

Rules of Procedure of the Appointments and Remuneration Committee

Article 1. Composition of the Committee and appointment of members

The Appointments and Remuneration Committee shall be formed by three Directors appointed by the Board of Directors. Two of them shall be non-executive Directors, so that there is a majority of non-executive members.

The designation shall be for a maximum period of four years, renewable for maximum periods of like duration.

The Appointments and Remuneration Commission must establish procedures, which must be approved by the Board of Directors, and ensure that in the event of new vacancies:

- a) The selection procedures do not suffer from any inherent bias that may obstruct the selection of directors;
- b) The Company deliberately seeks and includes women that match the professional profile sought, among the potential candidate.

Article 2. Chairman and Secretary

The Appointments and Remuneration Committee shall initially elect one of the non-executive directors forming part of the Committee as Chairman.

The Secretary to the Board of Directors shall act as Secretary to the Appointments and Remuneration Committee.

Article 3. Powers and duties

The powers and duties of the Appointments and Remuneration Committee include the following:

1. Report to the Board of Directors on matters relating to the appointment, re-election, retirement, removal and remuneration of the members of the Board of Directors and the Advisory Board and on general policy relating to remuneration and incentives for the aforesaid members and executive officers.
2. Prepare the proposals that the Board of Directors puts to the General Meeting of Shareholders for the appointment or removal of Directors, including those appointed by the Board of Directors to fill casual vacancies by co-option.
3. Produce an annual report on the activities of the Committee of Appointments and Remuneration, to be included in the Directors' Report.

4. Evaluate the skills, knowledge and experience required by the Board; to define the abilities and functions required by candidates to cover vacancies; and to assess the time and dedication required by Board members to fully carry out their functions;
5. Examine and organise the succession of the Chairman and CEO and make proposals to the Board, as appropriate, so that any succession occurs in an orderly and well planned way;
6. Inform the Board of any appointments or resignations of senior managers proposed by the CEO.
7. Inform the Board about gender diversity issues.
8. Propose to the Board of Directors:
 - i) The remuneration policy for directors and senior management;
 - ii) The individual remuneration of the directors and the approval of the contracts that the Company signs with each executive director;
 - iii) The basic conditions of contracts for senior management.
9. Ensure that the remuneration policy established by the Company is followed.
10. Consult with the Chairman or CEO of the Company, especially in relation to issues connected to executive directors and senior management.
11. Analyse applications from any director, when taking potential candidates into consideration to cover director vacancies.

Article 4. Notice of meetings

The Appointments and Remuneration Committee shall meet as often as required for the exercise and discharge of the powers and duties established in article 3 above and, in any event, at least once every six months. As a general rule, meetings shall take place at the Company's registered office, although the members may determine that a particular meeting be held elsewhere.

The Appointments and Remuneration Committee shall also meet when a meeting is convened by the Chairman on his initiative or at the request of any of its members. Members may also ask the Chairman to include a certain item or items on the agenda of the next meeting. Notice of the meeting must be given in writing, including the agenda, no less than three days prior to the scheduled date. However, business can also be transacted at a meeting of the Appointments and Remuneration Committee when all the members are present and agree to hold a meeting.

Article 5. Quorum requirements

The Appointments and Remuneration Commission shall be considered to be validly constituted when the majority of its members is present. Attendance may only be delegated in a non-executive Director.

The resolutions shall be validly adopted when the majority of the Commission members present vote in favor. In the event of a tie, the Chairman shall have the casting vote