

Regulations of the Remuneration Committee of Banco Finantia

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Article 1 - Purpose

1. These Regulations govern the organisation, functioning and responsibilities of the Remuneration Committee.
2. These Regulations shall be interpreted and applied in accordance with applicable laws, regulations, and bylaws.

Article 2 - Nature and Responsibilities

1. The Remuneration Committee is appointed by the Bank's General Meeting, pursuant to Article 399(1) of the Commercial Companies Code, and shall perform its duties in accordance with the Bank's interests.
2. The Remuneration Committee is responsible, in particular, for:
3. Determining the fixed and, where applicable, variable components of the remuneration of members of the board of directors and the supervisory board, in accordance with the approved criteria and in compliance with the established policy;
 - a Determining the fixed component and, where applicable, the variable component of the remuneration of the members of the board of directors of Finantia UK Limited, in accordance with the policy established for the Bank;
 - b To resolve on the allocation of, and the terms and conditions governing, the acquisition and disposal of the Bank's own shares and bonds by members of the corporate bodies.
4. In exercising the responsibilities conferred by the General Meeting, the Remuneration Committee shall establish such mechanisms as it considers appropriate for the performance of its duties.

Article 3 – Powers

In exercising the powers set forth in the preceding article, the Remuneration Committee shall have, in particular, the following powers:

- a To have unrestricted access to all data and information regarding the implementation of the remuneration policies and practices adopted by the Bank that are relevant to the performance of its duties;
- b To receive, in the performance of its duties, support and contributions from the internal control functions and other departments of the Bank, in particular the Human Resources Department and the Accounting Department.

Article 4 – Composition and Appointment

1. The Remuneration Committee consists of at least two members, appointed by the General Meeting for three-year terms, and may be reelected one or more times.

2. The General Meeting appoints the Chair of the Remuneration Committee.

Article 5 - Operation

1. The Remuneration Committee meets at least once a year and whenever convened by any of its members.
2. The members of the Remuneration Committee may meet and adopt resolutions without compliance with prior formalities, provided that all members are present.
3. Decisions of the Remuneration Committee shall be taken by majority vote, with the Chair having a casting vote; dissenting members shall ensure that the grounds for their dissent are recorded in the minutes.
4. Minutes are drawn up for each meeting, which shall include, in particular, the identification of members present and absent, a summary of the matters discussed, and the resolutions adopted.
5. The minutes are drawn up in accordance with applicable legal provisions, entered into the respective minute book, and signed by the members present.

Article 6 – Binding Nature

1. These Regulations are binding on all members of the Remuneration Committee; a copy of these Regulations, as well as the Conflicts of Interest Policy, must be provided to them at the first meeting in which they participate, and they must also be notified of any amendments that may be made to them.
2. Any member of the Remuneration Committee appointed after the adoption of these Regulations is automatically and unconditionally subject to them, without the need for any additional act or formality to accept them.

Article 7 – Final Provisions

1. These Regulations may be amended by resolution of the Remuneration Committee.
2. In all matters not expressly regulated herein, the Bank's internal regulations and bylaws shall apply, with the necessary adaptations.