

# REMUNERATION AND APPOINTMENTS COMMITTEE REGULATIONS

Approved by the Council of Regency on 22 December 2010

Last amended on 24 October 2012

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## 1. Powers

### 1.1. General duties

The Remuneration and Appointments Committee has an advisory role. It assists the Council of Regency in the performance of its duties in relation to remuneration and appointments, and submits recommendations to the organs and entities competent to propose candidates.

### 1.2. Powers relating to remuneration

The Remuneration and Appointments Committee submits proposals to the Council of Regency on the remuneration policy and on the remuneration of the governor, the other members of the Board of Directors, the members of the Council of Regency and the members of the Board of Censors.

Each year the Remuneration and Appointments Committee prepares the remuneration report which is included in the Governance Statement and approved by the Council of Regency.

### 1.3. Powers relating to appointments

The Remuneration and Appointments Committee submits recommendations for the attention of the organs and entities competent to propose candidates for vacant posts on the Board of Directors, the Council of Regency and the Board of Censors, those recommendations being intended to enable those organs and entities to respect all the applicable legal, statutory and ethical rules and to ensure the balanced composition of the Bank's organs in terms of competence and gender.

## 2. Composition

The Remuneration and Appointments Committee is composed of two regents, two censors and the representative of the Minister of Finance. The Remuneration and Appointments Committee members appoint one of the regents or censors as chairman.

At least three members fulfil the independence criteria stated in Article 526b of the Companies Code.

At least one member has the necessary expertise relating to remuneration policy which, according to the law, means that this member must hold a higher education diploma and must have at least three years' experience in personnel management or in regard to the remuneration of company directors and board members.

The governor takes part in the Remuneration and Appointments Committee meetings in an advisory capacity.

## 3. Functioning

The Remuneration and Appointments Committee meets at least twice a year and whenever it considers that necessary for the performance of its duties.

Decisions of the Remuneration and Appointments Committee are valid only if the majority of its members are present.

Decisions are taken by a majority of the votes cast. If the votes are evenly divided, the chairman has the casting vote. If the chairman is absent and the votes are evenly divided, the proposal is rejected.

At least every two years the Remuneration and Appointments Committee assesses its own efficiency and proposes the necessary adjustments to these regulations.

The Remuneration and Appointments Committee can call on the Bank's General Secretariat to provide its secretariat.

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