



# APPOINTMENT AND REMUNERATION COMMITTEE

## COMPOSITION:

### CHAIRMAN

*Ms. Idoia Maguregui Villalain*

- Category of Director: Independent.
- Date of appointment: 10<sup>th</sup> February 2022.
- Expiration date: 10<sup>th</sup> February 2027.
- Chairman of the Appointments and Remuneration Committee and Member of the Sustainability and Governance Committee of Banco Inversis, S.A.
- Computer Science Degree from the Universidad de Deusto.
- Senior Executive Program from Columbia University and IE & CHICAGO UNIVERSITY.
- Sustainability Program for Women Executives by WBCSD - ESADE & YALE UNIVERSITY.
- She began her professional career in 1987 as a Consultant at SEMA GROUP, until She joined BANKINTER in 1988 where She has spent a large part of her professional career holding several positions including Deputy General Manager, Internal Audit Manager, Human Resources Manager, CIO, General Manager and Board Member of Gneis Global Services. In 2011 She joined NOVAGALICIA BANCO where She held the position of General Manager of Media and Director of Banco Gallego. Since 2014 and until her incorporation to Banco Inversis, She has been Deputy General Manager of Media and member of the Management Committee of SAREB, Sociedad de Gestión de Activos Procedentes de la Reestructuración Bancaria. She is currently Director of Corporate Resources at Sygris (Cambridge Business Initiatives S.L.).

### MEMBERS

*Mr. Federico Flórez Gutiérrez*

- Category of Director: Independent.
- Date of appointment: 4<sup>th</sup> April 2017.
- Expiration Date: 27<sup>th</sup> April 2027.
- Member of the Joint Audit and Risk Committee of Banco Inversis, S.A. and Member of the Appointments and Remuneration Committee of Banco Inversis, S.A.
- Naval Engineer.
- Master in Business Management and Computing Management.
- High Management Program at IESE, Advanced Management Program at INSEAD and High Management Courses at HARVDARD, CRANFIELD and MIT.
- He began his professional career at IBM where he held the positions of Project Manager and Account Manager respectively until his incorporation in 1993 as Global CIO at Alcatel Access. Between 1999 and 2002, He held the position of Global CIO at Telefónica Data, where He was also a member of the Management Committee. In 2002 He joined the Bank of Spain as Director of Information Systems, where He developed his professional career until his incorporation in 2008 to Ferrovial, S.A.
- In Ferrovial, S.A. He has been the General Manager of Information Systems and Innovation and Member of the Management Committee. Likewise, He held the position of Joint Administrator at Ferrovial Corporación, S.A.
- Nowadays He is Member of the Advisory Board of Mapfre, GFT and CT engineers.



## Ms. María Araceli García Cuartango

- Category of Director: Independent.
- Date of appointment: 3<sup>rd</sup> April 2020.
- Expiration date: 3<sup>rd</sup> April 2025.
- Chairman of the Sustainability and Governance Committee and Member of the Appointments and Remuneration Committee of Banco Inversis, S.A.
- Telecommunications Engineer from the Universidad Politécnica de Madrid
- PDD Management Development Program by IESE Business School Madrid.
- She began her professional career in 1989 as an engineer at Inisel, S.A. and Ericsson España, until She joined Vodafone España in 1995, where She has developed a large part of her professional career in various positions, including Director of Technology and Networks and Director of Information Systems. In 2012 She joined Telefónica Global where She held the position of Global Director of Operations, later moving to Telefónica de España as Head of Infrastructure Operations, Data Centre and Cloud Services until 2016. She is currently Director of an IT Global Area of the IAG GBS Group, where she has held several management positions, and Academic Director of the Master's Degree in Computer Science and Business Technology at IE Instituto de Empresa of Madrid.
- Nowadays She is the Chief Executive Officer of Marques Topco, S.L. (Grupo Asterion Industrial).

## Mrs. Antonio Ortega Parra

- Category of Director: Independent.
- Date of appointment: 30<sup>th</sup> September 2022.
- Expiration date: 30<sup>th</sup> September 2027.
- Chairman of the Joint Audit and Risk Committee and Member of the Appointments and Remuneration Committee of Banco Inversis, S.A.
- Law Degree and Doctor in Business Administration.
- Senior Management Program at IESE BUSINESS SCHOOL.
- He has spent most of his career in the financial sector and teaching. He began his professional career at BBVA, where he held various positions of responsibility, including Deputy General Manager of International Retail Banking, Deputy General Manager of Commercial Banking in Spain, General Manager of Banking in Europe and General Manager of Human Resources and Member of the Management Committee of the Bank, until joining the Boards and Committees of entities such as Banca Nazionale del Lavoro (Italy), Bancomer (Mexico) and Banco Continental (Peru) in 2003 and until 2007. Between 2006 and 2012, He was a member of Garrigues' Academic Board, Director of the Master's Degree in Human Resources at Centro Garrigues-Nebrija and a lecturer on various subjects.
- From 2012 to 2021, he was Executive Director and Director of People, Media and Technology of BANKIA, as well as member of the Technology and Innovation Committee and permanent assistant to the Appointments and Remuneration Committee. During this period, he combined these responsibilities with those of Director and Member of the Appointments and Remuneration Committee of CECABANK, S.A.

## FUNCTIONS:

1. Identify and recommend, with a view to approval by the Board of Directors or the General Meeting, candidates for filling vacancies of the Board.
2. Evaluate the balance of knowledge, skills, diversity and experience of the Board of Directors and prepare a description of the roles and capabilities required for a particular



appointment, evaluating the time commitment expected for job performance.

3. Evaluate periodically, and at least once a year, structure, size, composition and performance of the Board of Directors, making recommendations thereon, regarding possible changes.
4. Evaluate periodically, and at least once a year, the suitability of several members of the Board of Directors and the latter as a whole and inform the Board accordingly.
5. Periodically review the policy of the Board of Directors in the selection and appointment of senior management members and may formulate recommendations.
6. Set a goal of representation for gender less represented by the Board of Directors and develop guidance on how to increase the number of under- represented gender in order to achieve that objective.
7. Preparation of decisions regarding remuneration, including those that have implications for risk and risk management of the entity, to be adopted by the Board of Directors, and in particular to inform the general policy of remuneration of the Board members and managing directors or similar, as well as individual remuneration and other contractual conditions of the members of the Board of Directors who perform executive functions, to ensure their compliance. In making the decision, the Committee shall take into account the long term interests of shareholders, investors and other stakeholders in the Entity as well as public interest.
8. Previously report related transactions to be submitted for approval by the Board of Directors.
9. Any others attributed the laws and Regulations of the Board of Directors.