

## **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:

Chairman: Chairman of the Board of Directors

Members: 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 impediment of the Chairman, one of the Non-Executive Members performs the duties of the Chairman.

### **3. Main 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 Chairman, the CEO or the Executive Vice-Chairman 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 Daily Agenda of the Bank's Board of Directors.
7. Informs the Board of Directors regularly and in any case, on a monthly basis on the development and progress of its work and its meetings.

### **4. Operation**

The Strategic Planning Committee shall meet, at least once a month and extraordinarily 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 Daily Agenda, the items of which, together with supporting documents, shall be circulated to the members by the Secretary of the Committee within a reasonable time before each meeting. Each member of the Committee may (i) propose or introduce items for further discussion by the Committee and (ii) request an ad-hoc meeting of the Committee. The Chairman of the Committee 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 Committee has a conflict of interest, the member must notify the Committee, 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 Committee may be replaced by an exchange of e-mails or any other electronic means. The Secretary of the Committee shall be responsible for recording and keeping the minutes electronically. Copies and extracts of the minutes of the Committee shall be issued by the Chairman, or the Secretary without further validation.

The Committee 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 Committee present. In the event of a tie, the Chairman of the Committee 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.