



PANCRETA BANK

STRATEGIC PLANNING COMMITTEE

1. Purpose

The Strategic Planning Committee is a Committee of the Board of Directors. The members of the Committee are appointed by the Board of Directors and report to it. Its main object is the support of the Board of Directors in shaping the Bank's business and capital strategy and in supervising its proper implementation. It also monitors the progress of the implementation of the Bank's strategic and important projects and transformation initiatives, guiding the relevant Executive Bodies.

2. Composition

The following participate in the Committee with the right to vote:

President: Chairman of the Board of Directors

Members: Executive Vice-President of the Board of Directors, CEO and two to four Non-Executive Members of the Board of Directors.

The work of the Committee is supported by a Secretary.

In case of absence or disability of the President, one of the Non-Executive Members performs the duties of President.

3. Responsibilities

The Strategic Planning Committee has the following responsibilities:

1. Formulates and recommends for approval to the Board of Directors the medium-term and long-term Strategic and Business Plan ("SES") of the Bank and/or its amendments or revisions.
2. Identifies and prioritizes the implementation of the individual projects of the Strategic and Business Plan ("SES") of the Bank.
3. Monitors, controls, and supervises the proper and timely execution of the approved Strategic and Business Plan of the Bank and all projects under the "SES", identifies any risks and submits proposals and/or corrective measures to the Board of Directors for their evaluation.
4. Assesses, monitors and, if deemed necessary, submits proposals to the Board of Directors, in relation to all matters of strategic importance for the Bank, as these are brought up for discussion by the President, the CEO or the Executive Vice-President of the Board of Directors.
5. Evaluates and recommends to the Board of Directors proposals/initiatives to transform its business and operational model
6. Recommends the inclusion of issues in the Agenda of the Bank's Board of Directors.
7. Informs the Board of Directors regularly and in any case, on a monthly basis for the development and progress of its work and its meetings.

4. Function

The Strategic Planning Committee shall meet, at least once a month and in ad-hoc meetings whenever the Chairman considers it necessary. The frequency and number of meetings shall be determined by the Chairman. The Committee may invite, to its meetings, any member of the Board, Bank officer or other person (including Consultants) who may assist in the performance of its duties, who shall participate without the right to vote.

Meetings of the Committee may also be held by videoconference.



The Chairman shall draw up the agenda, the items on which, together with supporting documents, shall be circulated to the members by the Secretary of the Commission within a reasonable time before each meeting. Any member of the Commission may (i) propose or introduce items for further discussion by the Commission and (ii) request an ad-hoc meeting of the Commission. The Chairman of the Commission must respond to a member's request within the working day, following the day on which the request is made.

In the event of a discussion and/or decision on a matter on which a member of the Commission has a conflict of interest, the member must notify the Commission, withdraw from the meeting, and abstain from any vote on the decision.

Minutes shall be taken at the meetings of the Committee and signed by the Chairman, the Members and the Secretary. The signature of the Members of the Commission may be replaced by an exchange of e-mails or any other electronic means. The Secretary of the Commission shall be responsible for recording and keeping the minutes electronically. Copies and extracts of the minutes of the Commission shall be issued by the Chairman, or the Secretary without further verification.

The Commission shall meet and constitute a quorum when at least 50% plus one of the members are present. Decisions shall be taken by a 2/3 majority of the members of the Commission present. In the event of a tie, the Chairman of the Commission shall have the casting vote.

The General Director for Strategy & Corporate Development will also be responsible for coordinating and monitoring the decisions of the Committee.

5. Review

The Operating Regulations of the Strategic Planning Committee shall be approved by the Board of Directors of the Bank following a proposal by the Chairman of the Committee.