

# REMUNERATION AND APPOINTMENTS COMMITTEE REGULATIONS

Approved by the Council of Regency on 22 December 2010

Last amended on 25 November 2020

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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 and the members of the Council of Regency.

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 and the Council of Regency, 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 three Regents, appointed by the Council of Regency. The Remuneration and Appointments Committee members appoint one of them as chairman.

The majority of members shall be independent within the meaning of Article 7:87, paragraph 1 of the Code on Companies and Associations.

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.

In accordance with Article 22.2 of the Bank's Organic Law, the representative of the Minister of Finance attends, *ex officio*, the meetings of the Remuneration and Appointments Committee.

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.

In exceptional cases, the members of the Remuneration and Appointments Committee may attend meetings by teleconference. They will be deemed to be present at the meeting in question.

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.

Minutes of the Remuneration and Appointments Committee's deliberations shall be kept. Once approved by the members present at the meeting for which minutes are taken, they shall be communicated to the Council of Regency, either in full or in extracts.

The Remuneration and Appointments Committee shall regularly assess its own efficiency and propose 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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