

POWERS OF THE APPOINTMENTS COMMITTEE

Pursuant to Article 32.6 of the *Regulations of the Board of Directors*, the Appointments Committee shall have the powers set forth in law, in its own regulations, and in any event the following:

- a) Report on and review the criteria that should be followed in composing the Board of Directors and in selecting candidates, and particularly the necessary competence, knowledge, and experience, and assess the time and dedication required for the proper performance of their work. In the exercise of this power, the Appointments Committee shall take into account, regarding non-external directors, the relation between the number of proprietary directors and the number of independent directors, such that the composition of the Board of Directors reflects, as far as possible, the ratio of the Company's voting share capital represented by proprietary directors to the rest of the share capital.
- b) Evaluate compliance with the *Board of Directors Diversity and Member Selection Policy*.
- c) Ensure that when new vacancies are filled or new directors are appointed, the selection procedures are free from any implied bias entailing any kind of discrimination and, in particular, from any bias that may hinder the selection of female directors.
- d) Establish a goal for representation by the less represented gender on the Board of Directors and prepare guidance on how to reach this objective.
- e) Bring proposed appointments of independent directors to the Board of Directors for appointment on an interim basis to fill a vacancy or for submission of such proposals to a decision by the shareholders at the General Shareholders' Meeting, as well as proposals for the re-election or removal of such directors by the shareholders at the General Shareholders' Meeting, and report on the proposals for removal of such directors made by the Board of Directors.
- f) Report on the proposals for appointment of the other directors for the interim appointment thereof to fill a vacancy or for the submission of such proposals to a decision by the shareholders at the General Shareholders' Meeting, as well as the proposals for re-election or removal of such directors by the shareholders at the General Shareholders' Meeting.
- g) Report on and make proposals for appointment to internal positions on the Board of Directors and proposals relating to the appointment of the members that must make up each of the committees, verifying and confirming compliance with the requirements of expertise and experience in connection with the powers of the committee in question and, in particular, those of the Audit and Risk Supervision Committee.
- h) Establish and supervise an annual programme for continuous evaluation and review of the qualifications and, if applicable, independence of the directors, as well as of ongoing compliance thereby with the requirements of respectability, capability, expertise, competence, availability and commitment to their duties as directors and as members of a given committee, and propose to the Board of Directors such measures as it deems advisable in this regard, with the power to collect any information or documentation that it deems necessary or appropriate for such purposes.
- i) Coordinate the evaluation of the operation of the Board of Directors and of the committees thereof, and submit to the full board the results of said evaluation together with a proposed action plan or with recommendations to correct any potential detected deficiencies or to improve the operation of the Board of Directors or the committees thereof.
- j) Examine and organise the succession of the chairman of the Board of Directors and of the chief executive of the Company and, if applicable, make proposals to the Board of Directors for such succession to occur in an orderly and well-planned fashion, in accordance with the succession plan approved by the Board of Directors.
- k) Supervise the process of selecting candidates for members of senior management of the Company and report on the proposals of the Company's chief executive regarding the appointment or removal of members of senior management.
- l) Report on or prepare the Company's proposals regarding the appointment or removal of the independent directors of the country subholding companies as well as of the companies within the Group and of those in which it has an interest and whose direct or indirect owner is not a country subholding company, without prejudice to respecting the independence and uniqueness (upon the terms provided by law) of those that are listed companies and have corporate governance rules that assign such powers to their own appointments committee or equivalent body.
- m) Issue such other reports and take such other actions as may also fall within its purview pursuant to the Corporate Governance System or as may be requested by the Board of Directors or the chairman thereof.