board.
- 8 Committees shall prepare an annual calendar of dates and matters to be discussed at regular meetings, notwithstanding their ability to hold other extraordinary meetings. They shall also prepare an annual proceedings report. The calendar and proceedings report shall be presented to the Board.
- 9 Members of the management team and Company staff whose presence is required by the committee shall be obliged to attend committee meetings, as well as to cooperate and provide any available information to the corresponding committee, and may even be required to appear without the

meeting requests and information on matters to be discussed at each meeting, in accordance with Article 13.5 of the Board Regulations as it relates to the Board.

- 6 Committees shall be validly constituted when a majority of their members are present or represented. Resolutions shall be adopted by an absolute majority of the members present, with tie votes decided by a vote of the Chairman/Chairwoman.

Members of the committee shall personally attend meetings and ensure that non-attendance be minimized to the extent possible. In the event that any committee member is unable to attend, a proxy in another committee member may be granted for each meeting by email or by letter or any other valid means where delivery is recorded.

- 7 Committees shall keep the Board informed of matters discussed and resolutions adopted at their meetings. To this end, the Chairman/Chairwoman of each committee shall report at the first Board Meeting following the meeting of the relevant committee. Except in the case of the Executive Committee, and in other cases where permitted by law or the Bylaws, decisions taken by the committees shall be considered as proposals for resolution or information for the Board.
- 8 Committees shall prepare an annual calendar of dates and matters to be discussed at regular meetings, notwithstanding their ability to hold other extraordinary meetings. They shall also prepare an annual proceedings report. The calendar and proceedings report shall be presented to the Board.
- 9 Members of the management team and Company staff whose presence is required by the committee shall be obliged to attend committee meetings, as well as to cooperate and provide any available information to the corresponding committee, and may even be required to appear without the presence of any other executive, in order to ensure necessary independence in the functioning of the committee. The committee may also require attendance of the Company's external auditors at committee meetings.
- 10 In order to enhance the performance of their duties, committees may seek the advice of external professionals, who shall be subject to the provisions of these

presence of any other executive, in order to ensure necessary independence in the functioning of the committee. The committee may also require attendance **of the Company's external auditors at** committee meetings.

- 10 In order to enhance the performance of their duties, committees may seek the advice of external professionals, who shall be subject to the provisions of these Regulations, whose attendance may also be required at its meetings.
- 11 Articles 13 through 15 and other provisions of the Board Regulations relative to operations of the Board shall apply to the operations of Board Committees, provided they are compatible with the nature and function of the Committees and favour their effective operation.
- 12 The Secretary of the Board shall make a copy of the minutes of meetings of the committees available to all members of the Board.

Article 18. The Auditing and Compliance Committee

- 1 The operations of the Auditing and Compliance Committee shall be in accordance with applicable law, the Bylaws and these Regulations.
- 2 The Auditing and Compliance Committee shall consist exclusively of Non-Executive Directors, with a minimum of three and a maximum of ~~six~~ **seven** members. A majority of its members shall be Independent Directors and shall appoint a Chairman/Chairwoman from among them. In the absence of its Chairman/Chairwoman, meetings shall be chaired by the Independent Director appointed by the committee.
- 3 The Auditing and Compliance Committee shall meet as often as it is convened, pursuant to the terms of these Regulations, and at least four times a year.
- 4 The Chairman/Chairwoman shall be replaced at least every four years, notwithstanding his or her continuing as a member of the committee, and may be re-elected as Chairman/Chairwoman after a period of one year has elapsed since stepping down from the post.
- 5 Taken as a whole, committee membership, and in particular selection of its Chairman/Chairwoman, shall be predicated **on the members' knowledge and experience**

Regulations, whose attendance may also be required at its meetings.

- 11 Articles 13 through 15 and other provisions of the Board Regulations relative to operations of the Board shall apply to the operations of Board Committees, provided they are compatible with the nature and function of the Committees and favour their effective operation.
- 12 The Secretary of the Board shall make a copy of the minutes of meetings of the committees available to all members of the Board.

Article 18. The Auditing and Compliance Committee

- 1 The operations of the Auditing and Compliance Committee shall be in accordance with applicable law, the Bylaws and these Regulations.
- 2 The Auditing and Compliance Committee shall consist exclusively of Non-Executive Directors, with a minimum of three and a maximum of seven members. A majority of its members shall be Independent Directors and shall appoint a Chairman/Chairwoman from among them. In the absence of its Chairman/Chairwoman, meetings shall be chaired by the Independent Director appointed by the committee.
- 3 The Auditing and Compliance Committee shall meet as often as it is convened, pursuant to the terms of these Regulations, and at least four times a year.
- 4 The Chairman/Chairwoman shall be replaced at least every four years, notwithstanding his or her continuing as a member of the committee, and may be re-elected as Chairman/Chairwoman after a period of one year has elapsed since stepping down from the post.
- 5 Taken as a whole, committee membership, and in particular selection of its Chairman/Chairwoman, shall be predicated **on the members' knowledge and experience** in accounting, auditing, internal control and risk management, both financial and non-financial.
- 6 The committee shall have the following duties, in addition to those **assigned** to it by law.
 - 6.1 With regard to internal reporting and monitoring systems:
 - a) Monitoring and evaluating the

in accounting, auditing, internal control and risk management, both financial and non-financial.

- 6 The committee shall have the following duties, in addition to those assigned to it by law.

6.1 With regard to internal reporting and monitoring systems:

- a) Monitoring and evaluating the preparation and reporting of the **Company's financial and non-financial information, including the annual reports contained in the Management Report** and its systems for the monitoring and management of financial and non-financial risk (including operational, technological, legal, social, environmental, political and reputational risk and risk relating to corruption), checking compliance with the requirements set out in law, the accurate demarcation of the scope of consolidation, and the correct application of accounting principles, as well as submitting the relevant report to the Board where applicable.
- b) Overseeing the composition, powers and performance of the internal auditing, risk monitoring and management and compliance departments, and to that end: i) ensuring their independence; ii) proposing, or approving in the case of the compliance department, the election, appointment, payment and dismissal of the people respectively in charge of those areas; iii) approving their budgets and the direction of the annual working plan, and overseeing their implementation; iv) receiving regular information on their activities and, in particular, any potential incidents or restrictions on the scope set out in the development of the annual working plan; and v) verifying that senior management takes account of the conclusions and recommendations contained in their reports.

With regard to the internal audit area, the committee will ensure that its activity is mainly focused on relevant risks, including reputational risks.

- c) Establishing and overseeing the operation of a means by which employees and other Company stakeholders such as Directors, shareholders, suppliers, contractors or subcontractors may communicate confidentially and, when appropriate,

preparation and reporting of the **Company's financial and non-financial information**, including the annual reports contained in the Management Report and its systems for the monitoring and management of financial and non-financial risk (including operational, technological, legal, social, environmental, political and reputational risk and risk relating to corruption), checking compliance with the requirements set out in law, the accurate demarcation of the scope of consolidation, and the correct application of accounting principles, as well as submitting the relevant report to the Board where applicable.

- b) Overseeing the composition, powers and performance of the internal auditing, risk monitoring and management and compliance departments, and to that end: i) ensuring their independence; ii) proposing, or approving in the case of the compliance department, the election, appointment, payment and dismissal of the people respectively in charge of those areas; iii) approving their budgets and the direction of the annual working plan, and overseeing their implementation; iv) receiving regular information on their activities and, in particular, any potential incidents or restrictions on the scope set out in the development of the annual working plan; and v) verifying that senior management takes account of the conclusions and recommendations contained in their reports.

With regard to the internal audit area, the committee will ensure that its activity is mainly focused on relevant risks, including reputational risks.

- c) Establishing and overseeing the operation of a means by which employees and other Company stakeholders such as Directors, shareholders, suppliers, contractors or subcontractors may communicate confidentially and, when appropriate, anonymously, potentially significant irregularities, including financial and accounting irregularities, related to the Company or its group, and that respects the rights of the complainant and the accused.
- d) Ensuring that established internal control policies and systems are implemented effectively.

6.2 With regard to the external auditor and

anonymously, potentially significant irregularities, including financial and accounting irregularities, related to the Company or its group, and that respects the rights of the complainant and the accused.

- d) Ensuring that established internal control policies and systems are implemented effectively.

6.2 With regard to the external auditor and the verifier of sustainability information:

- a) Submitting to the Board of Directors proposals for selection, appointment, re-election and removal of the External Auditors and the verifier of sustainability information, while striving to, in the first case, maintain one same audit firm for all companies of the Group, taking responsibility for the selection process of both, as well as the conditions of ~~its~~ their engagement and the scope of the professional mandate, in accordance with the relevant legislation. The Sustainability Committee shall be consulted for the process of selection, appointment, reappointment and replacement of the verifier of the sustainability information.
- b) Ensuring that the accounts which the Board of Directors submits to the General Shareholders' Meeting are drawn up in accordance with accounting and sustainability regulations and the audit and verification reports ~~does~~ not contain reservations or qualifications.
- c) In the event of resignation, examining the circumstances that motivated it.
- d) Ensuring that the remuneration of the external auditor and the verifier of sustainability information for ~~its~~ their work, and any other payments arising from other business relationships with the Company do not compromise ~~the auditor's~~ their independence or the quality of ~~its~~ their work.
- e) Ensuring that the Company properly communicates any change of auditor through legally established channels and accompanies such communication with a statement regarding the possible existence of material disagreements with the outgoing auditor and their content.
- f) Ensuring that the external auditor and the verifier of sustainability information holds an annual meeting with the full

the verifier of sustainability information:

- a) Submitting to the Board of Directors proposals for selection, appointment, re-election and removal of the External Auditors and the verifier of sustainability information, while striving to, in the first case, maintain one same audit firm for all companies of the Group, taking responsibility for the selection process of both, as well as the conditions of their engagement and the scope of the professional mandate, in accordance with the relevant legislation. The Sustainability Committee shall be consulted for the process of selection, appointment, reappointment and replacement of the verifier of the sustainability information.
- b) Ensuring that the accounts which the Board of Directors submits to the General Shareholders' Meeting are drawn up in accordance with accounting and sustainability regulations and the audit and verification reports do not contain reservations or qualifications.
- c) In the event of resignation, examining the circumstances that motivated it.
- d) Ensuring that the remuneration of the external auditor and the verifier of sustainability information for their work, and any other payments arising from other business relationships with the Company do not compromise their independence or the quality of their work.
- e) Ensuring that the Company properly communicates any change of auditor through legally established channels and accompanies such communication with a statement regarding the possible existence of material disagreements with the outgoing auditor and their content.
- f) Ensuring that the external auditor and the verifier of sustainability information hold an annual meeting with the full Board of Directors to report on the work performed and on developments in the Company's accounting, sustainability information and risk situation.
- g) Ensuring that the Company and the external auditor comply with applicable rules on the provision of services other than auditing services, limits on concentration of the auditor's business and, in general, rules on the independence of auditors, as well as

Board of Directors to report on the work performed and on developments in the Company's accounting, sustainability information and risk situation.

- g) Ensuring that the Company and the external auditor comply with applicable rules on the provision of services other than auditing services, limits on concentration of the auditor's business and, in general, rules on the independence of auditors, as well as authorising the procurement of those services.

6.3 Other functions:

- a) Reporting to the Board on economic conditions and their accounting impact and, particularly and where appropriate, on the proposed exchange ratio for corporate restructuring activities that the Company intends to perform.
- b) Taking decisions regarding internal compliance and competence programmes and procedures approved and assigned to it by the Board, as well as monitoring compliance with the Company's internal policies and codes of conduct, ensuring that corporate culture is aligned with their purpose and values, and proposing amendments.
- c) Overseeing compliance with ~~the internal codes of conduct, including, when appropriate,~~ the Internal Code of Conduct on Matters Relating to the Stock Markets, and application of the policy for communication with shareholders, institutional investors and proxy advisors, along with the procedures for maintaining relations with other stakeholders, as well as any financial, non-financial and corporate reporting policy that may form part of these relations, and proposing amendments thereof.
- d) Reporting on related-party transactions which must be approved at a Meeting or by the Board of Directors and supervising the internal procedure established by the Company for transactions whose approval has been delegated.

Article 19. The Appointments, ~~Remuneration~~ and Corporate Governance Committee

- 1 Operations of the Appointments, ~~Remuneration~~ and Corporate Governance

authorising the procurement of those services.

6.3 Other functions:

- a) Reporting to the Board on economic conditions and their accounting impact and, particularly and where appropriate, on the proposed exchange ratio for corporate restructuring activities that the Company intends to perform.
- b) Taking decisions regarding internal compliance and competence programmes and procedures approved and assigned to it by the Board, as well as monitoring compliance with the Company's internal policies and codes of conduct, ensuring that corporate culture is aligned with their purpose and values, and proposing amendments.
- c) Overseeing compliance with the Internal Code of Conduct on Matters Relating to the Stock Markets, and application of the policy for communication with shareholders, institutional investors and proxy advisors, along with the procedures for maintaining relations with other stakeholders, as well as any financial, non-financial and corporate reporting policy that may form part of these relations, and proposing amendments thereof.
- d) Reporting on related-party transactions which must be approved at a Meeting or by the Board of Directors and supervising the internal procedure established by the Company for transactions whose approval has been delegated.

Article 19. The Appointments and Corporate Governance Committee

- 1 Operations of the Appointments and Corporate Governance Committee shall comply with applicable law, the Bylaws and these Regulations.
- 2 The Appointments and Corporate Governance Committee shall consist exclusively of Non-Executive Directors, with a minimum of three and a maximum of six members. A majority of its members must be Independent Directors and the Chairman/Chairwoman shall be appointed from among them. In the absence of the Chairman/Chairwoman, the meeting shall be chaired by the Independent Director appointed by the Committee for that

Committee shall comply with applicable law, the Bylaws and these Regulations.

- 2 The Appointments, ~~Remuneration~~ and Corporate Governance Committee shall consist exclusively of Non-Executive Directors, with a minimum of three and a maximum of six members. A majority of its members must be Independent Directors and the Chairman/Chairwoman shall be appointed from among them. In the absence of the Chairman/Chairwoman, the meeting shall be chaired by the Independent Director appointed by the Committee for that purpose.
- 3 Members of the Committee shall be appointed in an effort to ensure that as a group they possess the knowledge, skills and experience appropriate for the duties they are to perform.
- 4 The Appointments, ~~Remuneration~~ and Corporate Governance Committee shall meet as often as it is convened, pursuant to the terms of these Regulations, and at least three times a year.
- 5 The Committee shall have the following duties in addition to those assigned to it by law:
 - a) Reporting on the selection policy for Directors approved by the Board and annually verifying its compliance. .
 - b) Annually reviewing compliance with the requirements of the category under which each Director was appointed, which will be noted in the Annual Corporate Governance Report.
 - c) Determining the skills and know-how and experience required by the Board through the preparation of a skills matrix, and regularly checking reviewing its compliance that these are duly exhibited by its members.
 - d) Defining the profile and skills required for the appointment or re-election of board members prior to the beginning of the selection process, and ensuring that the process does not involve any form of discrimination, as well as favouring the recruitment of the highest quality professionals, and monitoring the guidelines in order to ensure compliance with the targets for representation of the underrepresented gender on the Board.
 - e) Verifying the content of the Annual Corporate Governance Report and

purpose.

- 3 Members of the Committee shall be appointed in an effort to ensure that as a group they possess the knowledge, skills and experience appropriate for the duties they are to perform.
- 4 The Appointments and Corporate Governance Committee shall meet as often as it is convened, pursuant to the terms of these Regulations, and at least three times a year.
- 5 The Committee shall have the following duties in addition to those assigned to it by law:
 - a) Reporting on the selection policy for Directors approved by the Board and annually verifying its compliance.
 - b) Annually reviewing compliance with the requirements of the category under which each Director was appointed, which will be noted in the Annual Corporate Governance Report.
 - c) Determining the skills and know-how and experience required by the Board through the preparation of a skills matrix, and regularly reviewing its compliance.
 - d) Defining the profile and skills required for the appointment or re-election of board members prior to the beginning of the selection process, and ensuring that the process does not involve any form of discrimination, as well as favouring the recruitment of the highest quality professionals, and monitoring the guidelines in order to ensure compliance with the targets for representation of the underrepresented gender on the Board.
 - e) Verifying the content of the Annual Corporate Governance Report and reporting on its content to the Auditing and Compliance Committee.
 - f) Ensuring that Non-Executive Directors have sufficient time available to perform their duties effectively.
 - g) Preparing the on which the Board will base its annual evaluation of its functioning and the annual evaluation of the Chairman of the Board.
 - h) Designing, organising and regularly updating continuing education and onboarding programmes for new

~~incorporating the reporting on its content to the Auditing and Compliance Committee report relative to the sections of that report that are within its purview.~~

- f) Ensuring that Non-Executive Directors have sufficient time available to perform their duties effectively.
- g) Preparing the on which the Board will base its annual evaluation of its functioning and the annual evaluation of the Chairman of the Board.
- h) Designing, organising and regularly updating continuing education and onboarding programmes for new Directors.

~~i) Proposing to the Board of Directors the Remuneration Policy for Directors.~~

~~j) Periodically reviewing the remuneration policy for Directors and senior managers, including share-based remuneration systems and their application, and ensuring that their individual remuneration is proportionate to the amounts paid to other Directors and senior managers in the Company, in line with the Company's strategy and long-term value creation.~~

~~k) Monitoring compliance with the remuneration policy set by the company.~~

~~l) Evaluating the degree of compliance with the criteria and objectives established in relation to the variable remuneration of the executive directors and senior managers, and determining the proposal of their individual remuneration to submit to the Board of Directors for its approval.~~

~~m) i) Reporting to the Board of Directors the proposals from the Executive Chairman/Chairwoman and/or the Chief Executive Officer on appointments and removal of senior management managers and the basic conditions of their hiring or dismissal.~~

~~n) j) Presenting a succession plan for the Chairman/Chairwoman of the Board, Executive Directors and the senior managers to be approved by the Board.~~

~~o) Verifying the data regarding remuneration of Directors and senior managers contained in corporate~~

Directors.

- i) Reporting to the Board of Directors the proposals from the Executive Chairman/Chairwoman and/or the Chief Executive Officer on appointment and removal of senior management.
- j) Presenting a succession plan for the Chairman/Chairwoman of the Board, Executive Directors and the senior managers to be approved by the Board.
- k) Periodically analysing Company policies, internal rules, procedures and practices in the area of corporate governance when supervision does not interfere with another committee, as well as their consonance with national and international standards, recommendations and best practices in these areas, and proposing modifications.
- l) Reporting to the Board, prior to its approval, on the rest of the information made public by the Company related to matters within its purview, and reviewing that such information is sufficient and appropriate and complies with good governance recommendations undertaken by the Company.
- m) Ensuring that conflicts of interest do not adversely affect the independence of advice provided to the committee by outside advisors and/or the Board of Directors.
- n) Periodically reviewing Company policies and procedures on recruitment, retention, development and remuneration of professional talent as an essential asset of the Company.
- o) Consulting with the Chairman/Chairwoman of the Board and, in the event that this is not an **executive position**, the Company's chief executive, especially where matters relating to executive directors and senior officers are concerned and, where applicable, inviting them to committee meetings.

Article 19 bis. The Remuneration Committee

- 1 The operations of the Remuneration Committee shall comply with applicable law, the Bylaws and these Regulations.

~~documents and, specifically, in the Annual Report on Directors' Remuneration.~~

~~g) Periodically analysing Company policies, internal rules, procedures and practices in the area of corporate governance when supervision does not interfere with another committee, as well as their consonance with national and international standards, recommendations and best practices in these areas, and proposing modifications.~~

~~h) Reporting to the Board, prior to its approval, on the rest of the information made public by the Company related to matters within its purview, and reviewing that such information is sufficient and appropriate and complies with good governance recommendations undertaken by the Company.~~

~~i) Ensuring that conflicts of interest do not adversely affect the independence of advice provided to the committee by outside advisors and/or the Board of Directors.~~

~~j) Periodically reviewing Company policies and procedures on recruitment, retention, development and remuneration of professional talent as an essential asset of the Company.~~

~~k) Consulting with the Chairman/Chairwoman of the Board and, in the event that this is not an executive position, the Company's chief executive, especially where matters relating to executive directors and senior officers are concerned and, where applicable, inviting them to committee meetings.~~

Article 19 bis. The Remuneration Committee

1 The operations of the Remuneration Committee shall comply with applicable law, the Bylaws and these Regulations.

2 The Remuneration Committee shall consist exclusively of Non-Executive Directors, with a minimum of three and a maximum of six members. A majority of its members must be Independent Directors and the Chairman/Chairwoman shall be appointed from among them. In the absence of the Chairman/Chairwoman, the meeting shall be chaired by the Independent Director appointed by the

2 The Remuneration Committee shall consist exclusively of Non-Executive Directors, with a minimum of three and a maximum of six members. A majority of its members must be Independent Directors and the Chairman/Chairwoman shall be appointed from among them. In the absence of the Chairman/Chairwoman, the meeting shall be chaired by the Independent Director appointed by the Committee for that purpose.

3 Members of the Committee shall be appointed in an effort to ensure that as a group they possess the knowledge, skills and experience appropriate for the duties they are to perform.

4 Members of the Committee shall be appointed in an effort to ensure that as a group they possess the knowledge, skills and experience appropriate for the duties they are to perform.

5 The Committee shall have the following duties in addition to those assigned to it by law:

a) Proposing to the Board of Directors the Remuneration Policy for Directors.

b) Periodically reviewing the remuneration policy for Directors and senior management, including share-based remuneration systems and their application, and ensuring that their individual remuneration is proportionate to the amounts paid to other Directors and senior management in the Company, in line with the Company's strategy and long-term value creation.

c) Monitoring compliance with the remuneration policy set by the Company.

d) Evaluating the degree of compliance with the criteria and objectives established in relation to the variable remuneration of the executive directors and senior management, and determining the proposal of their individual remuneration to submit to the Board of Directors for its approval.

e) Reporting to the Board of Directors the proposals from the Executive Chairman/Chairwoman and/or the Chief Executive Officer regarding the basic conditions for the hiring or termination for senior executives.

Committee for that purpose.

- 3 Members of the Committee shall be appointed in an effort to ensure that as a group they possess the knowledge, skills and experience appropriate for the duties they are to perform.
- 4 Members of the Committee shall be appointed in an effort to ensure that as a group they possess the knowledge, skills and experience appropriate for the duties they are to perform.
- 5 The Committee shall have the following duties in addition to those assigned to it by law:
 - a) Proposing to the Board of Directors the Remuneration Policy for Directors.
 - b) Periodically reviewing the remuneration policy for Directors and senior management, including share-based remuneration systems and their application, and ensuring that their individual remuneration is proportionate to the amounts paid to other Directors and senior management in the Company, in line with the Company's strategy and long-term value creation.
 - c) Monitoring compliance with the remuneration policy set by the Company.
 - d) Evaluating the degree of compliance with the criteria and objectives established in relation to the variable remuneration of the executive directors and senior management, and determining the proposal of their individual remuneration to submit to the Board of Directors for its approval.
 - e) Reporting to the Board of Directors the proposals from the Executive Chairman/Chairwoman and/or the Chief Executive Officer regarding the basic conditions for the hiring or termination for senior executives.
 - f) Verifying the data regarding remuneration of Directors and senior management contained in corporate documents and, specifically, in the Annual Report on Directors' Remuneration.
 - g) Reporting to the Board, prior to its approval, on other information that the Company publishes relating to

- f) Verifying the data regarding remuneration of Directors and senior management contained in corporate documents and, specifically, in the Annual Report on Directors' Remuneration.
- g) Reporting to the Board, prior to its approval, on other information that the Company publishes relating to matters within the purview of the Committee.
- h) Ensuring that conflicts of interest do not adversely affect the independence of advice provided to the committee and/or the Board of Directors by outside advisors.
- i) Consulting with the Chairman/Chairwoman of the Board and, in the event that this is not an **executive position**, the Company's chief executive, especially where matters relating to executive directors and senior officers are concerned and, where applicable, inviting them to committee meetings.

Article 19 ter. The Sustainability Committee

- 1 The operations of the Sustainability Committee shall be in accordance with applicable law, the Bylaws and these Regulations.
- 2 The Sustainability Committee shall consist exclusively of Non-Executive Directors with a minimum of three and a maximum of six members. A majority of its members must be Independent Directors and the Chairman/Chairwoman shall be appointed from among them. In the absence of the Chairman, meetings shall be chaired by the Independent Director appointed for that purpose by the committee.
- 3 Members of the Committee shall be appointed in an effort to ensure that as a group they possess the knowledge, skills and experience appropriate for the duties they are to execute
- 4 The Sustainability Committee shall meet as often as it is convened, **pursuant** to the terms of these Regulations, and at least three times a year.
- 5 This Committee shall have the following duties:
 - a) Proposing to the Board of Directors plans, policies, and objectives regarding

matters within the purview of the Committee.

h) Ensuring that conflicts of interest do not adversely affect the independence of advice provided to the committee and/or the Board of Directors by outside advisors.

i) Consulting with the Chairman/Chairwoman of the Board and, in the event that this is not an executive position, the Company's chief executive, especially where matters relating to executive directors and senior officers are concerned and, where applicable, inviting them to committee meetings.

Article 19 ~~bis~~^{ter}. The Sustainability Committee

- 1 The operations of the Sustainability Committee shall be in accordance with applicable law, the Bylaws and these Regulations.
- 2 The Sustainability Committee shall consist exclusively of Non-Executive Directors with a minimum of three and a maximum of six members. A majority of its members must be Independent Directors and the Chairman/Chairwoman shall be appointed from among them. In the absence of the Chairman, meetings shall be chaired by the Independent Director appointed for that purpose by the committee.
- 3 Members of the Committee shall be appointed in an effort to ensure that as a group they possess the knowledge, skills and experience appropriate for the duties they are to execute
- 4 The Sustainability Committee shall meet as often as it is convened, **pursuant** to the terms of these Regulations, and at least three times a year.
- 5 This Committee shall have the following duties:
 - a) Proposing to the Board of Directors plans, policies, and objectives regarding environmental, social or sustainability matters, Guiding, monitoring—and evaluating the degree of compliance with ~~policies, good practices and specific action plans in the area of sustainability, particularly regarding corporate social responsibility, the environment, diversity and integration~~these, and ensuring that

environmental, social or sustainability matters, and evaluating the degree of compliance with these, and ensuring that they conform to the strategy and Master Plan approved by the Board of Directors.

- b) Determining the general principles and criteria that should inform the contents of the Sustainability Report (non-financial information statement) in accordance with applicable law and international best practices in this area and reporting its contents to the Auditing and Compliance Committee.
- c) Periodically reviewing the Company's sustainability performance, as well as its position in existing indices and metrics, taking particular account at all times of those aspects that are increasingly valued by the various stakeholders, and proposing measures for the Company to respond to them.
- d) Report to the Auditing and Compliance Committee on non-financial risks related to matters within its purview.
- e) Proposing to the Board of Directors the strategy and policy on sustainability risks within its purview.
- f) Supervise compliance with the sustainability objectives, predetermined and quantifiable, associated to the variable remuneration of the executive directors and senior managers, collaborating in this regard with the Appointments and Corporate Governance Committee, if applicable, by submitting reports where appropriate within the scope of its responsibilities.
- g) Supervise the management of intangible assets such as reputation, brand image, intellectual property and transparency, and propose improvement measures.
- h) Any other sustainability issues delegated to it by the Board.

they conform to the strategy and Master Plan approved by the Board of Directors.

- b) Determining the general principles and criteria that should inform the contents of the Sustainability Report (non-financial information statement) in accordance with applicable law and international best practices in this area and proposing reporting its contents to the Auditing and Compliance Committee.
- c) Periodically reviewing the Company's sustainability performance, as well as its position in existing indices and metrics, taking particular account at all times of those aspects that are increasingly valued by the various stakeholders, and proposing measures for the Company to respond to them.
- d) Report to the Auditing and Compliance Committee on non-financial risks related to matters within its purview.

e) Proposing to the Board of Directors the strategy and policy on sustainability risks within its purview.

f) Supervise compliance with the sustainability objectives, predetermined and quantifiable, associated to the variable remuneration of the executive directors and senior managers, collaborating in this regard with the Appointments, ~~Remuneration~~ and Corporate Governance Committee, if applicable, by submitting reports where appropriate within the scope of its responsibilities.

g) Supervise the management of intangible assets such as reputation, brand image, intellectual property and transparency, and propose improvement measures.

h) Any other sustainability issues delegated to it by the Board.

Article 19 quater. The Strategy Committee

- 1 The operations of the Strategy Committee shall be in accordance with applicable law, the Bylaws and these Regulations.
- 2 The Strategy Committee shall consist of a minimum of three and a maximum of six

Article 19 quater. The Strategy Committee

- 1 The operations of the Strategy Committee shall be in accordance with applicable law, the Bylaws and these Regulations.
- 2 The Strategy Committee shall consist of a minimum of three and a maximum of six Directors, at least half of whom must be independent directors.

It shall be chaired by the Chairman of the Board of Directors; in the absence of the Chairman, the meeting shall be chaired by the independent director appointed for this purpose by the Committee.

- 3 Members of the Committee shall be appointed in an effort to ensure that as a group they possess the knowledge, skills and experience appropriate for the duties they are to execute.
- 4 The Strategy Committee shall meet as often as it is convened, pursuant to the terms of these Regulations, and at least twice a year.
- 5 The Committee shall have a consultative and advisory nature, with the following duties:

- a) Analysing the proposals made by the Executive Directors to the Board regarding the strategy (business, financial or otherwise) of the Company and its group.
- b) Monitoring the strategic plan, submitting proposals or recommendations to the Board on the same.
- c) Evaluating the degree of compliance with strategic objectives associated to the variable remuneration of the executive directors and senior managers, and submitting the corresponding report to the Remuneration Committee.
- d) Keeping up to date on international, local and industry market trends in which the Company and its group operate.

Article 20. Nomination and Appointment of Directors

- 1 Directors shall be appointed, re-elected or ratified at General Shareholders' Meetings **without prejudice to shareholders' rights to proportional representation**, in accordance with the provisions contained in the Ley de Sociedades de Capital ["Spanish Corporations Act"] and the

Directors, at least half of whom must be independent directors.

It shall be chaired by the Chairman of the Board of Directors; in the absence of the Chairman, the meeting shall be chaired by the independent director appointed for this purpose by the Committee.

- 3 Members of the Committee shall be appointed in an effort to ensure that as a group they possess the knowledge, skills and experience appropriate for the duties they are to execute.
- 4 The Strategy Committee shall meet as often as it is convened, pursuant to the terms of these Regulations, and at least twice a year.
- 5 The Committee shall have a consultative and advisory nature, with the following duties:
 - a) Analysing the proposals made by the Executive Directors to the Board regarding the strategy (business, financial or otherwise) of the Company and its group.
 - b) Monitoring the strategic plan, submitting proposals or recommendations to the Board on the same.
 - c) Evaluating the degree of compliance with strategic objectives associated to the variable remuneration of the executive directors and senior managers, and submitting the corresponding report to the ~~Appointments, Remuneration and Corporate Governance~~ Committee.
 - d) Keeping up to date on international, local and industry market trends in which the Company and its group operate.

Article 20. Nomination and Appointment of Directors

- 1 Directors shall be appointed, re-elected or ratified at General Shareholders' Meetings without prejudice to **shareholders' rights to proportional representation**, in accordance with the provisions contained in the Ley de Sociedades de Capital ("Spanish Corporations Act") and the Bylaws.

Should vacancies occur during the period for which a Director was appointed, the Board may, by co-optation, designate a person to occupy the post until the next General Shareholders' Meeting, if one is not already convened. If already

Bylaws.

Should vacancies occur during the period for which a Director was appointed, the Board may, by co-optation, designate a person to occupy the post until the next General Shareholders' Meeting, if one is not already convened. If already convened, the Board of Directors may appoint a Director until the next General Shareholders' Meeting following the one convened.

- 2 Proposal for appointment shall be for persons of recognised personal and professional character, with sufficient capacity to maintain proper dedication to the post and without other interests incompatible with their performance.

Only natural persons may be board members, notwithstanding the exceptions set out in law.

- 3 Proposals for the appointment, re-election and dismissal of Directors submitted by the Board to General Shareholders' Meetings, as well as the provisional appointment decisions it adopts, shall be made upon proposal from the Appointments and Corporate Governance Committee in the case of Independent Directors and the Board itself, after a report by that committee, in other cases.
- 4 The proposal or report of the Appointments and Corporate Governance Committee shall classify the new Director into one of the defined categories according to applicable law, and be accompanied by a supporting report from the Board containing the results of the analysis carried out on the skills, experience and merits of the proposed person, which shall be attached to the minutes of the General Shareholders' Meeting or of the Board.

When the Board departs from the recommendation of the Appointments and Corporate Governance Committee, it shall make the reasons known and record them in the minutes.

- 5 The Board and the Appointments and Corporate Governance Committee, within the scope of their respective duties, shall exercise rigour in relation to those persons called to fill the post of Independent Director.
- 6 The Board shall propose to the General Shareholders' Meeting that proposals for the appointment or re-election of

convened, the Board of Directors may appoint a Director until the next General Shareholders' Meeting following the one convened.

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- 5 The Board and the Appointments, ~~Remuneration~~ and Corporate Governance Committee, within the scope of their respective duties, shall exercise rigour in relation to those persons called to fill the post of Independent Director.
- 6 The Board shall propose to the General Shareholders' Meeting that proposals for the appointment or re-election of Directors be subject to individual vote on each of them.
- 7 From the time of publication of the convening of the General Shareholders' Meeting, the Company shall publish continuously and keep up to date at least

Directors be subject to individual vote on each of them.

- 7 From the time of publication of the **convening of the General Shareholders' Meeting**, the Company shall publish continuously and keep up to date at least the following information on the website regarding persons proposed for appointment, ratification or re-election as members of the Board: (i) identity and CV; (ii) the proposed Director category noting, in the case of Proprietary Directors, the shareholder represented or with whom he or she is linked; and (iii) the proposal and reports referred to in the previous paragraphs.

Artículo 23. Resignation and Dismissal of Directors

- 1 Directors shall leave office when they are dismissed at a Meeting or when they communicate their resignation to the Company.

Where the Board proposes the dismissal of an Independent Director in advance of the end of the period for which he/she was appointed, its proposal shall be accompanied by clear justification and the underlying report of the Appointments and Corporate Governance Committee.

- 2 Directors shall inform the Board and offer to resign whenever:
 - a) Any of the legally defined circumstances of incompatibility, prohibition or forced resignation arise.
 - b) They seriously violate their duties as Directors or commit acts or omissions contrary to the responsibility and care with which they must perform their duties.
 - c) They cannot maintain the dedication necessary for their effective performance.
 - d) The shareholder which the Proprietary Director represents sells his or her equity interest in full or decreases it to a level requiring a reduction in the number of Proprietary Directors appointed on his or her behalf.
 - e) In the case of Independent Directors, when conditions or circumstances change calling into question the independent status of the Director.

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 - c) They cannot maintain the dedication necessary for their effective performance.
 - d) The shareholder which the Proprietary Director represents sells his or her equity interest in full or decreases it to a level requiring a reduction in the number of Proprietary Directors appointed on his or her behalf.
 - e) In the case of Independent Directors, when conditions or circumstances change calling into question the independent status of the Director.
 - f) In the case of Executive Directors, upon termination for any reason of the management position associated

- f) In the case of Executive Directors, upon termination for any reason of the management position associated with their appointment as Director

- 3 In all cases the Director must inform the Company and resign if appropriate, when he or she is affected by a situation, whether or not related to his or her duties at the Company, that may harm the credit and reputation of the Company. In particular, he or she must inform the Board of any criminal case in which he or she is a suspect and of any proceedings in the case.

Having been informed or learned otherwise of the occurrence of any of the situations referred to in the preceding paragraph, the Board shall examine the case as soon as possible and decide, in light of its specific circumstances, after a report of the Appointments and Corporate Governance Committee, whether or not to take any action (opening an internal investigation, requesting the **Director's resignation, proposing his or her dismissal or taking any other action it deems appropriate**).

The Board of Directors shall give a detailed report in the Annual Report on Corporate Governance, unless there are special circumstances which justify not doing so, which will be recorded in the minutes.

- 4 In the event that, where it is required, the Director does not submit his or her resignation in the cases described in the previous paragraphs, the Board shall submit a proposal for dismissal to the Meeting.
- 5 **When a Director's mandate is ended**, either due to his or her resignation or by **agreement of the General Shareholders' Meeting**, he or she shall deliver a letter to the other members of the Board giving a sufficient explanation of the reason for his or her resignation or, in the case of Non-Executive Directors, their opinion on the reasons for their dismissal by the **Shareholders' Meeting**. These explanations shall be contained in the Annual Corporate Governance Report and, to the extent relevant to investors, the Company shall publish such as soon as possible, including sufficient reference to the reasons or circumstances provided by the Board.

Article 27. Director Remuneration

- 1 The Board of Directors shall submit the

with their appointment as Director

- 3 In all cases the Director must inform the Company and resign if appropriate, when he or she is affected by a situation, whether or not related to his or her duties at the Company, that may harm the credit and reputation of the Company. In particular, he or she must inform the Board of any criminal case in which he or she is a suspect and of any proceedings in the case.

Having been informed or learned otherwise of the occurrence of any of the situations referred to in the preceding paragraph, the Board shall examine the case as soon as possible and decide, in light of its specific circumstances, after a report of the Appointments-Remuneration and Corporate Governance Committee, whether or not to take any action (opening an internal investigation, requesting the Director's resignation, proposing his or her dismissal or taking any other action it deems appropriate).

The Board of Directors shall give a detailed report in the Annual Report on Corporate Governance, unless there are special circumstances which justify not doing so, which will be recorded in the minutes.

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Article 27. Director Remuneration

- 1 The Board of Directors shall submit the Directors' remuneration policy for approval by the General Shareholders' Meeting at least every three years, as a

Directors' remuneration policy for approval by the General Shareholders' Meeting at least every three years, as a separate item on the agenda. This policy must comply with the remuneration requirements set out in law and it shall adhere to the remuneration system provided for in the Bylaws. Justification for the remuneration policy submitted by the Board at a Meeting shall be provided, and it shall be accompanied by a specific report from the Remuneration Committee. The maximum annual remuneration established in the said policy for Directors acting as such shall be determined at the Meeting, and this limit shall remain in force as long as it is not modified at a subsequent General Shareholders' Meeting. The General Shareholders' Meeting shall also establish the criteria for the distribution of such remuneration, bearing in mind the duties and responsibilities assigned to each Director.

- 2 Subject to the maximum limit approved by the General Shareholders' Meeting, the Board of Directors shall be responsible for establishing each individual board member's remuneration in his/her capacity as such, within the framework set out in the Bylaws and the remuneration policy, along with the frequency and dates of such payments, following a report by the Remuneration Committee.

Executive Directors must enter into a contract with the Company containing remuneration amounts for their executive duties, consistent with the Bylaws and with the remuneration policy approved at the General Shareholders' Meeting. Such contracts must be approved in advance by the Board with a favourable vote of two thirds of its members. The Director concerned shall not attend deliberations nor participate in the vote. The contract shall detail all the terms under which the Director is remunerated for the performance of executive duties and shall be attached to the minutes of the meeting after approval.

- 3 The Board of Directors shall be responsible for determining the remuneration to be received by each board member for performing the duties assigned to them, within the framework of remuneration policy and, pursuant to the terms of their contract, following a report from the Remuneration Committee.
- 4 With advice from the Remuneration Committee, the Board shall ensure that the remuneration received by board members as a result of their membership

separate item on the agenda. This policy must comply with the remuneration requirements set out in law and it shall adhere to the remuneration system provided for in the Bylaws. Justification for the remuneration policy submitted by the Board at a Meeting shall be provided, and it shall be accompanied by a specific report from the ~~Appointments, Remuneration and Corporate Governance~~ Committee. The maximum annual remuneration established in the said policy for Directors acting as such shall be determined at the Meeting, and this limit shall remain in force as long as it is not modified at a subsequent General Shareholders' Meeting. The General Shareholders' Meeting shall also establish the criteria for the distribution of such remuneration, bearing in mind the duties and responsibilities assigned to each Director.

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- 3 The Board of Directors shall be responsible for determining the remuneration to be received by each board member for performing the duties assigned to them, within the framework of remuneration policy and, pursuant to the terms of their contract, following a report from the ~~Appointments, Remuneration and Corporate Governance~~ Committee.
- 4 With advice from the ~~Appointments, Remuneration and Corporate Governance~~

of the administrative bodies and the performance of their executive duties is subject to the principles set out in the remuneration policy in force from time to time.

- 5 Upon proposal from the Remuneration Committee, the Board shall produce an annual report on the remuneration of Directors with content required by applicable law and which shall be put to an advisory vote as a separate item on the agenda at a General Shareholders' Meeting.
- 6 The Board will periodically approve the information on the remuneration of Directors and senior managers that the Company must make public after a report of the Remuneration Committee and in accordance with applicable law.

Article 31. Conflicts of Interest and Waiver

- 1 The Directors shall adopt the necessary measures to prevent situations in which their personal interests could come into conflict, either directly or indirectly, with the corporate interest and their duties to the Company.
- 2 In particular, the duty to avoid conflicts of interest obliges the Director to refrain from:
 - a) Carrying out transactions with the Company except in the case of non-material, routine transactions made under standard conditions for customers, understood to mean those transactions which need not be accounted for in order to express a fair picture of the assets, financial situation, and results of the entity in accordance with the provisions of these Regulations.
 - b) Using the Company's name or invoking his or her Director status to unduly influence the conduct of personal transactions.
 - c) Making use of Company assets, including the Company's confidential information, for private purposes.
 - d) Taking advantage of the Company's business opportunities.
 - e) Obtaining advantage or remuneration from third parties other than the Company and its group for performance of the duties of his or her post, unless they are offered out

Committee, the Board shall ensure that the remuneration received by board members as a result of their membership of the administrative bodies and the performance of their executive duties is subject to the principles set out in the remuneration policy in force from time to time.

- 5 Upon proposal from the ~~Appointments, Remuneration and Corporate Governance~~ Committee, the Board shall produce an annual report on the remuneration of Directors with content required by applicable law and which shall be put to an advisory vote as a separate item on the agenda at a General Shareholders' Meeting.
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 - b) Using the Company's name or invoking his or her Director status to unduly influence the conduct of personal transactions.
 - c) Making use of Company assets, including the Company's confidential information, for private purposes.
 - d) Taking advantage of the Company's business opportunities.
 - e) Obtaining advantage or

of mere courtesy.

- 3 The provisions set out in paragraph 1 above shall also apply where the beneficiary of the prohibited acts or activities is a person linked to the Director.
- 4 For the purposes of these Regulations, persons linked to the Director shall be those considered as such under applicable law.
- 5 Directors shall communicate to the Board any direct or indirect conflict of interest that they or any person linked to them may have with the Company.

They shall also communicate: (i) positions held on other Boards of Directors to which they belong, whether or not they are listed companies, as well as any other remunerated activities performed regardless of their nature; and (ii) Company shares and share options which they own, either directly or indirectly.
- 6 Waiver of the obligations detailed in paragraph 1 above, when appropriate, shall require approval of the Board of **Directors or at a General Shareholders' Meeting** in accordance with applicable law and the internal operating rules of the Company.
- 7 In the cases outlined in paragraph 1 above, the Board, shall require the adoption of measures which, in its view, are necessary to preserve the Company interest after a report from the Appointments and Corporate Governance Committee.
- 8 The Company shall make public instances of conflict of interest involving Directors

remuneration from third parties other than the Company and its group for performance of the duties of his or her post, unless they are offered out of mere courtesy.

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8 The Company shall make public instances of conflict of interest involving Directors in terms required by applicable law.

3 Amendments approved by the Board of Directors at its meeting held on 20 May 2025¹

| Compared Version | May 2025 Version |
|--|---|
| <p>Article 8. Qualitative Composition</p> <ol style="list-style-type: none"> 1 In exercising its powers to propose nominees at Meetings as well as co-optation for coverage of temporary vacancies, the Board shall act on the criteria that Proprietary and Independent Directors represent a large majority of the Board and that the number of Executive Directors be the minimum necessary, considering the complexity of the Company and the percentage of Executive Directors' equity interest in the Company. 2 The Board shall also ensure that the percentage of Proprietary Directors as a total of Non-Executive Directors is not greater than the percentage of the Company's capital represented by those Proprietary Directors. This criterion may be relaxed where: (i) there are few significant shareholders; or (ii) where there are several shareholders represented on the Board without ties to each other. 3 In order to strike a reasonable balance between Proprietary Directors and Independent Directors, the Board shall consider the Company's shareholder structure, taking into account the magnitude of equity interest in absolute and comparative terms, as well as the degree of permanence and strategic links of the shareholders with the Company. 4 The Board and the Appointments and Corporate Governance Committee shall ensure that the selection of persons to serve as Director is carried out in accordance with a policy aimed at promoting an appropriate composition of the Board, which: (i) is concrete and verifiable (ii) is aimed at promoting <u>a balanced representation of women and</u> | <p>Article 8. Qualitative Composition</p> <ol style="list-style-type: none"> 1 In exercising its powers to propose nominees at Meetings as well as co-optation for coverage of temporary vacancies, the Board shall act on the criteria that Proprietary and Independent Directors represent a large majority of the Board and that the number of Executive Directors be the minimum necessary, considering the complexity of the Company and the percentage of Executive Directors' equity interest in the Company. 2 The Board shall also ensure that the percentage of Proprietary Directors as a total of Non-Executive Directors is not greater than the percentage of the Company's capital represented by those Proprietary Directors. This criterion may be relaxed where: (i) there are few significant shareholders; or (ii) where there are several shareholders represented on the Board without ties to each other. 3 In order to strike a reasonable balance between Proprietary Directors and Independent Directors, the Board shall consider the Company's shareholder structure, taking into account the magnitude of equity interest in absolute and comparative terms, as well as the degree of permanence and strategic links of the shareholders with the Company. 4 The Board and the Appointments and Corporate Governance Committee shall ensure that the selection of persons to serve as Director is carried out in accordance with a policy aimed at promoting an appropriate composition of the Board, which: (i) is concrete and verifiable (ii) is aimed at promoting a balanced representation of women and |

¹ Amendment of Article 3 is not included in this Document because the change introduced to the Spanish version does not affect the English version.

men, as well as diversity of knowledge, experience, age, ~~gender,~~ and culture, while avoiding biases that may lead to discrimination; and (iii) ensures that nominations are based on the outcome of the prior analysis of the competencies required by the Board and conform to the Company's profile.

Article 9. Quantitative Composition

- 1 The Board of Directors shall consist of a number of Directors determined at the **General Shareholders' Meeting**, within the maximum and minimum set out in the Bylaws.
- 2 The Board shall make a proposal to the **General Shareholders' Meeting as to the** number of Directors who, in accordance with the circumstances of the Company at all times, is most appropriate to ensure proper representation of shareholders and the effective and participatory functioning of the Board.

Article 13. Board Meetings

- 1 At the beginning of the fiscal year, the Board shall establish a calendar of dates and matters for discussion at the regular meetings which it plans to hold.
- 2 The Board shall meet at least eight times per year. However, the Chairman/Chairwoman shall convene as many meetings as are necessary for the proper analysis and treatment of matters **within the Board's purview**.
- 3 The Chairman/Chairwoman shall convene the Board if formally requested by a Deputy-Chairman/Chairwoman, one third of the Directors or the Lead Independent Director. In the absence of the Chairman/Chairwoman, or if the Chairman/Chairwoman does not honour the request without good cause within one month, any Deputy-Chairman/Chairwoman, Lead Independent Director, or Directors constituting at least one third of the members of the Board may convene a meeting by production of an agenda with the matters to be discussed.
- 4 Any Director may propose matters to be discussed by the Board and insist on the inclusion of items on the agenda of Board meetings.
- 5 Ordinary meetings may be convened by e-mail, letter or any other valid means where delivery is recorded and will be effective if

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- 4 Any Director may propose matters to be discussed by the Board and insist on the inclusion of items on the agenda of Board meetings.
- 5 Ordinary meetings may be convened by e-mail, letter or any other valid means where delivery is recorded and will be effective if

it contains the signature of the Chairman/Chairwoman or of the **Secretary on the Chairman/Chairwoman's** behalf or on behalf of Directors who have convened the meeting. The convening shall be made, except in case of exigent circumstances, no later than three days before the date of the meeting.

The convening shall always include the agenda of the meeting and shall be accompanied by information relevant to the matters to be discussed. Where, in the Chairman/Chairwoman's view, it is inadvisable for reasons of confidentiality, additional information shall not accompany the agenda and the Directors shall be advised of the possibility of examining said information at the Company offices. Directors may also request that the Chairman/Chairwoman, the Secretary and the Deputy-Secretary of the Board provide them with any additional information they deem necessary to carry out an adequate assessment of the matters to be discussed at the meeting.

- 6 Extraordinary Board Meetings may be convened by any means referred to in the previous paragraph. The notice period and other requirements set out above will not apply when, in the opinion of the person convening the meeting, the circumstances make this justifiable.
- 7 Board Meetings may be held in person, by videoconference, or other remote communication techniques and in such case shall be construed as being held at **the Company's** registered office. Additionally, the Board of Directors may adopt written resolutions without meeting when no Director objects.
- 8 Members of the management team and Company staff whose presence is required by the Chairman/Chairwoman upon his or her own initiative or at the request of a Director shall be obliged to attend Board Meetings, as well cooperate with the Directors and provide them with access to information available to them. The Board may also require attendance by **the Company's external auditors at Board Meetings.**
- 9 The Board shall annually evaluate its own performance, the quality of its work, the effectiveness of its proceedings and the performance of its members based upon a report prepared by the Appointments and Corporate Governance Committee. It shall also assess the performance of its Committees based on the annual business

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reports which they present to the Board.

The evaluation process ~~of the Board~~ shall be organised and coordinated by ~~its~~^{the} Chairman/Chairwoman, ~~of the Board~~ together with the chairmen/women of all Board committees, as well as by the Lead Independent Director in the case of the evaluation of the Chairman/Chairwoman of the Board.

Every three years the Board will be assisted in carrying out the evaluation by an external consultant.

Article 19. The Appointments and Corporate Governance Committee

- 1 The operations of the Appointments and Corporate Governance Committee shall comply with applicable law, the Bylaws and these Regulations.
- 2 The Appointments and Corporate Governance Committee shall consist exclusively of Non-Executive Directors, with a minimum of three and a maximum of six members. A majority of its members must be Independent Directors, and the Chairman/Chairwoman shall be appointed from among them. In the absence of the Chairman/Chairwoman, the meeting shall be chaired by the Independent Director appointed by the Committee for that purpose.
- 3 Members of the Committee shall be appointed in an effort to ensure that as a group they possess the knowledge, skills and experience appropriate for the duties they are to perform.
- 4 The Appointments and Corporate Governance Committee shall meet as often as it is convened, pursuant to the terms of these Regulations, and at least three times a year.
- 5 The Committee shall have the following duties in addition to those assigned to it by law:
 - a) Reporting on the selection policy for Directors approved by the Board and annually verifying its compliance, which shall be reported in the Annual Corporate Governance Report.
 - b) Establishing a target for the representation of the least-represented gender on the Board of Directors, and developing guidance on how to achieve the aforementioned target, notwithstanding any binding targets

reports which they present to the Board.

The evaluation process of the Board shall be organised and coordinated by its Chairman/Chairwoman, together with the chairmen/women of all Board committees, as well as by the Lead Independent Director in the case of the evaluation of the Chairman/Chairwoman of the Board.

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- 4 The Appointments and Corporate Governance Committee shall meet as often as it is convened, pursuant to the terms of these Regulations, and at least three times a year.
- 5 The Committee shall have the following duties in addition to those assigned to it by law:
 - a) Reporting on the selection policy for Directors approved by the Board and annually verifying its compliance, which shall be reported in the Annual Corporate Governance Report.
 - b) Establishing a target for the representation of the least-represented gender on the Board of Directors, and developing guidance on how to achieve the aforementioned target, notwithstanding any binding targets

and other obligations regarding the balanced presence established by law at any given time.

~~h)c)~~ Annually reviewing compliance with the requirements of the category under which each Director was appointed, which will be noted in the Annual Corporate Governance Report.

~~e)d)~~ Determining the skills, know-how and experience required by the Board through the preparation and periodic update of a skills matrix, and regularly reviewing its compliance.

~~e)e)~~ Defining the profile and skills required for the appointment or re-election of board members prior to the beginning of the selection process, and ensuring that the process does not involve any form of discrimination, as well as favouring the recruitment of the highest quality professionals, and monitoring the guidelines in order to ensure compliance with the targets for representation of the underrepresented gender on the Board.

~~e)f)~~ Verifying the content of the Annual Corporate Governance Report and reporting the Auditing and Compliance Committee of its content.

~~f)g)~~ Ensuring that Non-Executive Directors have sufficient time available to perform their duties effectively.

~~g)h)~~ Preparing the on which the Board will base its annual evaluation of its functioning and the annual evaluation of the Chairman of the Board.

~~h)i)~~ Designing, organising and regularly updating continuing education and onboarding programmes for new Directors.

~~h)j)~~ Reporting to the Board of Directors the proposals from the Executive Chairman/Chairwoman, and/or the Chief Executive Officer or the Audit and Compliance Committee, as appropriate according to the reporting structure, on the appointment and removal of senior management and the basic terms of their contracts, notwithstanding the powers vested in the Remunerations

and other obligations regarding the balanced presence established by law at any given time.

c) Annually reviewing compliance with the requirements of the category under which each Director was appointed, which will be noted in the Annual Corporate Governance Report.

d) Determining the skills, know-how and experience required by the Board through the preparation and periodic update of a skills matrix, and regularly reviewing its compliance.

e) Defining the profile and skills required for the appointment or re-election of board members prior to the beginning of the selection process, and ensuring that the process does not involve any form of discrimination, as well as favouring the recruitment of the highest quality professionals, and monitoring the guidelines in order to ensure compliance with the targets for representation of the underrepresented gender on the Board.

f) Verifying the content of the Annual Corporate Governance Report and reporting the Auditing and Compliance Committee of its content.

g) Ensuring that Non-Executive Directors have sufficient time available to perform their duties effectively.

h) Preparing the on which the Board will base its annual evaluation of its functioning and the annual evaluation of the Chairman of the Board.

i) Designing, organising and regularly updating continuing education and onboarding programmes for new Directors.

j) Reporting to the Board of Directors the proposals from the Executive Chairman/Chairwoman, the Chief Executive Officer or the Audit and Compliance Committee, as appropriate according to the reporting structure, on the appointment and removal of senior management and the basic terms of their contracts, notwithstanding the powers vested in the Remunerations

Committee.

In matters relating to executive directors, the Committee shall consult with the Chairman/Chairwoman of the Board and/or Chief Executive Officer.

~~h)k)~~ Presenting a succession plan for the Chairman/Chairwoman of the Board, Executive Directors and the senior management to be approved by the Board.

~~h)l)~~ Periodically analysing and supervising compliance with Company policies, internal rules, procedures and practices in the area of corporate governance when supervision does not interfere with another committee, as well as their consonance with national and international standards, recommendations and best practices in these areas, and proposing modifications.

~~h)m)~~ Reporting to the Board, prior to its approval, on the rest of the information made public by the Company related to matters within its purview, and reviewing that such information is sufficient and appropriate and complies with the good governance recommendations undertaken by the Company.

~~h)n)~~ Ensuring that conflicts of interest do not adversely affect the independence of advice provided to the committee and/or the Board of Directors by outside advisors.

~~h)o)~~ Periodically reviewing Company policies and procedures on recruitment, retention, development and remuneration of professional talent as an essential asset of the Company and, in particular, those relating to critical talent.

~~h)p)~~ Consulting with the Chairman/Chairwoman of the Board and, in the event that this is not an executive position, the Company's chief executive, especially where matters relating to executive directors and senior officers are concerned and, where applicable, inviting them to committee meetings.

p) Reporting to the Board of Directors the proposals on the appointment and removal of the Secretary and

Committee.

In matters relating to executive directors, the Committee shall consult with the Chairman/Chairwoman of the Board and/or Chief Executive Officer.

k) Presenting a succession plan for the Chairman/Chairwoman of the Board, Executive Directors and the senior management to be approved by the Board.

l) Periodically analysing and supervising compliance with Company policies, internal rules, procedures and practices in the area of corporate governance when supervision does not interfere with another committee, as well as their consonance with national and international standards, recommendations and best practices in these areas, and proposing modifications.

m) Reporting to the Board, prior to its approval, on the rest of the information made public by the Company related to matters within its purview, and reviewing that such information is sufficient and appropriate and complies with the good governance recommendations undertaken by the Company.

n) Ensuring that conflicts of interest do not adversely affect the independence of advice provided to the committee and/or the Board of Directors by outside advisors.

o) Periodically reviewing Company policies and procedures on recruitment, retention, development and remuneration of professional talent as an essential asset of the Company and, in particular, those relating to critical talent.

p) Reporting to the Board of Directors the proposals on the appointment and removal of the Secretary and Vicesecretary of the Board.

q) Submitting to the Board of Directors the proposal on the appointment of the lead independent director in the cases provided for by law.

Article 19 bis. The Remuneration Committee

1 The operations of the Remuneration Committee shall comply with applicable

Vicesecretary of the Board.

g) Submitting to the Board of Directors the proposal on the appointment of the lead independent director in the cases provided for by law.

Article 19 bis. The Remuneration Committee

- 1 The operations of the Remuneration Committee shall comply with applicable law, the Bylaws and these Regulations.
- 2 The Remuneration Committee shall consist exclusively of Non-Executive Directors, with a minimum of three and a maximum of six members. A majority of its members must be Independent Directors and the Chairman/Chairwoman shall be appointed from among them. In the absence of the Chairman/Chairwoman, the meeting shall be chaired by the Independent Director appointed by the Committee for that purpose.
- 3 Members of the Committee shall be appointed in an effort to ensure that as a group they possess the knowledge, skills and experience appropriate for the duties they are to perform.
- 4 The Remuneration Committee shall meet as often as it is convened, pursuant to the terms of these Regulations, and at least three times a year.
- 5 The Committee shall have the following duties in addition to those assigned to it by law:
 - a) Proposing to the Board of Directors the Remuneration Policy for Directors.
 - b) Periodically reviewing the remuneration policy for Directors and senior management, including share-based remuneration systems and their application, and ensuring that their individual remuneration is proportionate to the amounts paid to other Directors and senior management in the Company, in line with the Company's strategy and long-term value creation.
 - c) Monitoring compliance with the remuneration policy set by the Company, and ensuring that the basic remuneration conditions for the hiring and removal of executive directors are consistent therewith.
 - d) ~~Evaluating the degree of compliance with~~ Reporting on the

law, the Bylaws and these Regulations.

- 2 The Remuneration Committee shall consist exclusively of Non-Executive Directors, with a minimum of three and a maximum of six members. A majority of its members must be Independent Directors and the Chairman/Chairwoman shall be appointed from among them. In the absence of the Chairman/Chairwoman, the meeting shall be chaired by the Independent Director appointed by the Committee for that purpose.
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- 5 The Committee shall have the following duties in addition to those assigned to it by law:
 - a) Proposing to the Board of Directors the Remuneration Policy for Directors.
 - b) Periodically reviewing the remuneration policy for Directors and senior management, including share-based remuneration systems and their application, and ensuring that their individual remuneration is proportionate to the amounts paid to other Directors and senior management in the Company, in line with the Company's strategy and long-term value creation.
 - c) Monitoring compliance with the remuneration policy set by the Company, and ensuring that the basic remuneration conditions for the hiring and removal of executive directors are consistent therewith.
 - d) Reporting on the proposal for the setting of objectives, criteria and metrics of the different items relating to the variable remuneration of the executive directors and senior management, and as well as evaluating the degree of their fulfilment, and determining the proposal of their individual remuneration to submit to the Board of Directors for its approval.

~~proposal for the setting of objectives, the criteria and metrics objectives of the different items relating to the established in relation to the variable remuneration of the executive directors and senior management, and as well as evaluating the degree of their fulfilment, and determining the proposal of their individual remuneration to submit to the Board of Directors for its approval.~~

- e) Reporting to the Board of Directors on the proposals from the Executive Chairman/Chairwoman ~~and/or, the Chief Executive Officer or the Auditing and Compliance Committee, as appropriate according to the reporting structure,~~ regarding the basic remuneration conditions for the hiring or termination for senior management and, ~~Consulting with the with issues relating to executive directors, the Committee shall consult~~ with the Chairman/Chairwoman of the Board ~~and/or the Chief Executive Officer, in the event that this is not an executive position, the Company's chief executive, especially where matters relating to executive directors and senior officers are concerned and, where applicable, inviting them to committee meetings.~~
- f) Verifying the data regarding remuneration of Directors and senior management contained in corporate documents and, specifically, in the Annual Report on Directors' Remuneration.
- g) Reporting to the Board, prior to its approval, on other information that the Company publishes relating to matters within the purview of the Committee.
- h) Ensuring that conflicts of interest do not adversely affect the independence of advice provided to the committee and/or the Board of Directors by outside advisors.
- i) ~~Reporting to the Board of Directors the proposal on the remuneration of the Secretary of the Board of Directors. Consulting with the Chairman/Chairwoman of the Board and, in the event that this is not an executive position, the~~

- e) Reporting to the Board of Directors on the proposals from the Executive Chairman/Chairwoman, the Chief Executive Officer or the Auditing and Compliance Committee, as appropriate according to the reporting structure, regarding the basic remuneration conditions for the hiring or termination for senior management and, with issues relating to executive directors, the Committee shall consult with the Chairman/Chairwoman of the Board and/or the Chief Executive Officer.
- f) Verifying the data regarding remuneration of Directors and senior management contained in corporate documents and, specifically, in the Annual Report on Directors' Remuneration.
- g) Reporting to the Board, prior to its approval, on other information that the Company publishes relating to matters within the purview of the Committee.
- h) Ensuring that conflicts of interest do not adversely affect the independence of advice provided to the committee and/or the Board of Directors by outside advisors.
- i) Reporting to the Board of Directors the proposal on the remuneration of the Secretary of the Board of Directors.

Company's chief executive, especially where matters relating to executive directors and senior officers are concerned and, where applicable, inviting them to committee meetings.

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