

## COMMITTEES AND INTERNAL CONTROL FUNCTIONS

### YEAR 2019

#### 1. Composition of the Nomination and Remuneration Committee

**From 01/01/19 to 20/11/19**

Name	Position	Expiration of mandate
Jose Luis Muñoz Lasuén	Chairman	Indefinite
Galo Juan Sastre Corchado	Member	Indefinite

**From 21/11/19 to 31/12/19**

Name	Position	Expiration of mandate
Carlos Aso Miranda	Chairman	Indefinite
Jose Luis Muñoz Lasuén	Member	Indefinite

The role of the Nomination & Remuneration Committee, as a specialized committee of the Board, is to assist and advise the Board in all analyses and decisions related to nomination and remuneration that have an impact on risk and risk management. The Nomination & Remuneration Committee will also oversee the total remuneration of staff responsible for control functions.

The Nomination & Remuneration Committee is constituted in a way that enables it to exercise competent and independent judgment on the remuneration policies and practices and the incentives created for managing risks.

The Nomination & Remuneration Committee will be formed by at least two members of the Board of Directors without executive functions within the Bank. The secretary of the Nomination & Remuneration committee will be the Head of the Human Resources Department.

The nomination and Remuneration Committee has held 10 meetings in 2019.

#### 2. Composition of the Risk Committee

**From 01/01/19 to 20/11/19**

Name	Position	Expiration of mandate
Josep Xavier Casanovas	Chairman	Indefinite
Ricard Rodriguez	Member	Indefinite
José Luis Muñoz Lasuén	Member	Indefinite

**From 21/11/19 to 31/12/19**

Name	Position	Expiration of mandate
Josep Xavier Casanovas	Chairman	Indefinite
Anna Olsina Costa	Member	Indefinite
José Luis Muñoz Lasuén	Member	Indefinite

The Specialised Risk Committee meets at least twice per year. The purpose of the Specialised Risk Committee is to assist the Board in its missions to assess the adequacy between the risks incurred by the Bank's and its ability to manage these risks and the financial situation of the group in terms of capital and liquidity. It also assists the Board on the definition of the overall risks strategy.

The committee deliberates, on a regular basis, on:

- The situation of the risk management in relation to the regulatory requirements on this front.
- The quality of the work carried out by the risk control and compliance with the rules.
- The risk situation, its future development and its adequacy with the Bank's risk strategy.
- The ICAAP report (Pillar 2).
- The follow-up of the recommendations given to the Authorised Management and the actions to be taken in case of weaknesses identified by the control function.
- Actions to be taken in case of problems, deficiencies or irregularities highlighted by the risk management function.

The Risk Committee has held 5 meetings in 2019.

### **3. Internal Control Functions**

Name	Position
Marta Rucabado – until 30/09/2019 Ricard Rodriguez – from 01/10/2019	Chief Risk Officer Chief Risk Officer (interim)
Macarena Roa	Chief Internal Auditor
Massimiliano Conte	Chief Compliance Officer