

*Regulations of the Appointments Committee*  
*BANCO DE CRÉDITO SOCIAL COOPERATIVO, SA*

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## HEADING I. PRELIMINARIES

### Section 1. Legal status and applicable legislation

1. The Appointments Committee (hereinafter, the "Committee") of BANCO DE CRÉDITO SOCIAL COOPERATIVO, S.A. (hereinafter, the "Company" or the "Bank") is an internal reporting and advisory body of the Board of Directors. It has no executive functions but is authorised to report, advise and formulate proposals within its sphere of action, in accordance with the provisions of the Regulations of the Board of Directors, the Corporate By-Laws (hereinafter "By-Laws"), and applicable legislation.
2. The Committee will be governed by these Regulations (hereinafter, the "Regulations"), as well as legal provisions, the corporate by-laws, and applicable Regulations of the Board of Directors.

### Section 2. Interpretation

1. These Regulations shall be interpreted in accordance with legislation in force at any given time, provisions contained in the Corporate By-Laws and in the Regulations of the Board of Directors, as applicable, and the principles and recommendations of good governance formulated at the request of regulatory bodies.
2. The Law, the Corporate By-Laws and the Regulations of the Board of Directors shall prevail in the event of contradiction with the provisions set out in these current Regulations.
3. The Committee is responsible for resolving any queries that arise through the application of these Regulations and in accordance with the general interpretation criteria of legal regulations, remaining faithful to the spirit and the purpose thereof.

### Section 3. Purpose

The purpose of these Regulations is to determine the guiding principles of the Bank's Committee, as well as the core rules of its organisation and functioning.

### Section 4. Approval and modification

1. These Regulations and any modifications made to them must be approved by a simple majority of Committee members and authorised by the Bank's Board of Directors. The Regulations and any modifications shall enter into effect on the date of authorisation.
2. At the proposal of its President or the majority of its members, the Committee may propose modifications to these Regulations when circumstances make this step advisable or necessary.

## HEADING II SCOPE AND FUNCTIONS

### Section 5. Subjective scope

The Committee's activities shall encompass the Bank and the members of the Group of which the Bank is the parent company.

### Section 6. Scope

The main task of the Committee is to assist, report and formulate proposals to the Board of Directors with regard to the matters assigned to it by the By-Laws and the Regulations of the Board of Directors.

Notwithstanding any other tasks allocated by the Board of Directors, the Committee shall perform the following core duties:

1. Evaluate the balance of skills, knowledge, capability, diversity and experience required on the Board of Directors, as well as the requirements candidates must meet in order to fill any vacancies that arise, assessing the time dedication required for members to perform their duties correctly in accordance with the requirements of the Company's governing bodies at any given time. To this end, it shall define the duties and aptitudes required of candidates for each vacancy, and shall assess the time and dedication required to perform their duties effectively, ensuring that non-executive members have enough time available to perform their duties correctly, within the framework of the Selection Procedure in place in the Bank at any given time.
2. Periodically, and at least once a year, it shall evaluate the structure, size, composition and performance of the Board of Directors, including the quality and efficiency of the Board's functioning, the functioning and composition of its committees, diversity in composition, and the competencies of the Board of Directors, the performance of the president of the Board of Directors and the company's chief executive, and the performance and contribution of each board member, paying particular attention to the chairs of the Board's different committees and making recommendations to the Board with regard to possible changes, within the framework of the Board's Self-Assessment Procedure in place at any given time. At least once every three years, an external consultant will be brought in to carry out this assessment. The independence of this individual shall be verified by the Committee.
3. Set a gender representation target for the least represented gender on the Board of Directors, which may never be less than 15%, and draw up recommendations about how to increase the number of people from the least represented gender with a view to reaching that target, which should encompass at least the following points:
  - a. Promote the evaluation of candidates of both genders.
  - b. When the evaluations conducted indicate that the evaluated candidates have a similar level for every post at any time intended to be covered,

the Committee will give preference to the candidate from the least represented gender in its nominations to the Board.

4. Report on proposed appointments and dismissals of senior executives.
5. Examine and organise the succession of the President and the Board of Directors, and the company's chief executive, and make proposals to the Board of Directors to ensure said succession occurs in an orderly and well-planned manner.
6. Select possible candidates to be appointed as directors of the Company, and present proposals and reports to the Board of Directors, through its president. In this respect, it shall oversee compliance with current legislation regarding commercial and professional honourability, requirements regarding knowledge, experience and capability to exercise good governance in the Company, and the evaluation of suitability for the Board of Directors as a whole. The Committee will need to ensure that any director may ask the Committee to take into consideration potential candidates to fill director vacancies, so that it may assess their suitability.
7. Bring to the attention of the Board of Directors nominations of independent directors to be appointed by means of co-optation or for submission to the decision of the General Meeting of Shareholders, as well as proposals for the re-election or dismissal of said directors raised by the General Meeting of Shareholders.
8. Report on nominations for the remaining directors to be appointed by means of co-optation or for submission to the decision of the General Meeting of Shareholders, as well as proposals for their re-election or dismissal raised by the General Meeting of Shareholders.
9. Propose to the Board of Directors a director selection policy that is specific and verifiable, which ensures that proposed nominations are based on a prior analysis of the Board of Directors' needs and requirements and that they are free from implicit biases that might imply discrimination, fostering the diversity of knowledge, experiences and gender, and verifying compliance annually.
10. Establish and supervise an annual evaluation programme and ongoing review of the suitability requirements of directors and members of certain Committees, as well as the holders of key posts, and propose to the Board of Directors any measures it deems appropriate in this regard, compiling any information and documentation it deems necessary or opportune for this purpose. To this end, the Committee must oversee the suitability of the Board of Directors as a whole, taking into account the different profiles of its members in order to strengthen its independence and autonomy as the company's senior management body.
11. Examine, prior to the end of the term for which a director has been appointed, whether said individual should be re-elected and whether he or should continue to sit on any of the committees of the Board of Directors of which they have been a member,

ensuring that the director to be re-elected still fulfils the general requirements to be a director of the Company, in accordance with the provisions of Law and the Company's corporate governance criteria, and evaluating the quality of the director's work, dedication to the post, and availability and commitment during the previous term.

12. Once the procedures set out above have been completed, bring to the attention of the Board of Directors its proposal (in the case of independent directors) or report (in the case of other directors) regarding the re-election of directors.

In this regard, the Committee's core responsibilities shall be as follows

1. Report to the Board of Directors regarding proposals for dismissal on the grounds of the non-performance of duties inherent to the post of director, or because said individual has suddenly fallen into any of the categories that provide grounds for resignation or mandatory departure.
2. Propose the dismissal of directors in the case of incompatibility, structural conflict of interest, or any other grounds for resignation or dismissal.
3. For the purposes set out in the previous paragraphs, request any information or documentation it deems necessary or opportune from directors, individuals who represent legal entity directors, and in the case of directors representing major shareholders, from the shareholders who proposed, requested, or determined their appointment.
4. To safeguard the independence, impartiality and professionalism of the secretary and vice secretary of the Board of Directors, the Committee shall report on their appointment and dismissal, to be approved by the whole Board. It shall also report on the appointment and dismissal of the members of each of the Board of Directors' Committees.
5. Ensure that any conflicts of interest do not jeopardise the independence of any advice and consultancy services provided to the committee.

### HEADING III COMPOSITION AND FUNCTIONING

#### Section 7. Composition and Appointments

The Committee shall comprise a minimum of 3 and a maximum of 6 directors designated by the Board of Directors from among its members who do not perform executive duties. At least one third of the members must be independent directors, including the President of the Committee. Individually and jointly, the members of this Committee must possess the relevant knowledge, capability and experience to understand fully and oversee the functions they must perform as members of the Committee. The President of the Committee must have sufficient experience and the right profile to perform the tasks that correspond to chairing and organising the Appointments Committee.

### Section 8. Appointments

The Board of Directors shall appoint the President of the Committee from among the independent directors who sit on the Board, and its Secretary, and Vice Secretary, if required, who do not necessarily need to be directors.

### Section 9. Duties of the Secretary

The Secretary shall perform the following duties:

1. Safeguard Committee documentation, reflecting the development of Committee meetings in the relevant ledgers of Minutes, bearing witness to any agreements reached by the Committee, and ensuring the formal and material legality of any action taken by the Committee.
2. Certify the Minutes and agreements reached by the Committee. Certificates shall be issued and signed by the President and the Secretary of the Committee, or by the Vice Secretary, or in their stead, by the youngest member of the Committee, with the approval of the President, or in his or her stead, of the oldest member of the Committee.
3. Channel and coordinate, following the instructions of the Committee President, relations between the Committee and other bodies, management departments or third parties mentioned in these Regulations.
4. Assist the President to ensure that members of the Committee receive relevant information to perform their duties sufficiently in advance and in the correct format.
5. In addition to any responsibilities established by these Regulations, the Regulations of the Board of Directors, the Corporate By-Laws, and any applicable legislation.

### Section 10. Duration

All members of the Committee, including its president, shall be appointed for a maximum period of 4 years, and can be re-elected once or more for periods of equal maximum duration.

### Section 11. Cessation

Members of the Committee shall no longer hold their position as such when they lose their status as Company directors or at the agreement of the Board of Directors.

### Section 12. Replacement or substitution of members

In the event of the cessation, dismissal, relinquishment, resignation, incapacity or death of members of the Committee, the provisions set out in the Regulations of the Company's Board of Directors for such events shall be applied.

### Section 13. Meetings

The Committee shall meet ordinarily at least once every 3 months. The Committee shall also meet whenever called by its President or when a meeting is requested by two of its members. The President shall call a meeting whenever the Board or its President asks the Committee to draw up a report or to

adopt a proposal by the Committee and, in any case, whenever required to ensure the correct performance of its functions.

#### Section 14. Calling of Meetings

1. Announcements of meetings shall be made in writing and shall be signed by the President or by the Secretary on the order of the President.
2. With the exception of urgent sessions, meetings shall be announced at least 3 days prior to the scheduled meeting date, and the official announcement will always include the meeting agenda. Relevant information must be sent out with the meeting announcement or made available to members of the Committee on the Directors' Portal, on that same date at the very latest.
3. It will not be necessary to call and officially announce a meeting of the Committee when all the Committee members are present and unanimously agree to a meeting.

#### Section 15. Constitution

1. The Committee shall meet at the venue indicated in the meeting announcement, or at Company's registered address.

The Committee shall be validly constituted when the meeting is attended by at least the majority its members either in person or through representatives. Absences that occur once the Committee meeting has been constituted shall not affect the validity of said meeting.

Having previously voted expressly in favour of such action, the Committee may authorise the remote attendance of one or more of its members, provided this is due to unexpected and duly justified circumstances. In such an event, steps must be taken to ensure a correct remote connection is established for the member who is unable to attend in person and that this person is able to speak and engage in discussions. The meeting minutes must state the actual location from where this member participated in the meeting.

Committee meetings can also take place via videoconference or telephone multiconference, in which case the meeting shall be deemed to have taken place in the venue stated as the location on the meeting announcement.

Under exceptional circumstances and only in the case of urgent necessity, the adoption of agreements shall be equally valid when votes are cast in writing without a meeting taking place, as long as no member of the Committee opposes this procedure.

2. Any member of the Committee can choose to be represented by another member and must grant this power of representation in writing individually for each meeting, notifying to this end the President or the Secretary of the Committee. In any case, an independent director may only be represented by another independent director, and representation should be conferred with due instructions in this regard.
3. The President will guide and moderate discussions, handing over the floor to different members and concluding matters when he or she understands that sufficient discussion has taken place. Votes shall be cast through the raising of hands.



4. If the President is unwell or unable to preside over a meeting, or if this post is vacant, the meeting shall be chaired by the longest-standing Committee member, and in the event of a tie, by the oldest member. If the Secretary is ill, unable to perform this task, or the position is vacant, this role shall be performed by the Vice Secretary, or in his or her stead, by the shortest-standing member of the Committee, or, in the event of a tie in this regard, by the youngest member.
5. At the invitation of the President, meetings may be attended by the President or CEO of the Bank, or other directors.

#### Section 16. Agreements

1. Agreements shall be adopted by an absolute majority of members of the Committee present or represented at the meeting. In the event of a tie, the President will have the deciding vote.
2. The deliberations and agreements of the Committee shall be recorded in the meeting Minutes, which shall be approved by the Committee at the end of the meeting or the start of the next, and will be signed by the President and the Secretary.

#### Section 17. Conflicts of interest

When the subjects to be discussed at Committee meetings directly affect any of its members or persons linked to it, and in general, when a member is affected by a conflict of interest, said individual must abstain from attending the meeting until the relevant decision is made, making the relevant deductions from the number of Committee members for the purposes of calculating meeting quorum and majorities with regard to the subject in question.

### HEADING IV COMMITTEE RELATIONS

#### Section 18. Relations with the General Meeting of Shareholders

1. The Committee is required to report to the General Meeting of Shareholders regarding any matters raised by the shareholders concerning its area of competence.
2. The Appointments Committee may draw up an annual report about its functioning, highlighting the main incidents that might have occurred in relation to its area of competence. This report, after approval by the Board of Directors, will be made available to shareholders when the Annual General Meeting of Shareholders is called.
3. When the Committee deems it opportune, it may include in this report proposals to improve the Company's rules of governance. When this is the case, the Committee report shall also attach the Company's annual corporate governance report and shall be made available to shareholders using the system set up for this purpose.

#### Section 19. Relations with the Board of Directors

The President of the Committee shall inform the Board of Directors of its activity in meetings set up for this purpose, or in the meeting immediately after the Committee meeting, and shall provide members of the Board with a copy of the Committee meeting minutes.

The Committee, through its President, may consult the President of the Board of Directors and the CEO, especially with regard to matters concerning executive directors and senior executives.

#### Section 20. Relations with the Management of the Bank and its Group

1. The Committee, through its President, may compile information and request the collaboration of any executive or employee of the Company and its Group. In this event, executives or employees of the Group shall be required to attend meetings of the Committee and to provide their collaboration and access to any information they have when requested to do so for this purpose.
2. The President of the Committee must notify the President of the Board of Directors and the CEO of any assistance and attendance requests made.

### SECTION V. CONSULTANCY

#### Section 21. Consultancy

1. When seeking advice and guidance in the performance of its duties, the Committee may ask the Company to recruit legal, accounting, financial, or other expert consultants and advisors.
2. This must necessarily pertain to specific matters of importance and complexity that arise in the performance of its duties.
3. Requests for consultancy and advisory assistance must be made to the President of the Bank's Board of Directors, who may oppose said request if he or she deems:
  - a. that it is not necessary for the correct performance of duties entrusted to the Committee;
  - b. that its cost is not reasonable considering the importance of the problem and the assets and income of the Company;
  - c. that the technical assistance required could be adequately provided by experts and employees from within the Company; or
  - d. it might compromise the confidentiality of information to be examined.