



**REPORT OF THE BOARD OF DIRECTORS OF CAIXABANK, S.A. ON
THE PROPOSED AMENDMENTS TO THE ARTICLES OF
ASSOCIATION OF CAIXABANK, S.A.**

1. INTRODUCTION AND PURPOSE OF THE REPORT

In connection with the approval of the Act 31/2014, of 3 December, amending the Spanish Corporations Act on improvement of corporate governance, on the one hand, and the Act 10/2014 of 26 June, on organisation, supervision and solvency of credit institutions ("**Solvency Act**") and its implementing regulations, Royal Decree 84/2015, of 13 February, which implements the Act 10/2014, of 26 June, on organisation, supervision and solvency of credit institutions ("**Solvency Royal Decree**"), on the other, the By-laws of CaixaBank, S.A. (hereinafter "**CaixaBank**" or the "**Company**") have been adapted to the mandatory provisions introduced by the aforementioned regulations.

Likewise, this statutory adaptation due to a regulatory amendment has been complemented by the introduction of certain technical or drafting improvements.

In this regard, this report is prepared by the Board of Directors of CaixaBank, pursuant to the provisions of article 286 of Legislative Royal Decree 1/2010 of 2 July, approving the revised text of the Spanish Corporations Act ("**Corporations Act**"), which requires the preparation of a written report justifying the reasons for the proposed bylaw amendment that is subject to the approval of the General Shareholders Meeting of the Company convened for 23 April 2015, on first call, and the next day, 24 April, at second call, under sections 1, 2, 3, 4, 5, 6 and 7 of point 5 of the Agenda.

This report has been prepared by the Board of Directors in order to explain the **amendments** affecting the following articles:

Articles 2 ("Corporate Object"), 4 ("Registered office and Electronic Website"), 6 ("The Shares"), 7 ("The Position of Shareholder"), 16 ("The Company's Bodies"), 17 ("General Meeting"), 18 ("Types of General Meetings"), 19 ("Call for General Meeting"), 21 ("Quorum for the General Meeting"), 24 ("Appointing Proxies and Voting through Means of Remote Communication"), 25 ("Right to Information"), 26 ("Chairman and Secretary of the General Meeting"), 28 ("Deliberation and Adoption of Resolutions"), 29 ("Minutes of the General Meeting and Certifications"), 31 ("Duties of the Board of Directors"), 32 ("Composition of the Board of Directors"), 33 ("Term of Office"), 34 ("Remuneration of Directors"), 35 ("Appointment to Posts on the Board of Directors"), 36 ("Meetings of the Board of Directors"), 37 ("Procedures for Meetings"), 39 ("Delegation of Powers"), 40 ("Audit and Control Committee") and 43 ("Annual Accounts") of the By-laws.

In addition, the name of the heading of Section III of Title V is amended by replacing "The Board's Delegated Bodies" with "Delegation of Powers. Board Committees".

2. JUSTIFICATION OF THE AMENDMENTS

For the purpose of facilitating the understanding of the amendments to the By-laws, the headings of the articles to which reference is made below correspond to those contained in the current text.

a) Changes resulting from the amendment of the Spanish Corporations Act:

The purpose of the first group of amendments is to incorporate the regulatory changes introduced by recent changes in the Spanish Corporations Act.

In this sense, the entry into force of Act 31/2014, of 3 December, amending the Spanish Corporations Act for the improvement of the corporate governance, has introduced several amendments in the regulation of company law and, in particular, with respect to listed companies. As a result of these regulatory changes, the amendment of the following articles of the By-laws is proposed to the General Shareholders Meeting: article 6 ("The Shares"); 17 ("General Meeting"); 19 ("Call for General Meeting"); 25 ("Right to Information"); 28 ("Deliberation and Adoption of Resolutions"); 31 ("Duties of the Board of Directors"); 32 ("Composition of the Board of Directors"); 33 ("Term of Office"); 34 ("Remuneration of Directors"); 35 ("Appointment to Posts on the Board of Directors"); 36 ("Meetings of the Board of Directors"); 37 ("Procedures for Meetings") and 40 ("Audit and Control Committee, Risk Committee, Appointments Committee and Remunerations Committee").

b) Changes arising from the Solvency Act:

A second set of amendments aims also to incorporate the regulatory changes introduced by recent amendments to the legislation of credit institutions, in particular through the Solvency Act and Solvency Royal Decree.

As a consequence of these regulatory changes, the amendment of the following articles of the By-laws is proposed to the General Shareholders Meeting: article 31 ("Duties of the Board of Directors"); 32 ("Composition of the Board of Directors") and 40 ("Audit and Control Committee, Risk Committee, Appointments Committee and Remuneration Committee").

c) Technical and editorial improvements:

Furthermore, the by-laws amendment resulting from the referred regulatory reforms, has been complemented by the introduction of certain technical or drafting improvements, clarifying and completing certain provisions, upon experience provided by ordinary management of the Company, proposing amendments to the following articles of the By-laws: article 2 ("Corporate Object"); 4 ("Registered Offices and Corporate Website"); 6 ("The Shares"); 7 ("The position of Shareholder"); 16 ("The Company's Bodies"); 18 ("Types of General Meetings"); 19 ("Call for General meeting"); 21 ("Quorum for the General Meeting"); 24 ("Appointing Proxies and Voting through Means of Remote Communication"); 25 ("Right to Information"); 26 ("Chairman and Secretary of the General Meeting"); 29 ("Minutes of the General Meeting and Certifications"); 31

("Duties of the Board of Directors"); 32 ("Composition of the Board of Directors"); 35 ("Appointment to Posts on the Board of Directors"); 36 ("Meetings of the Board of Directors"); 37 ("Procedures for Meetings"); 39 ("Delegation of Powers") 40 ("Audit and Control Committee, Risk Committee, Appointments Committee and Remunerations Committee ") and 43 ("Annual Accounts").

Likewise, the amendment of the heading of Section III of Title V is proposed, replacing "Delegated bodies of the Board of Directors" with "Delegation of powers. Board Committees".

To facilitate the comparison between the new wording of the articles proposed to be amended and the current one, as an **Annex** to this report, a double-column table is included which contains: the current text of each article of the By-laws -on the left column- and the compared text of the current article of the By-laws and the wording of the proposed amendment of the aforementioned-on the right column-.

In this regard, it is noted that the proposed amendments to the By-laws are subject to the authorization regime set out in article 10 of Royal Decree 84/2015, of 13th February, which consolidates the Act 10/2014 of 26th June on the organisation, supervision and solvency of credit institutions.

3. PROPOSED AMENDMENTS

a) As already noted above, the amendment is focused on the **adaptation of the By-laws** to the amendments introduced in the Corporations Act by the Act 31/2014, of 3 December, amending the Spanish Corporations Act for the improvement of corporate governance.

(i) Firstly, regarding the **regime of the General Meeting and the rights of shareholders**, pursuant to the **Spanish Corporations Act** the following provisions are covered :

- Regarding the entities **that formally appear as shareholders** in the corresponding register, but that exercise this status by way of trust, fiduciary relationship or other equivalent title, article 6 provides for the possibility of listed companies to obtain the data regarding the real owners of the shares, considering convenient to specify that the Company may request in particular "*the address and contact means at their disposal*" between these data, analogously applying to these effects Article 497 of the Spanish Corporations Act.
- The procedure of **simple majority** regarding the adoption of resolutions by the General Meeting is expressly incorporated on in articles 17 and 28 (Article 201 of the Spanish Corporations Act).

Additionally, the procedure of a reinforced majority for the adoption of resolutions is introduced in section 5 of article 28, as contained in Article 194 of the Corporations Act, and a new section 6 is included, which provides for the **separate**

- voting for issues** that are substantially independent (Article 197 bis of the Spanish Corporations Act).
- In article 19, the **percentages for exercising the minority rights** to call General Shareholders Meetings, complete the agenda and submit new resolution proposals **are reduced from 5 to 3 percent**, establishing also as agreement contesting causes, and not of nullity causes, the lack of publication of the additional call on time (Articles 495.2.a) and 519 of the Spanish Corporations Act).
 - **In article 25**, the **assumptions** in which **Directors can deny the information requested by shareholders** in relation to the General Meeting are amended (article 197.3 of the Spanish Corporations Act).
 - With regard to the deliberation and adoption of resolutions, the legal provisions on the **conflict of interest of the shareholder within a General Meeting are introduced in article 28**, (Article 190 of the Spanish Corporations Act).
- (ii) Secondly, with regard to the **composition, powers and functioning of the Board of Directors, its offices and committees, and the legal status of its members**, the following provisions are included under the **Spanish Corporations Act**:
- The legal catalogue of the **non-delegable powers of the Board** of Directors has been incorporated in article 31 (Articles 249 bis and 529 ter of the Spanish Corporations Act).
 - Generic references regarding the different categories of **Board Members** have been included in the new section 6 of article 32, referring to the applicable regulations (Article 529 duodecies of the Spanish Corporations Act).
 - In article 35, the **functions of the Board of Directors' Chairman are completed and those of the Secretary of the Board of Directors are included**, incorporating the requirement that the **Appointments Committee to issue a report in advance** of the **appointment** of the Chairman, the Vice Chairman, the Secretary and the Deputy Secretary, and also the need for such **report in the event of removal** of the Secretary and the Deputy Secretary (Articles 529 sexies and 529 octies of the Spanish Corporations Act).
 - In relation to **the Board of Directors Meetings**, the requirement that the Board will meet at least **once in each quarter** is introduced in section 1 of article 36 (Article 245.3 of the Spanish Corporations Act).
 - A new section 4 of article 37 is set on with regard to the **requirement that Board Members personally attend all Board meetings**, as well as the **prohibition of non-executive Board Members should be able to confer their legal representation to an Executive Board Member** (Article 529 quater of the Spanish Corporations Act).

- A new section 1 is incorporated in article 40, which includes the obligation of the Board to constitute, in any case, in addition to the Audit and Control Committee, an Appointments Committee and a Remuneration Committee. Likewise, the heading of the article is replaced, substituting "*Audit and Control Committee*" by "*Audit and Control Committee, Risks Committee, Appointments Committee and Remuneration Committee*".

In addition, under section 3 of article 40, the **composition and functions of the Audit and Control Committee** are adapted (Article 529 quaterdecies of the Spanish Corporations Act); and the regime of the **Appointments and Remuneration Committees** is incorporated in sections 5 and 6, respectively, **containing their composition and powers** (Article 529 quindecies of the Spanish Corporations Act).

- With regard to the **term of office of Board Members**, in article 33 the term is reduced from 6 to 4 years, incorporating also the event of coverage of vacancies occurring between the calling and holding of the General Meeting by means of the co-option procedure (Articles 529 decies and 529 undecies of the Corporations Law).
- Regarding the **remuneration of the Board Members**, article 34 of the By-laws is amended in order to: include the provisions of the Spanish Corporations Act concerning the resolution by the General Meeting of the maximum amount the Board Members may receive in their capacity as such (section 1) as well as delete the following drafting: "*However, the Board of Directors, based on the circumstances of any given moment, may reduce the amount to be received in the periods whenever deems it appropriate*"; include the power of the Board to distribute the aforementioned amount among the Board Members as well as the distribution criteria to be used among them (section 2); adapt the terms of the regulation concerning the remuneration procedures linked to shares of the Company (section 4); regarding the Board Members who hold executive functions, among its retribution items, it is expressly included the remuneration linked to the shares of the Company. In addition, the obligation for the Company to enter into a contract with the executive Board Members is incorporated. The aforementioned contract will specify the basic conditions of the Board Members and should be subject to the approval by the Board of Directors with a majority of two thirds of its members (section 5); Moreover, the following provision is explicitly introduced: "*In addition, the Company will contract civil responsibility insurance for its Directors*" in order to set out in the By-laws all the remuneration procedures of the Members of the Board (Articles 217, 219, 529 septdecies and 529 octodecies of the Spanish Corporations Act).
- In sections 3-g), 4-f), 5-f) and 6.f) of article 40, the requirement that the Audit and Control Committee, the Risk Committee, the Appointments Committee and the Remuneration Committee **prepare a report on its activities during the year** is included; these reports, among others, shall form a basis for evaluation on the

functioning of the Board of Directors (Article 529 nonies of the Spanish Corporations Act).

b) **Secondly**, as a result of the approval of the **Solvency Act and the Solvency Royal Decree**, some amendments relating mainly to the **powers of the Board of Directors and its Committees** as well as **the legal status of its Members are incorporated, including**, among the aforementioned, **the following matters**:

- The legal catalogue of **non-delegable powers of the Board of Directors** is incorporated in article 31, completing those contained in the Spanish Corporations Act (Article 29.3 of the Solvency Act).
- The **eligibility requirements** of Board Members as well as the legal requirements regarding the overall composition of the Board of Directors as a whole are incorporated in sections 4 and 5 of article 32 (Article 24.1 of the Solvency Act).
- Under article 40 the **obligation to establish a Risk Committee, an Appointment Committee and a Remuneration Committee is set out** (Articles 31, 36 and 38 of the Solvency Act). Likewise, in section 4 of article 40, the **composition requirements and powers** of the Risk Committee as well as certain **operational and performance rules of the Committees** (Article 38 of the Solvency Act and 42 of the Solvency Royal Decree); in section 5, the composition and powers as well as certain performance standards of the Appointment Committee (Articles 31 of the Solvency Act and 38 Solvency Royal Decree); and in section 6, the composition requirements and powers of the Remuneration Committee (Article 36 of the Solvency Law and 39 of the Solvency Royal Decree) are laid down.

c) **Thirdly**, some **technical or drafting clarifications** have been included with regard to certain matters, including the following:

- In relation to the **corporate purpose** of CaixaBank, under article 2 is expressly included that the Company may carry out its activities both in Spain and abroad, since, although this is currently done in practice, it is considered appropriate to include an explicit provision in this regard.
- In article 4, concerning the **website** of the Company, a reference to the generic function of the website in accordance with Articles 539.2 of the Spanish Corporations Act and 29.5 of the Solvency Act is introduced in section 4. Furthermore, the heading of the article is amended, replacing the expression "electronic *website*" with "*corporate website*" and, at the same time, section 5 is completed incorporating the Board's powers regarding the "*amendment*" of the website, in accordance with Article 11 bis of the Spanish Corporations Act.
- Section 1 of article 6 is completed, providing that the **shares** of the Company belong to a single class "*and series*".

- In article 7, related to the **shareholder status**, the wording "*and scrutiny rights*" is deleted, circumscribing the drafting of this article to the literal wording of any shareholder rights set out in article 93 of the Spanish Corporations Act.
- Concerning article 16 related to the **Company's bodies**, it is added that the powers of the Board of Directors and the General Shareholders Meeting will be, in addition to those laid down in the By-laws, those listed in "*the Law*" and in "*the developments that are established in the Regulations of each body*".
- With regard to section 2 of article 18, it is expressly laid down that the **Ordinary General Shareholders Meeting** will be able to adopt resolutions on any matters within its competence, provided that the legal requirements for it are met. Likewise, the drafting of the aforementioned article is adapted to Article 164 of the Spanish Corporations Act in connection with those resolutions that must necessarily be adopted by the Ordinary General Meeting, expressly including that "*it will be valid although it is convened or held outside the mentioned period*"; and finally replacing in section 3 "*paragraph*" by "*section*".
- Regarding the **Shareholders Meeting Call**, in section 1 of article 19, the address of the website of the Company is deleted (in respect of which the term "*corporate*" is introduced), provided that it is already reflected in article 4 of the By-laws.
- In section 2 of article 21, which regulates the **quorum necessary for the purpose of constituting the General Meeting**, the provision regarding the required quorum of voting for the adoption of resolutions on reinforced matters at second call is removed due to reorganizational and comprehensive reasons, provided that is included in article 28 of the By-laws ("*Deliberation and Adoption of Resolutions*"). In addition, at the end of section 2 the following provision is included: "*This will be understood without prejudice to other cases set forth in Laws, in particular, specific Laws applicable to the Company*".
- Concerning **the appointment of proxies and voting through distance communication methods laid down under** article 24, sections 1 and 2 are completed in order to include that the granting of proxies and voting may take place "*by any other means of distance communication when determined by the Board*", section 2 is completed with the provision that the electronic means of communication should ensure "*the proper identity of the shareholder and the security of electronic communications*", section 3 is supplemented by the following provision: "*being likewise able to use the distance voting card issued, where appropriate, by the Company*", section 4 is amended to the effect that the resulting wording is "*Votes by means of electronic communication with the Company shall be made in appropriate security conditions determined by the Board [...]*" and in section 8, the wording "*at least five days before the envisaged date of the General Meeting on first call*" is deleted.
- The wording of article 25 is adapted with respect to the **information requested by shareholders** on the occasion of the General Shareholders Meeting, in the sense that it

- will not be refused** by the directors whenever the request is supported by the 25% (instead of a quarter of the capital that sets out the current article), in accordance with the wording of Article 197.4 of the Spanish Corporations Act.
- Regarding **the replacement of the Chairman of the Board by the Chairman of the General Shareholders Meeting**, section 1 of article 26 is completed by stating that such substitution will occur "*in cases of vacancy, leave or impossibility*" and in the same sense in section 2 regarding the Secretary.
 - With regard to the **quorum necessary for the purpose of adopting a General Meeting's resolution**, in section 5 of article 28 ("Deliberation and Adoption of Resolutions"), the following provision is included: "*This will be understood without prejudice to other cases set forth in Laws, in particular, specific Laws applicable to the Company*".
 - Additionally, article 29 concerning the **General Shareholders Meeting minutes and certifications** is completed, implementing the provisions of article 203 of the Spanish Corporations Act with respect to the notarial certificate.
 - Concerning the powers of the Board, a final wording is incorporated in section 1 of article 31, which shall read as follows "*excepting those operations according to Law are reserved for the competence of the General Shareholders Meeting*". Furthermore, in letter (xiii) of section 3 of this article, the wording "*amendments*" is substituted by "*notifications*".
 - Section 1 of article 32 is completed in relation to the **appointment of Board Members**, expressly including that the aforementioned power belongs to the General Meeting, without prejudice to the coverage of vacancies through the co-option procedure by the Board and the system of proportional representation, which corresponds to shareholders, in accordance with Articles 243, 244 and 529 decies of the Spanish Corporations Act.
 - Furthermore, under article 35 on the **positions on the Board of Directors** it is established that there may be one or more Vice Chairman, in accordance with the provisions of the By-laws in this regard (section 1); the provisions regarding **the event of Chairman's replacement** are reorganized and, in this sense, the final wording of section 1 is deleted which should read as follows "*to replace the Chairman in the event of incapacity or absence*"; Likewise, section 4 of this article is deleted and section 3 is also completed by noting that the replacement shall proceed, in addition to leave or impossibility, in the event of vacancy.
- In addition, **regarding the Secretary and Vice-Secretaries**, the provisions of section 6 in respect to their **replacement** are completed setting out explicitly the cases of "*vacancy, impossibility or leave*" and providing that, ultimately, they will be replaced "*by the oldest member of the Board of Directors*".
- In article 36, which regulates the **meetings of the Board of Directors**, the following technical improvements are introduced: the requirement that the Board shall hold at

least eight meetings a year (section 1); the obligation that the call of meetings to be done, in addition to the means mentioned in the current article, through "*any other means allowing constancy of its reception*" (section 2), and, with regard to the holding of Board meetings with simultaneous attendance of Board Members from different but directly connected places, the following wording is included: "*In the case one or more of the Directors were in the registered offices, the meeting will be deemed held in the registered offices. If that were not the case, the meeting will be deemed held where the Chairing Director is located*" (section 4).

- In section 1 of article 37, in accordance with Article 247.2 of the Spanish Corporations Act the wording "one half plus one" is replaced by the expression "the majority of its members". Regarding article 39 on the **Board's delegation of powers**, section 1 on provisions related to the establishment by the Board of the Appointments and Remuneration Committees and other internal Committees is deleted due to reorganizational reasons, provided that this is regulated under article 40; in the new section 2 it is expressly included that the permanent delegation of any power of the Board into any Board Member or Executive Committee and the appointment of the Board Members who are to hold such offices shall require the favourable vote of two-thirds of the members of Board pursuant to article 249.2 of the Corporations Law, and in section 4, the wording "*Notwithstanding the aforementioned delegations*" is incorporated.
- In article 40 with regard to the Board Committees, several drafting amendments and clarifications are included.
- Regarding the **preparation of accounts**, section 2 of article 43 is completed in accordance with the provisions of Article 253.2 of the Spanish Corporations Act, including that "*the Annual Accounts and Management Report*" must be signed by all the Company's Directors and also that "*If the signature of any of them was missing, this will be indicated on the documents where it is missing, with express indication of the cause*".
- Finally, in connection with technical amendments, there is an **amendment of the heading of Section III of Title V**, replacing "*The Board's Delegated Bodies*" by "*The Delegation of powers, Board Committees*".

With reference to submission to the General Meeting of the proposed amendment of the By-laws, the articles whose amendment is proposed are regrouped on the basis of Titles and Sections by means of which the content of the By-laws is reorganized in order to proceed to the corresponding **separate vote**.

In Barcelona, 12th March 2015

ANNEX

CURRENT TEXT	PROPOSED TEXT
<p>ARTICLE 2.- CORPORATE OBJECT</p> <p>1. The following activities are the corporate object of the Company:</p> <p>(i) all manner of activities, operations, acts, contracts and services related to the banking sector in general or directly or indirectly related thereto, permitted by current legislation, including the provision of investment services and ancillary services and performance of the activities of an insurance agency, either exclusively or in association, without simultaneous exercise of both activities;</p> <p>(ii) receiving public funds in the form of irregular deposits or in other similar formats, for the purposes of application on its own account to active credit and microcredit operations, i.e. the granting of loans without collateral in a bid to finance small business initiatives by individuals and legal entities which, in view of their social and economic circumstances, have difficulty in gaining access to traditional finance from banks, and to other investments, with or without pledged collateral, mortgage collateral or other forms of collateral, pursuant to business laws and customs, providing customers with services including dispatch, transfer, custody, mediation and others in relation to these, in connection with business commissions; and</p> <p>(iii) acquisition, holding, enjoyment and disposal of all manner of securities and drawing up takeover bids and sales of securities, and of all manner of ownership interests in any entity or company.</p> <p>2. The activities which make up the corporate object may be carried out totally or partially in an indirect fashion, in any format permitted by law, especially through the holding of shares or ownership interests in companies or other entities the object of which is identical or similar, ancillary or complementary to such activities.</p> <p>ARTICLE 4.- REGISTERED OFFICES AND ELECTRONIC WEBSITE</p> <p>1. The Company's registered offices are at</p>	<p>ARTICLE 2.- CORPORATE OBJECT</p> <p>1. The following activities are the corporate object of the Company:</p> <p>(i) all manner of activities, operations, acts, contracts and services related to the banking sector in general or directly or indirectly related thereto, permitted by current legislation, including the provision of investment services and ancillary services and performance of the activities of an insurance agency, either exclusively or in association, without simultaneous exercise of both activities;</p> <p>(ii) receiving public funds in the form of irregular deposits or in other similar formats, for the purposes of application on its own account to active credit and microcredit operations, i.e. the granting of loans without collateral in a bid to finance small business initiatives by individuals and legal entities which, in view of their social and economic circumstances, have difficulty in gaining access to traditional finance from banks, and to other investments, with or without pledged collateral, mortgage collateral or other forms of collateral, pursuant to business laws and customs, providing customers with services including dispatch, transfer, custody, mediation and others in relation to these, in connection with business commissions; and</p> <p>(iii) acquisition, holding, enjoyment and disposal of all manner of securities and drawing up takeover bids and sales of securities, and of all manner of ownership interests in any entity or company.</p> <p>2. The activities which make up the corporate object may be carried out, in both Spain and abroad, totally or partially in an indirect fashion, in any format permitted by law, especially through the holding of shares or ownership interests in companies or other entities the object of which is identical or similar, ancillary or complementary to such activities.</p> <p>ARTICLE 4.- REGISTERED OFFICES AND ELECTRONIC CORPORATE WEBSITE</p> <p>1. The Company's registered offices are at Avenida</p>

<p>Avenida Diagonal, 621, Barcelona.</p> <p>2. The registered offices may be moved anywhere within the same municipality through a resolution by the Board of Directors. A resolution by the General Shareholders' Meeting shall be required in order to move it to another municipality.</p> <p>3. The Company's Board of Directors may decide to create, close or move offices, branches, agencies, regional offices and other departments, both within Spain and in another European Union Member State, or a third state, if it complies with the applicable requirements and guarantees, and may decide to provide the services that fall within its corporate purpose without the need for a permanent establishment.</p> <p>4. The corporate website of the Company is www.caixabank.com.</p> <p>5. The Board of Directors may resolve to close or transfer the Company's website.</p>	<p>Diagonal, 621, Barcelona.</p> <p>2. The registered offices may be moved anywhere within the same municipality through a resolution by the Board of Directors. A resolution by the General Shareholders' Meeting shall be required in order to move it to another municipality.</p> <p>3. The Company's Board of Directors may decide to create, close or move offices, branches, agencies, regional offices and other departments, both within Spain and in another European Union Member State, or a third state, if it complies with the applicable requirements and guarantees, and may decide to provide the services that fall within its corporate purpose without the need for a permanent establishment.</p> <p>4. The corporate website of the Company is www.caixabank.com, used for distributing legally required information.-</p> <p>5. The Board of Directors may resolve to amend, to close or transfer the Company's website.</p>
<p>ARTICLE 6.- THE SHARES</p> <p>1. The share capital is made up of FIVE BILLION SEVEN HUNDRED AND FOURTEEN MILLION, NINE HUNDRED AND FIFTY-FIVE THOUSAND NINE HUNDRED (5,714,955,900) shares with a par value of ONE EURO (€ 1) each. They are represented by book entries and are of a single class. The shares representing the share capital are considered as securities and are governed by the provisions of the Securities Market Act and any other provisions applicable.</p> <p>2. The shares, their transfer and the creation of real rights or any other encumbrances on them must be registered in the relevant book entry, pursuant to the Securities Market Act and concordant provisions.</p> <p>3. However, on the basis of the principle of ownership of bank shares, the Company will keep its own register of shareholders with the effects and efficiency attributed to it by the prevailing regulations in each case. For this purpose, if the actual position of shareholders is that of persons or entities who, in accordance with their own legislation, fulfill this position as trusts, trustees or any other equivalent, the Company may require that these persons or legal entities notify it as to the actual holders of these shares, and provide the documents of transfer and encumbrance to which they refer.</p>	<p>ARTICLE 6.- THE SHARES</p> <p>1. The share capital is made up of FIVE BILLION SEVEN HUNDRED AND FOURTEEN MILLION, NINE HUNDRED AND FIFTY-FIVE THOUSAND NINE HUNDRED (5,714,955,900) shares with a par value of ONE EURO (€ 1) each. They are represented by book entries and are of a single class and series. The shares representing the share capital are considered as securities and are governed by the provisions of the Securities Market Act and any other provisions applicable.</p> <p>2. The shares, their transfer and the creation of real rights or any other encumbrances on them must be registered in the relevant book entry, pursuant to the Securities Market Act and concordant provisions.</p> <p>3. However, on the basis of the principle of ownership of bank shares, the Company will keep its own register of shareholders with the effects and efficiency attributed to it by the prevailing regulations in each case. For this purpose, if the actual position of shareholders is that of persons or entities who, in accordance with their own legislation, fulfill this position as trusts, trustees or any other equivalent, the Company may require that these persons or legal entities notify it as to the actual holders of these shares, including the addresses and means of contact they have, as well as and providing the documents of transfer and encumbrance to which they refer.</p>

<p>ARTICLE 7.- THE POSITION OF SHAREHOLDER</p> <p>Shares grant their lawful owners the position of shareholders, which grants them the individual, legal and statutory rights stipulated in law - in particular, the right to share in company profits and the assets remaining when the Company is liquidated; the right of pre-emptive subscription to issues of new shares or convertible bonds; the right to attend and vote at General Shareholders' Meetings; the right to challenge corporate resolutions; and information and scrutiny rights. The scope of all shareholder rights is determined by law and in these by-laws.</p> <p>ARTICLE 16.- THE COMPANY'S BODIES</p> <p>The Company's bodies are the General Shareholders' Meeting and the Board of Directors, which have the powers respectively assigned to them in these By-laws, which may be delegated in the manner and as broadly as determined therein.</p> <p>ARTICLE 17.- GENERAL MEETING</p> <ol style="list-style-type: none"> 1. The General Meeting is governed by applicable legislation, the By-laws and the General Meeting's Regulations. 2. The shareholders called to a General Meeting may decide by a majority, except in cases where the law or these By-laws stipulate qualified majorities, on matters of their concern that legally fall within the General Meeting's competence. 3. All shareholders, including those who vote against resolutions and those who did not take part in the meeting, will be subject to the resolutions by the General Meeting, notwithstanding the rights and actions to which they are entitled by law. <p>ARTICLE 18.- TYPES OF GENERAL MEETINGS</p> <ol style="list-style-type: none"> 1. General Shareholders' Meetings may be either Ordinary or Extraordinary. 2. The Ordinary Meeting must be held within the first six (6) months of each financial year, to approve management, to approve, where appropriate, the previous year's accounts, and to decide matters relating to the distribution of earnings. 	<p>ARTICLE 7.- THE POSITION OF SHAREHOLDER</p> <p>Shares grant their lawful owners the position of shareholders, which grants them the individual, legal and statutory rights stipulated in law - in particular, the right to share in company profits and the assets remaining when the Company is liquidated; the right of pre-emptive subscription to issues of new shares or convertible bonds; the right to attend and vote at General Shareholders' Meetings; the right to challenge corporate resolutions; and information and scrutiny rights. The scope of all shareholder rights is determined by law and in these by-laws.</p> <p>ARTICLE 16.- THE COMPANY'S BODIES</p> <p>The Company's bodies are the General Shareholders' Meeting and the Board of Directors, which have the powers respectively assigned to them in Law and in these By-laws, and in accordance with them, in those developments established in the Regulations of one or another body. These powers which may be delegated in the manner and as broadly as determined therein by the Law, by these By-laws and by the mentioned Regulations.</p> <p>ARTICLE 17.- GENERAL MEETING</p> <ol style="list-style-type: none"> 1. The General Meeting is governed by applicable legislation, the By-laws and the General Meeting's Regulations. 2. The shareholders called to a General Meeting may decide by a simple majority of the votes of shareholders present or represented in the Meeting, except in cases where the law or these By-laws stipulate qualified majorities, on matters of their concern that legally fall within the General Meeting's competence. 3. All shareholders, including those who vote against resolutions and those who did not take part in the meeting, will be subject to the resolutions by the General Meeting, notwithstanding the rights and actions to which they are entitled by law. <p>ARTICLE 18.- TYPES OF GENERAL MEETINGS</p> <ol style="list-style-type: none"> 1. General Shareholders' Meetings may be either Ordinary or Extraordinary. 2. The General Ordinary Meeting must be held within the legally established period for first six (6) months of each financial year, to approve management, to approve, where appropriate, business management, the previous year's accounts, and to decide matters relating to the distribution of earnings, also to adopt resolutions on any other matter of their competence, as long as it is included in the agenda of the call notice or it is legally required and the General Meeting is
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<p>3. Any General Meeting not encompassed by the preceding paragraph shall be deemed an Extraordinary General Meeting.</p> <p>ARTICLE 19.- CALL FOR GENERAL MEETING</p> <p>1. The General Shareholders' Meetings, whether Ordinary or Extraordinary, will be convened by the Board of Directors by means of a notice published in the Companies' Registry Gazette or in one of the newspapers of broad circulation in Spain, on the Company's website (www.caixabank.com), and on the website of the National Securities Market Commission, at least one month prior to the date of the meeting. Nevertheless, in those cases in which the law so permits, Extraordinary General Meetings may be called a minimum of fifteen (15) days in advance. The call supplement is not subject to this rule.</p> <p>2. The convening notice will state the name of the Company, the date, time and location of the meeting, and will list all the items on the agenda and the position of the person or persons sending the notice. The date, if any, on which the Meeting will be held on second call may also be stated. At least 24 hours must elapse between scheduled first and second meetings.</p> <p>3. The notice of call will also state the date by which a shareholder must have registered its shares in its name in order to participate and vote at the General Meeting, the place and manner for obtaining the full text of the documents and proposed resolutions, and the URL of the Company's website on which the information will be available. In addition, the notice must contain clear and accurate information on the steps the shareholders must take to participate and cast their votes at the General Meeting, including the matters required by law and implementing regulations.</p> <p>4. Shareholders who represent at least 5% of share capital may request publication of supplementary information to the call to an Ordinary General Shareholders' Meeting, to include one or more items on the agenda, provided that the new points are accompanied by a justification or, if applicable, a justified proposed resolution. That right may in no case be exercised in respect of the call of an Extraordinary</p>	<p>convened with the concurrence of the required capital. The General Ordinary Meeting will be valid although it is convened or is held outside of the mentioned period.</p> <p>3. Any General Meeting not encompassed by the preceding paragraph section shall be deemed an Extraordinary General Meeting.</p> <p>ARTICLE 19.- CALL FOR GENERAL MEETING</p> <p>1. The General Shareholders' Meetings, whether Ordinary or Extraordinary, will be convened by the Board of Directors by means of a notice published in the Companies' Registry Gazette or in one of the newspapers of broad circulation in Spain, on the Company's corporate website (www.caixabank.com), and on the website of the National Securities Market Commission, at least one month prior to the date of the meeting. Nevertheless, in those cases in which the law so permits, Extraordinary General Meetings may be called a minimum of fifteen (15) days in advance. The call supplement is not subject to this rule.</p> <p>2. The convening notice will state the name of the Company, the date, time and location of the meeting, and will list all the items on the agenda and the position of the person or persons sending the notice. The date, if any, on which the Meeting will be held on second call may also be stated. At least 24 hours must elapse between scheduled first and second meetings.</p> <p>3. The notice of call will also state the date by which a shareholder must have registered its shares in its name in order to participate and vote at the General Meeting, the place and manner for obtaining the full text of the documents and proposed resolutions, and the URL of the Company's website on which the information will be available. In addition, the notice must contain clear and accurate information on the steps the shareholders must take to participate and cast their votes at the General Meeting, including the matters required by law and implementing regulations.</p> <p>4. Shareholders who represent at least 53% of share capital may request publication of supplementary information to the call to an Ordinary General Shareholders' Meeting, to include one or more items on the agenda, provided that the new points are accompanied by a justification or, if applicable, a justified proposed resolution. That right may in no case be exercised in respect of the call of an Extraordinary General Meeting. To exercise this right, the shareholder must duly</p>
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<p>General Meeting. To exercise this right, the shareholder must duly notify the Company, with said notification to be received at the Company's registered office within five (5) days following publication of the call.</p> <p>5. The call supplement must be published at least fifteen (15) days prior to the date stipulated for the General Meeting. Failure to publish the call supplement within the legally stipulated term legally stipulated term will invalidate the General Meeting.</p> <p>6. Shareholders representing at least 5% of capital may present supported proposed resolutions regarding matters already included or that should be included on the agenda for the Meeting called. Exercise of this right must be by certifiable notice, which must be received at the registered office within the five (5) days following publication of the call.</p> <p>7. The Company will see to dissemination of these proposed resolutions and such documentation as may be attached thereto to the other shareholders, in accordance with the requirements of law.</p> <p>8. The Board of Directors may call an Extraordinary General Meeting of shareholders whenever it deems appropriate to do so in the Company's interests. It must also call this Meeting when requested to do so by shareholders who own at least 5% of the share capital. The request must state the items to be discussed at the Meeting. In this case, a call must be issued to hold the General Meeting within the period stipulated in law. The Board of Directors will draw up the agenda, which must include the items mentioned in the request.</p> <p>9. Court-ordered calls to General Meetings will be as laid down in law.</p> <p>10. The contents of this article are deemed as without prejudice to the provisions established by law for specific cases.</p>	<p>notify the Company, with said notification to be received at the Company's registered office within five (5) days following publication of the call.</p> <p>5. The call supplement must be published at least fifteen (15) days prior to the date stipulated for the General Meeting. Failure to publish the call supplement within the legally stipulated term legally stipulated term will invalidate be a cause for challenging the General Meeting.</p> <p>6. Shareholders representing at least 53% of capital may present supported proposed resolutions regarding matters already included or that should be included on the agenda for the Meeting called. Exercise of this right must be by certifiable notice, which must be received at the registered office within the five (5) days following publication of the call.</p> <p>7. The Company will see to dissemination of these proposed resolutions and such documentation as may be attached thereto to the other shareholders, in accordance with the requirements of law.</p> <p>8. The Board of Directors may call an Extraordinary General Meeting of shareholders whenever it deems appropriate to do so in the Company's interests. It must also call this Meeting when requested to do so by shareholders who own at least 53% of the share capital. The request must state the items to be discussed at the Meeting. In this case, a call must be issued to hold the General Meeting within the period stipulated in law. The Board of Directors will draw up the agenda, which must include the items mentioned in the request.</p> <p>9. Court-ordered calls to General Meetings will be as laid down in law.</p> <p>10. The contents of this article are deemed as without prejudice to the provisions established by law for specific cases.</p>
<p>ARTICLE 21.- QUORUM FOR THE GENERAL MEETING</p> <p>1. The General Meeting will be validly constituted at first call when shareholders in attendance or represented by proxy hold at least 25% of subscribed capital with voting rights. The second call will be validly constituted regardless of the percentage of share capital in attendance.</p> <p>2. In order for the General Meeting, whether</p>	<p>ARTICLE 21.- QUORUM FOR THE GENERAL MEETING</p> <p>1. The General Meeting will be validly constituted at first call when shareholders in attendance or represented by proxy hold at least 25% of subscribed capital with voting rights. The second call will be validly constituted regardless of the percentage of share capital in attendance.</p> <p>2. In order for the General Meeting, whether</p>

<p>Ordinary or Extraordinary, to validly agree to issue securities, suppress or limit subscription rights, increase or reduce capital, carry out a transformation, merger, spin-off, global transfer of assets and liabilities, transfer the registered office to a foreign country or make any changes to the By-laws, shareholders at first call, whether present or proxy, representing at least 50% of subscribed capital with voting rights must be in attendance. At second call, only 25% of said capital is necessary, although when shareholders in attendance total less than 50% of subscribed capital with voting rights, the resolutions in the preceding paragraph may only be validly adopted with a favorable vote by two thirds (2/3) of the capital in attendance or represented by proxy at the Meeting.</p> <p>3. Any absences occurring after the General Meeting is officially called to order will not affect the validity of the quorum.</p>	<p>Ordinary or Extraordinary, to validly agree to issue securities, suppress or limit subscription rights, increase or reduce capital, carry out a transformation, merger, spin-off, global transfer of assets and liabilities, transfer the registered office to a foreign country or make any changes to the By-laws, shareholders at first call, whether present or proxy, representing at least 50% of subscribed capital with voting rights must be in attendance. At second call, only 25% of said capital is necessary, although when shareholders in attendance total less than 50% of subscribed capital with voting rights, the resolutions in the preceding paragraph may only be validly adopted with a favorable vote by two thirds (2/3) of the capital in attendance or represented by proxy at the Meeting. capital is necessary. This will be understood without prejudice to other cases set forth in Laws, in particular, specific Laws applicable to the Company.</p> <p>3. Any absences occurring after the General Meeting is officially called to order will not affect the validity of the quorum.</p>
<p>ARTICLE 24.- APPOINTING PROXIES AND VOTING THROUGH MEANS OF REMOTE COMMUNICATION</p>	<p>ARTICLE 24.- APPOINTING PROXIES AND VOTING THROUGH MEANS OF REMOTE COMMUNICATION</p>
<p>1. The appointment of a proxy for any kind of General Meeting, including, as the case may be, voting instructions, may be carried out by shareholders by post, e-mail or any other means of remote communication, provided the identity of the principal and the proxy is properly guaranteed, as is the security of the electronic communications.</p> <p>2. Shareholders may vote on the motions concerning the items on the agenda of any General Meeting by post or by e-mail.</p> <p>3. A postal vote will be cast by sending the Company a document containing the vote, with the attendance card attached.</p> <p>4. Voting by sending an e-mail to the Company will only be permitted when the appropriate conditions of security and simplicity have been ensured, and the Board of Directors so decides in a resolution, subsequently notified in the call to the Meeting concerned. In this</p>	<p>1. The appointment of a proxy for any kind of General Meeting, including, as the case may be, voting instructions, may be carried out by shareholders by post, or, e-mail or any other means of remote communication, provided the identity of the principal and the proxy is properly guaranteed, as is the security of the electronic communications. Likewise, this can be performed by any other means of remote communication whenever decided that way by the Board.</p> <p>2. Shareholders may vote on the motions concerning the items on the agenda of any General Meeting by post or by e-mail, if this duly guarantees the identity of the shareholder as well as the security of electronic communications. Likewise, the vote can be issued by any other means of remote communication whenever decided that way by the Board.-</p> <p>3. A postal vote will be cast by sending the Company a document containing the vote, with the attendance card attached, likewise being able to use the remote voting card issued, if necessary, by the Company.</p> <p>4. Voting by sending an e-mail to the Company will only be permitted when should only be performed in the appropriate conditions of security and simplicity have been ensured that, and the Board of Directors so decides in a resolution, subsequently notified in the call to the Meeting concerned. In this resolution, the Board of</p>

<p>resolution, the Board of Directors will define the applicable conditions for issuing the remote vote by e-mail, necessarily including those that adequately guarantee the authenticity and identification of the voting shareholder, as well as the security of electronic communications.</p> <p>5. In order to be counted as valid, a vote cast through any of the remote means referred to in the previous sections must have been received by the Company forty-eight (48) hours before the time of commencement of the General Meeting on first call. The Board of Directors may reduce the required notice, and must notify this to the same extent as in the call announcement.</p> <p>6. The Board of Directors may develop and enhance the regulations on remote voting and delegation laid down in these by/laws, establishing the instructions, means, rules and procedures it deems appropriate to implement the casting of votes and appointment of proxies through remote communication means. The procedural rules adopted by the Board of Directors by virtue of the provisions of this section will be published on the Company's website.</p> <p>7. Shareholders who cast their votes remotely in accordance with the provisions of this article will be considered present for the purposes of a quorum of the General Meeting concerned. As a result, appointments of proxies carried out before each vote will be considered to be revoked, and appointments arranged subsequently will be assumed not to have been carried out.</p> <p>8. A vote cast through means of remote communication will be voided by physical attendance of the meeting by the shareholder who cast it or by disposal of his shares brought to the knowledge of the Company at least five days before the envisaged date of the General Meeting on first call.</p>	<p>Directors will define the applicable conditions for issuing the remote vote by e-mail, necessarily including those that adequately guarantee the authenticity and identification of the voting shareholder, as well as the security of electronic communications.</p> <p>5. In order to be counted as valid, a vote cast through any of the remote means referred to in the previous sections must have been received by the Company forty-eight (48) hours before the time of commencement of the General Meeting on first call. The Board of Directors may reduce the required notice, and must notify this to the same extent as in the call announcement.</p> <p>6. The Board of Directors may develop and enhance the regulations on remote voting and delegation laid down in these by/laws, establishing the instructions, means, rules and procedures it deems appropriate to implement the casting of votes and appointment of proxies through remote communication means. The procedural rules adopted by the Board of Directors by virtue of the provisions of this section will be published on the Company's website.</p> <p>7. Shareholders who cast their votes remotely in accordance with the provisions of this article will be considered present for the purposes of a quorum of the General Meeting concerned. As a result, appointments of proxies carried out before each vote will be considered to be revoked, and appointments arranged subsequently will be assumed not to have been carried out.</p> <p>8. A vote cast through means of remote communication will be voided by physical attendance of the meeting by the shareholder who cast it or by disposal of his shares brought to the knowledge of the Company at least five days before the envisaged date of the General Meeting on first call.</p>
<p>ARTICLE 25.- RIGHT TO INFORMATION</p> <p>Shareholders will have the right to information in the terms laid down in law. In the manner and within the terms laid down in law, the Board of Directors must provide the information that the shareholders request, pursuant to the stipulations therein, except in cases where this is legally inadmissible, and in particular when, in the Chairman's opinion, making such information public would be detrimental to the interests of the Company. This exception will not apply when the request is supported by shareholders who represent at least one quarter (1/4) of the share capital.</p>	<p>ARTICLE 25.- RIGHT TO INFORMATION</p> <p>Shareholders will have the right to information in the terms laid down in law. In the manner and within the terms laid down in law, the Board of Directors must provide the information that the shareholders request, pursuant to the stipulations therein, except in cases where this is legally inadmissible, and in particular when, in the Chairman's opinion, making such information public would be detrimental to the interests of the Company unnecessary for the safeguarding of the shareholder's rights, or there are objective reasons for considering this could be used for non-business aims or its publishing damages the Company or the related companies. This These exceptions will not apply when the</p>

<p>ARTICLE 26.- CHAIRMAN AND SECRETARY OF THE GENERAL MEETING</p> <ol style="list-style-type: none"> General Meetings will be chaired by the Chairman of the Board of Directors and, in the absence thereof, by the corresponding Vice-Chairman according to the order of preference. In the absence of both, the oldest Director will act as Chairman. The Secretary will be the Secretary of the Board of Directors and, in the absence thereof, the Vice-Secretary according to the order of preference, if any, and in the absence thereof, the youngest Director. <p>ARTICLE 28.- DELIBERATION AND ADOPTION OF RESOLUTIONS</p> <ol style="list-style-type: none"> The Chairman will submit the items on the agenda to deliberation and manage the discussions so that the meeting is held in an orderly manner. While the General Meeting is being held, shareholders may request information in the terms stated in Article 25 above and in the General Meeting Regulations. <p>Each share with a right to vote, present or represented by proxy at the General Meeting, entitles the owner to one vote.</p> <ol style="list-style-type: none"> Resolutions by the General Meeting will be passed following a favorable vote by the majority of the share capital present or represented by proxy. Cases in which the law or these by-laws stipulate a larger majority are excluded. 	<p>request is supported by shareholders who represent at least one-quarter (1/4)25% of the share capital.</p> <p>ARTICLE 26.- CHAIRMAN AND SECRETARY OF THE GENERAL MEETING</p> <ol style="list-style-type: none"> General Meetings will be chaired by the Chairman of the Board of Directors. and, in the absence thereof, as may occur in the cases of vacancy, leave or impossibility, these will be chaired by the corresponding Vice-Chairman according to the order of preference. In the absence of both, the oldest Director will act as Chairman. The Secretary will be the Secretary of the Board of Directors and, in the absence thereof, as may occur in the cases of vacancy, leave or impossibility, the Vice-Secretary as Secretary of the General Meeting according to the order of preference, if any, and in the absence thereof, the youngest Director. <p>ARTICLE 28.- DELIBERATION AND ADOPTION OF RESOLUTIONS</p> <ol style="list-style-type: none"> The Chairman will submit the items on the agenda to deliberation and manage the discussions so that the meeting is held in an orderly manner. While the General Meeting is being held, shareholders may request information in the terms stated in Aarticle 25 above and in the General Meeting Regulations. Each share with a right to vote, present or represented by proxy at the General Meeting, entitles the owner to one vote. The shareholder cannot exercise the right to vote corresponding to its shares in cases of conflict of interests in which the Law expressly establishes such prohibition, deducting its shares from the share capital for computing the majority of the votes that in each case is necessary. In other different cases of conflict of interests, the shareholders will not be deprived of their right to vote, without prejudice of that legally established. Resolutions by the General Meeting will be passed by simple majority following a favorable vote by the majority of the share capitalshareholders present or represented by proxyin the General Meeting, therefore being resolutions approved if there are more votes in favour than against, of the present or represented share capital. To adopt the resolutions requiring constitutional quorum reinforced according to Law and those established in article 21.2 of these By-laws, if the present or represented share capital exceeds 50% the absolute majority will be enough to adopt the resolution, but the
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<p>9</p> <p>ARTICLE 29.- MINUTES OF THE GENERAL MEETING AND CERTIFICATIONS</p> <ol style="list-style-type: none"> 1. The minutes of the General Meeting may be approved by the General Meeting itself after it has been held, and signed by the Chairman and Secretary and, failing this, within a period of fifteen (15) days, by the Chairman and two (2) comptrollers, one representing the majority and the other representing the minority. The minutes approved in either of these formats will be enforceable from the date on which they are approved. 2. Certificates of the minutes will be issued by the Secretary or the Vice-Secretary of the Board of Directors with the approval of the Chairman or the Vice-Chairman, as the case may be, and the resolutions will be issued in a public deed by those authorized to do so. 3. The Board of Directors may request that a notary public attend to draw up the minutes of the Meeting, and must do this whenever requested to do so by shareholders representing at least 1% of share capital, five (5) days in advance of the date scheduled for the Meeting. In both cases, the notary public's attestation will be treated as the Meeting's minutes. 	<p>favourable vote of at least two thirds of the present or represented capital in the Meeting will be necessary if, in second call, shareholders concur representing less than 50% of the subscribed capital with right to vote. This will be understood without prejudice to other cases set forth in Laws, in particular, specific Laws applicable to the Company. Cases in which the law or these by-laws stipulate a larger majority are excluded.</p> <ol style="list-style-type: none"> 4.6. Those matters that are substantially independent should be individually voted. In all cases, although appearing in the same item of the agenda, the following resolutions shall be voted separately: <ol style="list-style-type: none"> a) The appointment, ratification, re-election or separation of each Director. b) In the modification of By-laws, that of each article or group of articles having their own autonomy. 5.7. The resolutions adopted and the results of votes will be published on the Company's website as provided by law. <p>ARTICLE 29.- MINUTES OF THE GENERAL MEETING AND CERTIFICATIONS</p> <ol style="list-style-type: none"> 1. The minutes of the General Meeting may be approved by the General Meeting itself after it has been held, and signed by the Chairman and Secretary and, failing this, within a period of fifteen (15) days, by the Chairman and two (2) comptrollers, one representing the majority and the other representing the minority. The minutes approved in either of these formats will be enforceable from the date on which they are approved. 2. Certificates of the minutes will be issued by the Secretary or the Vice-Secretary of the Board of Directors with the approval of the Chairman or the Vice-Chairman, as the case may be, and the resolutions will be issued in a public deed by those authorized to do so. 3. The Board of Directors may request that a notary public attend to draw up the minutes of the Meeting, and must do this whenever requested to do so by shareholders representing at least 1% of share capital, five (5) days in advance of the date scheduled for the Meeting. In both cases, the notary public's attestation will not be submitted to the approval process, it will be treated as the Meeting's minutes and the agreements contained therein can be carried out as from the date of closing.
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ARTICLE 31.- DUTIES OF THE BOARD OF DIRECTORS	ARTICLE 31.- DUTIES OF THE BOARD OF DIRECTORS
<p>1. Company representation in a court of law and outside court falls to the Board of Directors acting collectively and empowered to conduct and perform all duties envisaged within the scope of the corporate object.</p> <p>2. The Board may also confer proxy powers to represent the Company on persons who are not members of said Board, by means of power of attorney, which will contain an itemized list of the powers granted.</p> <p>3. Duties attributed to the Board by law will also fall within its mandate. The following are duties of the Board, including but not restricted to:</p> <p>(i) organizing, managing, governing and inspecting the performance of the Company's operations and businesses, legally representing the Company in all cases in which it is necessary or advisable;</p> <p>(ii) directing and ordering personnel policy and making decisions involving the execution of said policy;</p> <p>(iii) representing the Company before government authorities and agencies and in courts of law, of all orders, classes and levels, without exception, submitting requests, lawsuits, defenses and counterclaims, proposing exceptions and filing any necessary appeals, and empowered to settle all manner of issues whether in court or out of court;</p> <p>(iv) buying, selling, reclaiming, exchanging or by any other means acquiring or disposing of directly or conditionally, at a deferred, stated or installment price, all manner of real property and other assets;</p> <p>(v) in connection with Company goods, in favor of third parties or in connection with the goods of others in favor of the Company, constituting, acknowledging, accepting, executing, transferring, dividing, modifying, terminating and cancelling in part or in full pledges, rights of use and residence, easements, liens, mortgages, antichreses, censuses, surface rights, and, in general, any in rem and personal rights;</p>	<p>1. Company representation in a court of law and outside court falls to the Board of Directors acting collectively and empowered to conduct and perform all duties envisaged within the scope of the corporate object, excepting those operations that according to law are reserved for the competence of the General Meeting.</p> <p>2. The Board may also confer proxy powers to represent the Company on persons who are not members of said Board, by means of power of attorney, which will contain an itemized list of the powers granted.</p> <p>3. Duties attributed to the Board by law will also fall within its mandate. The following are duties of the Board, including but not restricted to:</p> <p>(i) organizing Organizing, managing, governing and inspecting the performance of the Company's operations and businesses, legally representing the Company in all cases in which it is necessary or advisable.‡</p> <p>(ii) directing Directing and ordering personnel policy and making decisions involving the execution of said policy.‡</p> <p>(iii) representing Representing the Company before government authorities and agencies and in courts of law, of all orders, classes and levels, without exception, submitting requests, lawsuits, defenses and counterclaims, proposing exceptions and filing any necessary appeals, and empowered to settle all manner of issues whether in court or out of court.‡</p> <p>(iv) buying Buying, selling, reclaiming, exchanging or by any other means acquiring or disposing of directly or conditionally, at a deferred, stated or installment price, all manner of real property and other assets.‡</p> <p>(v) in In connection with Company goods, in favor of third parties or in connection with the goods of others in favor of the Company, constituting, acknowledging, accepting, executing, transferring, dividing, modifying, terminating and cancelling in part or in full pledges, rights of use and residence, easements, liens, mortgages, antichreses, censuses, surface rights, and, in general, any in</p>

		rem and personal rights.;
(vi)	purchasing, subscribing, selling, pledging and otherwise encumbering, transferring or acquiring, for a stated or installment price and under conditions deemed appropriate, government securities, shares, bonds, securities, converting, exchanging or disbursing them, making statements and filing claims;	(vi) purchasing Purchasing, subscribing, selling, pledging and otherwise encumbering, transferring or acquiring, for a stated or installment price and under conditions deemed appropriate, government securities, shares, bonds, securities, converting, exchanging or disbursing them, making statements and filing claims.;
(vii)	appointing, accepting, removing and replacing management and executive positions and representatives, in each case determining the powers and scope of said power of attorney. Entering into any public or private document necessary for the discharge of these duties;	(vii) appointing Appointing, accepting, removing and replacing management and executive positions and representatives, in each case determining the powers and scope of said power of attorney. Entering into any public or private document necessary for the discharge of these duties.;
(viii)	representing the Company organically when the Company is a shareholder or partner in other companies, both Spanish and foreign, attending and voting at partner or shareholder meetings, both Ordinary and Extraordinary, including general meetings, exercising all rights and meeting all obligations inherent to the role of partner. Approving or challenging Company resolutions, where necessary. Attending and voting on Boards of Directors, Committees or any other Corporate Body of which the Company is a member, approving or challenging resolutions where appropriate;	(viii) representing Representing the Company organically when the Company is a shareholder or partner in other companies, both Spanish and foreign, attending and voting at partner or shareholder meetings, both Ordinary and Extraordinary, including general meetings, exercising all rights and meeting all obligations inherent to the role of partner. Approving or challenging Company resolutions, where necessary. Attending and voting on Boards of Directors, Committees or any other Corporate Body of which the Company is a member, approving or challenging resolutions where appropriate.;
(ix)	transferring in any gratuitous fashion to the State, Autonomous Community, Province, Municipality or public legal body belonging to them, any manner of real property and other assets, government and private assets, securities, stocks and fixed income securities. Accepting any type of pure or conditional donation, including onerous ones, of any type of asset;	(ix) transferring —Transferring in any gratuitous fashion to the State, Autonomous Community, Province, Municipality or public legal body belonging to them, any manner of real property and other assets, government and private assets, securities, stocks and fixed income securities. Accepting any type of pure or conditional donation, including onerous ones, of any type of asset.;
(x)	offer or contract leases for all manner of assets;	(x) offer —Offer or contract leases for all manner of assets.;
(xi)	requesting and contracting securities on the Company's behalf from government and private banks, savings banks and other lending, financial or insurance institutions. Signing contracts for loans, credit lines and financial documents, with	(xi) requesting —Requesting and contracting securities on the Company's behalf from government and private banks, savings banks and other lending, financial or insurance institutions. Signing contracts for loans, credit lines and financial

<p>or without warranty of certificates or invoices for work and services rendered, and any other personal or collateral guarantee with government or private banks, savings banks and other financial credit institutions, and, in general, conducting any transactions with banking institutions and financial entities to facilitate the progress and development of the activities making up the corporate object;</p> <p>(xii) providing guarantees on the Company's behalf, securing and giving guarantees on behalf of others, but only as required by the nature of the corporate business, and underwriting investee companies, directly or indirectly;</p> <p>(xiii) requesting notary documents of all kinds, introducing, accepting and challenging modifications and notary requirements. Formalizing notices on clarifications, rectifications or corrections of errors;</p> <p>(xiv) requesting all manner of permits for building, activities, facilities or inaugurations;</p> <p>(xv) endowing attorneys and lawyers with general powers of attorney for litigation or other special powers deemed appropriate, including powers to substitute or revoke said processes when considered necessary and suitable; and</p> <p>(xvi) performing any incidental or complementary duties to those enumerated above</p>	<p>documents, with or without warranty of certificates or invoices for work and services rendered, and any other personal or collateral guarantee with government or private banks, savings banks and other financial credit institutions, and, in general, conducting any transactions with banking institutions and financial entities to facilitate the progress and development of the activities making up the corporate object.;</p> <p>(xii) providing Providing guarantees on the Company's behalf, securing and giving guarantees on behalf of others, but only as required by the nature of the corporate business, and underwriting investee companies, directly or indirectly.;</p> <p>(xiii) requesting Requesting notary documents of all kinds, introducing, accepting and challenging modifications notifications and notary requirements. Formalizing notices on clarifications, rectifications or corrections of errors.;</p> <p>(xiv) requesting Requesting all manner of permits for building, activities, facilities or inaugurations.;</p> <p>(xv) endowing Endowing attorneys and lawyers with general powers of attorney for litigation or other special powers deemed appropriate, including powers to substitute or revoke said processes when considered necessary and suitable.;and</p> <p>(xvi) performing Performing any incidental or complementary duties to those enumerated above.</p> <p>(xvii) Supervising of the effective operation of the Committees it has formed and of the actions of the delegated bodies.</p> <p>(xviii) Effective supervision of senior management and of the executives appointed.</p> <p>(xix) Its own organization and particularly the approval and modification of its own Regulations.</p> <p>(xx) Preparation of the annual accounts and their presentation to the General Meeting.</p>
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	<p>(xxi) -Preparation of any type of report required by Law from the Board of Directors if the operation referred to in the report cannot be delegated.</p> <p>(xxii) The appointment and separation of the Director or executive Director of the Company, as well as establishing their contract conditions.</p> <p>(xxiii) The appointment and separation of the Directors that directly dependant on the Board of Directors or any of its members, as well as establishing the basic conditions for their contracts, including the remuneration.</p> <p>(xxiv) The decisions related to the remuneration of the Directors, within the framework of the By-laws and of the remuneration policy approved by the General Meeting.</p> <p>(xxv) The authorization or exemption of the obligations derived from the due loyalty of the Directors according to that established in Law</p> <p>(xxvi) The call for the General Shareholders Meeting and the preparation of the agenda and proposal of agreements.</p> <p>(xxvii) The powers that the General Meeting has delegated on the Board of Directors, except if being expressly authorized by the General Meeting to sub-delegate them.</p> <p>(xxviii) The determination of the general policies and strategies of the Company and, particularly, of the risk management and control policy, including tax risks, the Company corporate governance policy and of the Group of which it is the dominant company, the policy related to its own shares, the investment and financing policy, the corporate responsibility policy and the dividends policy.</p> <p>(xxix) Monitoring, control and periodical evaluation of the corporate governance system efficiency and the adoption of adequate measures to resolve, if applicable, its deficiencies</p> <p>(xxx) The responsibility of the Company administration and management, the approval and monitoring of the strategic or business plan, as well as the</p>
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	<p>application of strategic and management objectives, and its risks strategy and internal governance.</p> <p>(xxxi) Guarantee the integrity of the accounting and financial information systems, including the financial and operational control and compliance with applicable legislation.</p> <p>(xxxii) Supervise the information distribution process and the communications derived from its condition as a credit entity.</p> <p>(xxxiii) Supervision of internal information and control systems</p> <p>(xxxiv) Approval, with the previous report from the Audit and Control Committee, of the financial information that, due to its condition as listed company, the Company should periodically make public.</p> <p>(xxxv) Approval of the annual budget</p> <p>(xxxvi) Definition of the structure of the Group of companies of which the Company is the dominant company.</p> <p>(xxxvii) Approval of all types of investments or operations that due to their elevated amounts or special characteristics are strategic or have special tax risk, except when their approval corresponds to the General Meeting.</p> <p>(xxxviii) Determination of the Company tax strategy, the approval, with the previous report from the Audit and Control Committee, of the incorporation or acquisition of shares of special purpose entities or those resident in countries or territories considered tax havens, as well as the approval of any other analogue transactions or operations that, due to their complexity, could undermine the Company and Group transparency.</p> <p>(xxxix) Approval, with the previous report from the Audit and Control Committee of the operations that the Company or companies of its group perform with Directors, in terms established by Law, or when the authorization corresponds to the Board of Directors, with shareholders holding (individually or in concert with others) a significant stake,</p>
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<p>ARTICLE 32.- COMPOSITION OF THE BOARD OF DIRECTORS</p> <ol style="list-style-type: none"> 1. The Board of Directors will be composed of a minimum of twelve (12) and a maximum of twenty-two (22) members. 2. The General Shareholders' Meeting is responsible for establishing the number of Directors. 3. It is not necessary for Directors to be shareholders of the Company. 	<p>including shareholders represented in the Board of Directors of the Company or of other companies forming part of the same group or with persons related to them (Related Party Transactions). The operations that simultaneously meet the following three characteristics will be exempt from the need of this approval:</p> <ol style="list-style-type: none"> a) they are performed pursuant to contracts with standardized conditions and applied in mass to a large amount of clients; b) they are performed at prices or rates, generally established by the party acting as the provider of the relevant good or service; and c) their amount does not exceed one per cent (1%) of the annual revenue of the Company. <p>The Board of Directors cannot delegate the powers and functions contained in sections (xvii) to (xxxix), both included, or any other powers or functions that could be considered as non delegable by the applicable regulations. Nevertheless, when duly justified urgency circumstances concur, the decisions corresponding to the subjects previously classified as non delegable can be adopted by delegated persons or bodies, with the exception of those indicated in sections (xvii), (xviii) and from (xx) to (xxxii), both included, that cannot be delegated in any case.</p> <p>The decisions that under urgent circumstances may be adopted by delegated persons or bodies in relation to any of the matters considered as non-delegable should be ratified in the first Board of Directors held after the adoption of the decision.</p> <p>ARTICLE 32.- COMPOSITION OF THE BOARD OF DIRECTORS</p> <ol style="list-style-type: none"> 1. The Board of Directors will be composed of a minimum of twelve (12) and a maximum of twenty-two (22) members whose appointment, re-election, ratification or dismissal will correspond to the General Meeting, notwithstanding the covering of vacancies by the Board of Directors by means of co-option and of the system of proportional representation that corresponds to the shareholders in the terms established in Law. 2. The General Shareholders' Meeting is responsible for establishing the number of Directors. 3. It is not necessary for Directors to be
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<p>shareholders of the Company.</p> <p>4. The Company Board of Directors should be formed by persons that meet the necessary suitability requirements to develop their position. Particularly, they should have recognized commercial and professional honour, have adequate knowledge and experience to perform their functions and be ready to exercise good governance of the Company, in the terms established in Law.</p> <p>5. Likewise, the general composition of the Board of Directors as a body should gather sufficient knowledge, powers and experience in governing credit entities to adequately understand the Company activities, including its main risks and assure the effective capacity of the Board of Directors to take independently and anonymously decisions in benefit of the Company.</p> <p>6. The Directors will be qualified in accordance with the regulations in force.</p> <p>ARTICLE 33.- TERM OF OFFICE</p> <p>1. Directors will remain in their posts for a term of six (6) years, and may be reelected one or more times for periods of equal length. Directors designated by co-option will hold their posts until the date of the next General Meeting or until the legal deadline for holding the General Meeting to approve the accounts for the previous financial year has elapsed.</p> <p>2. Directors may resign from their posts, the posts may be revoked, and Directors may be reelected one or more times for terms of equal length.</p> <p>ARTICLE 34.- REMUNERATION OF DIRECTORS</p> <p>1. The position of Director shall be remunerated.</p> <p>2. The remuneration shall consist of a fixed annual sum which will be determined by the General Shareholders' Meeting, and which shall remain in force until the General Meeting agrees its modification. However, the Board of Directors may, according to the circumstances at each time, reduce its remuneration in years in which it deems such a reduction to be appropriate.</p> <p>3. The amount established by the General Shareholders' Meeting shall be used to remunerate the Board of Directors and its</p>	<p>shareholders of the Company.</p> <p>4. The Company Board of Directors should be formed by persons that meet the necessary suitability requirements to develop their position. Particularly, they should have recognized commercial and professional honour, have adequate knowledge and experience to perform their functions and be ready to exercise good governance of the Company, in the terms established in Law.</p> <p>5. Likewise, the general composition of the Board of Directors as a body should gather sufficient knowledge, powers and experience in governing credit entities to adequately understand the Company activities, including its main risks and assure the effective capacity of the Board of Directors to take independently and anonymously decisions in benefit of the Company.</p> <p>6. The Directors will be qualified in accordance with the regulations in force.</p> <p>ARTICLE 33.- TERM OF OFFICE</p> <p>1. Directors will remain in their posts for a term of six-four (64) years, and may be re-elected one or more times for periods of equal length. Directors designated by co-option will hold their posts until the date of the next General Meeting or until the legal deadline for holding the General Meeting to approve the accounts for the previous financial year has elapsed, but if the vacancy was produced after having called the General Meeting and before it, the appointment by the Board to cover the mentioned vacancy will be effective until the celebration of the next General Meeting.</p> <p>2. Directors may resign from their posts, the posts may be revoked, and Directors may be re-elected one or more times for terms of equal length.</p> <p>ARTICLE 34.- REMUNERATION OF DIRECTORS</p> <p>1. The position of Director shall be remunerated.</p> <p>2. The remuneration shall consist of a fixed annual sum with a maximum amount which will be determined by the General Shareholders' Meeting, and which shall remain in force until the General Meeting agrees its modification. However, the Board of Directors may, according to the circumstances at each time, reduce its remuneration in years in which it deems such a reduction to be appropriate.</p> <p>3. The amount established by the General Shareholders' Meeting shall be used to remunerate the Board of Directors and its</p>
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<p>Delegated Committees, and shall be distributed as deemed appropriate by the Board, following the proposal of the Appointments and Remuneration Committee, both in terms of remuneration to members, especially the Chairman, according to the duties and position of each member and to the positions they hold in the Delegated Committees –which may turn into different remuneration amounts among the Board members-, and in terms of the form of attendance fees, remuneration stipulated in the bylaws, etc.</p> <p>4. Likewise, within the maximum limit determined by the General Meeting, as specified in paragraphs 2 and 3 above, Directors may be remunerated with Company shares or shares in another publicly traded group company, options or other share-based instruments. This remuneration must be approved by the General Shareholders’ Meeting. The resolution will specify, if applicable, the number of shares to be delivered, the strike price for the options, and the price of the shares taken as reference and the term set for this type of remuneration.</p> <p>5. Independently of the remuneration set forth above, Directors carrying out executive duties at the Company, whatever the nature of their legal relationship, will be entitled to receive remuneration for these duties, as determined by the Board of Directors following the proposal of the Appointments and Remuneration Committee, and may be either a fixed amount, a variable amount in addition to incentive schemes and benefits which may include pension plans and insurance and, where appropriate, social security payments. In the event of departure not caused by a breach of their functions, Directors may be entitled to compensation.</p>	<p>Delegated Committeesall the Directors in their condition as such, and shall be distributed as deemed appropriate by the Board of Directors, following the proposal of the Appointments and Remuneration Committee, both in terms of remuneration to members, especially the Chairman, according to the responsibilities, duties and position of each member and to the positions they hold in the Delegated Committees, and of the other objective circumstances considered relevant –which may turn into different remuneration amounts among the Board members-, and in terms of the form of attendance fees, remuneration stipulated in the bylaws, etc.</p> <p>4. Likewise, within the maximum limit determined by the General Meeting, as specified in paragraphs 2 and 3 above, Directors may be remunerated with Company shares or shares in another publicly traded group Group company, options or other share-based instruments or of remunerations referenced to value of the shares. This remuneration must be approved by the General Shareholders’ Meeting. The resolution will specify, if applicable, the maximum number of shares that can be assigned in each year to this remuneration system to be delivered, the strike price for the options or the system for calculating the year price of the share options, and the price of the shares, if applicable, –taken as reference and the term set for this type of remunerationfor duration of the plan.</p> <p>5. Independently of the remuneration set forth above, the Directors carrying out executive duties at the Company, whatever the nature of their legal relationship, will be entitled to receive remuneration for these duties, as determined by the Board of Directors following the proposal of the Appointments and Remuneration Committee, and may be either a fixed amount, a variable amount in addition to incentive schemes and benefits which may include pension plans and insurance and, where appropriate, social security payments. In addition, providing executive functions could be remunerated by means of granting shares of the Company or any other indexed Group company, granting options over the same or by other remunerations referenced to the value of the same. In the event of departure not caused by a breach of their functions, Directors may be entitled to compensation. The relationships with the Directors that have received executive functions should be established in a contract between the Director and the company regulating the mentioned relationships and specially their remunerations for all the concepts, including the insurance premiums or contribution to saving systems as well as eventual clauses for</p>
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<p>ARTICLE 35.- APPOINTMENT TO POSTS ON THE BOARD OF DIRECTORS</p> <ol style="list-style-type: none"> 1. The Board of Directors will appoint from among its number a Chairman and a Vice-Chairman to replace the Chairman in the event of incapacity or absence. 2. The Chairman represents the Company on behalf of the Board and the General Meeting, and is its highest representative for the purposes of any actions of the Company or subsidiary bodies in which it holds ownership interests. 3. The Board may also appoint additional Vice-Chairmen, in which case the duties described will fall to the First Vice-Chairman, who will be replaced in turn, if necessary, by the Second Vice-Chairman, and so on successively. 4. In the event the Chairman is absent for any reason, he will be substituted by the Vice-Chairmen in their order and, failing this, by the oldest member of the Board. 5. The Chairman will carry out the following functions, notwithstanding the powers of the Chief Executive Officer and any powers of attorney or representations by proxy that have been established: <ol style="list-style-type: none"> (i) Represent institutionally the Company and any entities dependent on the Company, without prejudice to the functions attributed in this area to the Board of Directors. 	<p>compensation for anticipated dismissal, exclusivity agreements, non post-contractual concurrence and/or permanence or loyalty, as well as the parameters for fixing the variable components. The mentioned contract should be in accordance to the remunerations policy approved by the General Meeting and should be approved by the Board of Directors with the favourable of two thirds of its members, being incorporated as an annex to the minutes.</p> <ol style="list-style-type: none"> 6. In addition, the Company will contract civil responsibility insurance for its Directors. <p>ARTICLE 35.- APPOINTMENT TO POSTS ON THE BOARD OF DIRECTORS</p> <ol style="list-style-type: none"> 1. The Board of Directors will appoint from among its number, after a report from the Appointments Committee, -a Chairman and a-one or more Vice-Chairman. to replace the Chairman in the event of incapacity or absence. 2. The Chairman will represents the Company on behalf of the Board and the General Meeting, and is its highest representative for the purposes of any actions of the Company or subsidiary bodies in which it holds ownership interests. 3. The Vice-Chairman will substitute the Chairman when this latter is absent, as in the case of vacancies, absence or impossibility. In the case of the appointment The Board may also appoint of € additional Vice-Chairmen, in which case the duties described will fall to the First Vice-Chairman, who will be replaced in turn, if necessary, by the Second Vice-Chairman, and so on successively, and in the absence of these, as occurs in case of vacancies, leave or impossibility, by the oldest member of the Board of Directors. 4. In the event the Chairman is absent for any reason, he will be substituted by the Vice-Chairmen in their order and, failing this, by the oldest member of the Board. 5-4. The Chairman, who has maximum responsibility for the efficient operation of the Board, among others, will carry out the following functions, notwithstanding the powers of the Chief Executive Officer and any powers of attorney or representations by proxy that have been established: <ol style="list-style-type: none"> (i) Represent institutionally the Company and any entities dependent on the Company, without prejudice to the functions attributed in this area to the Board of Directors.
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<p>(ii) Call, at the behest of the Board of Directors, chair and direct General Shareholders' Meetings, establishing limits on remarks for and against all proposals and also establishing their duration.</p>	<p>(ii) Call, at the behest of the Board of Directors, chair and direct General Shareholders' Meetings, establishing limits on remarks for and against all proposals and also establishing their duration.</p>
<p>(iii) Call, chair and direct meetings of the Board of Directors, with the same powers as stipulated in the preceding paragraph. He may also enact any resolutions by this body, with no need for any special delegation format.</p>	<p>(iii) Call, fix the agenda and chair and direct meetings of the Board of Directors, directing the discussions and deliberations, with the same powers as stipulated in the preceding paragraph. He may also enact any resolutions by this body, with no need for any special delegation format.</p>
	<p>(iv) Ensure that the Directors receive in advance sufficient information to deliberate about the points of the agenda and stimulate the debate and active participation of the Directors during the sessions, safeguarding their free taking of position.</p>
<p>(iv) He holds the casting vote in the event of a tie during meetings of the Board of Directors over which he presides.</p>	<p>(iv)(v) He holds the casting vote in the event of a tie during meetings of the Board of Directors over which he presides.</p>
<p>(v) Act on behalf of the Company vis-à-vis corporate bodies and other bodies in the sector, pursuant to the provisions of their By-laws.</p>	<p>(v)(vi) Act on behalf of the Company vis-à-vis corporate bodies and other bodies in the sector, pursuant to the provisions of theirof these By-laws.</p>
<p>(vi) Authorize the minutes, certifications and other documents concerning resolutions by the General Meeting, the Board of Directors and, where applicable, any Committees he chairs, and act on behalf of the Company to implement such resolutions vis-à-vis regulatory bodies, notwithstanding attributions to other bodies.</p>	<p>(vi)(vii) Authorize the minutes, certifications and other documents concerning resolutions by the General Meeting, the Board of Directors and, where applicable, any Committees he chairs, and act on behalf of the Company to implement such resolutions vis-à-vis regulatory bodies, notwithstanding attributions to other bodies.</p>
<p>(vii) Be responsible for the official signature of the Company, and thus sign on behalf of the Company, following any agreements that are necessary for legal or statutory reasons, contracts, accords or other legal instruments with public bodies and other entities.</p>	<p>(vii)(viii) Be responsible for the official signature of the Company, and thus sign on behalf of the Company, following any agreements that are necessary for legal or statutory reasons, contracts, accords or other legal instruments with public bodies and other entities.</p>
<p>(viii) Ensure compliance with current legal stipulations, the precepts of these By-laws and of the regulations and resolutions by the collegiate bodies over which he presides.</p>	<p>(viii)(ix) Ensure compliance with current legal stipulations, the precepts of these By-laws and of the regulationsRegulations and resolutions by the collegiate bodies over which he presides.</p>
<p>(ix) Official representation of the</p>	<p>(ix)(x) Official representation of the Company</p>

<p>Company vis-à-vis authorities, entities and third-party Spanish or foreign bodies. He may delegate this representative function to other members of the Board, to the Chief Executive Officer, or to a member of the Company's management staff.</p> <p>6. The Board will appoint a Secretary and may appoint a Vice-Secretary, who need not be Directors. The Secretary will attend Board meetings with the right to speak but not to vote, unless he is a Director.</p> <p>7. The Vice-Secretary, if any, will replace the Secretary if the latter is not present the meeting for any reason and, unless the Board decides otherwise, may attend meetings of the Board of Directors to assist the Secretary. The Board may also appoint more than one Vice-Secretary, in which case the duties described will fall to the First Vice-Secretary, who will be replaced in turn if necessary by the Second Vice-Secretary, and so on successively.</p> <p>8. The Board of Directors, in consideration of the special relevance of its mandate, may appoint as Honorary Chairmen persons who have held the position of Chairman of the Board, and may attribute to them</p>	<p>vis-à-vis authorities, entities and third-party Spanish or foreign bodies. He may delegate this representative function to other members of the Board, to the Chief Executive Officer, or to a member of the Company's management staff.</p> <p>6.5. The Board will appoint a Secretary and may appoint a Vice-Secretary, after a report from the Appointments Committee, who need not be Directors. The Secretary will attend Board meetings with the right to speak but not to vote, unless he is a Director.</p> <p>7.6. The Vice-Secretary, if any, will replace the Secretary if the latter is not present, as may occur in cases of vacancy, leave or impossibilitythe meeting for any reason and, unless the Board decides otherwise, may attend meetings of the Board of Directors to assist the Secretary. The Board may also appoint more than one Vice-Secretary, in which case the duties described will fall to the First Vice-Secretary, who will be replaced in turn if necessary by the Second Vice-Secretary in the case of this latter also not being present, like in the cases of vacancy, impossibility or leave, and so on successively, and if none of these are present, like in the mentioned cases, by the youngest member of the Board of Directors.</p> <p>7. The separation of the Secretary and the Vice-secretary will likewise require a previous report from the Appointments Committee.</p> <p>8. Among others, the following functions, correspond to the Secretary of Board of Directors:</p> <ul style="list-style-type: none"> (i) Call the Board, executing the decision of the Chairman. (ii) Keep the documentation of the Board of Directors, making note in the book of minutes of the sessions and giving testimony of its contents and the adopted resolutions. (iii) Ensuring that the actions of the Board of Directors are in line with applicable regulations and comply with the Corporate By-laws and other internal regulations. (iv) Assist the chair so that all the Directors receive the relevant information for exercising their functions with sufficient advance and in adequate format. <p>8.9. The Board of Directors, in consideration of the special relevance of its mandate, may appoint as Honorary Chairmen persons who have held the position of Chairman of the Board, and may attribute to them duties of honorific</p>
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<p>duties of honorific representation of the Company and for such acts as are expressly entrusted to them by the Chairman of the Board. Honorary Chairmen may exceptionally attend Board meetings when invited to do so by the Chairman and, in addition to the duties of honorific representation, will give advice to the Board and its Chairman, and will assist in maintaining the best possible relations of shareholders with the Company's governing bodies and among the shareholders themselves. The Board of Directors will make available to Honorary Chairmen such technical, material and human resources as it deems appropriate to enable them to perform their duties in the most adequate terms, and through the most appropriate formulae.</p>	<p>representation of the Company and for such acts as are expressly entrusted to them by the Chairman of the Board. Honorary Chairmen may exceptionally attend Board meetings when invited to do so by the Chairman and, in addition to the duties of honorific representation, will give advice to the Board and its Chairman, and will assist in maintaining the best possible relations of shareholders with the Company's governing bodies and among the shareholders themselves. The Board of Directors will make available to Honorary Chairmen such technical, material and human resources as it deems appropriate to enable them to perform their duties in the most adequate terms, and through the most appropriate formulae.</p>
<p>ARTICLE 36.- MEETINGS OF THE BOARD OF DIRECTORS</p>	<p>ARTICLE 36.- MEETINGS OF THE BOARD OF DIRECTORS</p>
<ol style="list-style-type: none"> 1. The Board of Directors will meet as often as necessary to carry out its duties effectively. The Board of Directors must also meet when requested to do so by at least two (2) of its members or one of the independent Directors, in writing addressed to the Chairman indicating the agenda. In this case, the meeting of the Board of Directors will be called by the Chairman, through any written means addressed personally to each Director, to be held within fifteen (15) days following the request at the registered office. One month having elapsed after the date of receipt of the request without the Chairman having issued a call of the Board of Directors, without need of a justifying cause, and provided that the request is supported by at least one third of the members of the Board of Directors, a meeting of the Board may be called by the Directors who requested it if they constitute at least one third of the members of the Board. 2. Meetings will be called by letter, fax, telegram or e-mail, and will be authorized by the signature of the Chairman, or that of the Secretary or Vice-Secretary by order of the Chairman. Notice will be sent with prior notice of at least forty-eight (48) hours, unless an emergency situation exists and is accepted by the Board when it meets. 3. Notwithstanding the foregoing, the meeting of the Board of Directors will be considered to be validly held without any need for a call if all its members, present or represented by proxy, unanimously agree to the meeting and to the items to 	<ol style="list-style-type: none"> 1. The Board of Directors will meet as often as necessary to carry out its duties effectively and, at least, eight (8) times a year, with one meeting being held at least every quarter. The Board of Directors must also meet when requested to do so by at least two (2) of its members or one of the independent Directors, in writing addressed to the Chairman indicating the agenda. In this case, the meeting of the Board of Directors will be called by the Chairman, through any written means addressed personally to each Director, to be held within fifteen (15) days following the request at the registered office. One month having elapsed after the date of receipt of the request without the Chairman having issued a call of the Board of Directors, without need of a justifying cause, and provided that the request is supported by at least one third of the members of the Board of Directors, a meeting of the Board may be called by the Directors who requested it if they constitute at least one third of the members of the Board. 2. Meetings will be called by letter, fax, telegram, or e-mail, or any other means allowing acknowledgment of receipt, and will be authorized by the signature of the Chairman, or that of the Secretary or Vice-Secretary by order of the Chairman. Notice will be sent with prior notice of at least forty-eight (48) hours, unless an emergency situation exists and is accepted by the Board when it meets. 3. Notwithstanding the foregoing, the meeting of the Board of Directors will be considered to be validly held without any need for a call if all its members, present or represented by proxy, unanimously agree to the meeting and to the

<p>be discussed on the agenda.</p> <p>4. Meetings will normally take place at the Company's registered office, but may also be held at another location determined by the Chairman, who may authorize Board meetings to be held with simultaneous attendance at various locations connected by audiovisual or telephonic means, provided the recognition of those attending and real-time interactivity and intercommunication, and thus unity of action, can be guaranteed.</p> <p>5. The Board of Directors may also adopt its resolutions in writing without actually holding a meeting, if no Directors object to this procedure, pursuant to the legislation in force.</p>	<p>items to be discussed on the agenda.</p> <p>4. Meetings will normally take place at the Company's registered office, but may also be held at another location determined by the Chairman, who may authorize Board meetings to be held with simultaneous attendance at various locations connected by audiovisual or telephonic means, provided the recognition of those attending and real-time interactivity and intercommunication, and thus unity of action, can be guaranteed. In the case one or more of the Directors were in the registered offices, the meeting will be deemed held in the registered offices. If that were not the case, the meeting will be deemed held where the chairing Director is located.</p> <p>5. The Board of Directors may also adopt its resolutions in writing without actually holding a meeting, if no Directors object to this procedure, pursuant to the legislation in force.</p>
<p>ARTICLE 37.- PROCEDURES FOR MEETINGS</p> <p>1. There will be a valid quorum at Board meetings when one half plus one of its members attend in person or represented by another Director.</p> <p>2. The Chairman will manage the debates, give the floor to speakers, and direct the votes.</p> <p>3. Resolutions will be adopted by an absolute majority of the Directors attending the meeting in person or represented by proxy, except in cases where the law or these by-laws stipulate qualified majorities.</p>	<p>ARTICLE 37.- PROCEDURES FOR MEETINGS</p> <p>1. There will be a valid quorum at Board meetings when one half plus one the majority —of its members attend in person or represented by another Director.</p> <p>2. The Directors should attend the meetings that are called in person. Notwithstanding the above, the Directors can grant their proxy in another Director. The non-executive Directors can only grant their proxy to another non-executive Director.</p> <p>2.3. The Chairman will manage the debates, give the floor to speakers, and direct the votes.</p> <p>3.4. Resolutions will be adopted by an absolute majority of the Directors attending the meeting in person or represented by proxy, except in cases where the law or these by-laws stipulate qualified majorities.</p>
<p>SECTION III.- THE BOARD'S DELEGATED BODIES</p>	<p>SECTION III.- THE DELEGATION OF POWERS, BOARD COMMITTEES'S DELEGATED BODIES</p>
<p>ARTICLE 39.- DELEGATION OF POWERS</p> <p>1. The Board of Directors may appoint, from among its number, an Executive Committee and one or more Chief Executive Officers, determining the persons who should hold such posts and how they should act. It may delegate to them all its powers that are not non-delegable in law. The Board of Directors will likewise appoint from among its number an Appointments and</p>	<p>ARTICLE 39.- DELEGATION OF POWERS</p> <p>1. The Board of Directors may appoint, from among its number, an Executive Committee and one or more Chief Executive Officers, determining the persons who should hold such posts and how they should act. It may delegate to them all its powers that are not non-delegable in Law, in that foreseen in these By-laws and in the Board Regulations.The Board of Directors will likewise appoint from among its number an Appointments and Remuneration Committee, composed of a</p>

<p>Remuneration Committee, composed of a minimum of three and a maximum of five members, and may create other Committees composed of directors with such functions as are deemed appropriate.</p> <p>2. The aforementioned Committees will be governed pursuant to the law, these by-laws and the Regulations of the Company's Board of Directors, and quorum will be valid when the majority of their members are in attendance, either in person or represented by proxy. The resolutions passed by these Committees will be adopted by a majority of the members in attendance, either in person or represented by proxy.</p> <p>3. The Board of Directors may also appoint and revoke representatives or attorneys-in-fact.</p>	<p>minimum of three and a maximum of five members, and may create other Committees composed of directors with such functions as are deemed appropriate.</p> <p>2. The permanent delegation of any power by the Board of Directors in any of its Directors, or in the Executive Committee, and the designation of the Directors that have to occupy such positions, will require the favourable vote of two thirds of the members of the Board.</p> <p>2.3. The aforementioned Executive Committees will be governed pursuant to the law, these bBy-laws and the Regulations of the Company's Board of Directors, and quorum will be valid when the majority of theirits members are in attendance, either in person or represented by proxy.</p> <p>The resolutions passed by thesethis Committees will be adopted by a majority of the members in attendance, either in person or represented by proxy.</p> <p>3.4. Notwithstanding the mentioned delegations, Tthe Board of Directors may also appoint and revoke representatives or attorneys-in-fact.</p>
<p>ARTICLE 40.- AUDIT AND CONTROL COMMITTEE</p> <p>a) The Board of Directors will create from among its members an Audit and Control Committee composed of a minimum of three and a maximum of seven (7) members, the majority of whom will be non-executive Directors. At least one member of the Audit and Control Committee will be an independent Director, and will be appointed on the basis of knowledge and experience of accounting or auditing, or both. In any case, they shall be appointed by the Board of Directors.</p>	<p>ARTICLE 40.- AUDIT AND CONTROL COMMITTEE, RISK COMMITTEE, APPOINTMENTS COMMITTEE AND REMUNERATION COMMITTEE</p> <p>1. In all cases, the Board of Directors will designate from within its members an Audit and Control Committee, a Risk Committee, an Appointments Committee and a Remuneration Committee, and can create other Committees formed by Directors with the functions they consider opportune.</p> <p>2. The previously mentioned Committees will be governed by that established in Law, in these By-laws and in the Company Board of Directors Regulations.</p> <p>3. The Audit and Control Committee:</p> <p>a) The Board of Directors will create from among its members an Audit and Control Committee composed of a minimum of three (3) and a maximum of seven (7) members, the majority of whom will that must be non-executive Directors. At least onetwo (2) of the members of the Audit and Control Committee will be anindependent Director, and one (1) of them will be appointed on the basis of knowledge and experience of accounting or auditing, or both. In any case, they shall be appointed by the Board of Directors.</p>

<p>b) The Chairman of the Audit and Control Committee shall be appointed from among the non-executive Directors and must be replaced every four (4) years. He/she may be reappointed once one year has elapsed from the time he/she ceased to be Chairman.</p> <p>c) The number of members, the responsibilities and the operating rules of this Committee must encourage its independent operation. Its responsibilities will include at least the following:</p> <p>(i) Informing the General Meeting concerning the issues raised within the Committee for which it is responsible;</p> <p>(ii) Overseeing the effectiveness of the Company's internal control environment, internal audit and risk management systems, and discussing with auditors of accounts any significant weaknesses in the internal control system identified during the course of the audit.</p> <p>(iii) Overseeing the process for preparing and submitting regular financial information.</p> <p>(iv) Making proposals to the Board of Directors for submission to the General Shareholders' Meeting concerning the appointment of auditors, in accordance with legislation applicable to the Company.</p> <p>(v) Establishing appropriate relationships with auditors in order to receive information, for examination by the Audit and Control Committee, on matters which may jeopardize their independence and any other matters relating to the audit process and any other communications provided for in audit legislation and technical audit regulations.</p>	<p>b) The Chairman of the Audit and Control Committee shall be appointed by the Committee itself from among the non-executive independent Directors forming part of the same and must be replaced every four (4) years. He/she may be reappointed once one (1) year has elapsed from the time he/she ceased to be Chairman.</p> <p>c) The number of members, the responsibilities and the operating rules of this Committee will be included in the Board of Directors' Regulations, and must encourage its independent operation. Its responsibilities will include at least the following:</p> <p>d) Notwithstanding the other functions attributed in Law, these By-laws, the Board Regulation or others that could be assigned by the Board of Directors, the Audit and Control Committee will have, at least, the following basic functions:</p> <p>(i) Informing the General Meeting concerning the issues raised in relation to those matters of its within the Committee for which it is responsibility;</p> <p>(ii) Overseeing the effectiveness of the Company's internal control environment, internal audit and risk management systems, including tax risks, and discussing with the auditors of accounts any significant weaknesses in the internal control system identified during the course of the audit.</p> <p>(iii) Overseeing the process for preparing and submitting regular prescriptive financial information.</p> <p>(iv) Making proposals to the Board of Directors for submission to the General Shareholders' Meeting concerning the selection, appointment re-election and replacement of the external auditors, in accordance with legislation applicable to the Company, as well as the contracting conditions and regularly recompile from him/her information about the auditing plan and its progress, as well as maintaining independence while exercising his/her functions.</p> <p>(v) Establishing appropriate relationships with the external auditors in order to receive information, for examination by the Audit and Control Committee, on matters which may jeopardize their independence and any other matters relating to the audit process and any other communications provided for in audit legislation and technical audit</p>
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<p>In any event, on an annual basis the Committee must receive from the auditors written confirmation of their independence vis-à-vis the Company or entities related to it directly or indirectly, in addition to information on additional services of any kind rendered to these entities by the aforementioned auditors or persons or entities related to them as stipulated by auditing legislation.</p> <p>(vi) Issuing annually, prior to the audit report, a report containing an opinion on the independence of the auditors. This report must address the provision of any additional services referred to in the preceding section</p> <p>d) Quorum will be valid for the Audit and Control Committee when a majority of its members attend in person or are represented by proxy. The resolutions passed by this Committee shall be passed by a majority of the members attending in person or represented by proxy.</p>	<p>regulations.</p> <p>In any event, on an annual basis the Committee must receive from the external auditors written confirmation the declaration of their independence vis-à-vis the Company or entities related to it directly or indirectly, in addition to information on additional services of any kind rendered and the corresponding fees perceived from these entities by the aforementioned external auditors or persons or entities related to them it as stipulated by auditing legislation.</p> <p>(vi) Issuing annually, prior to the audit report, a report containing an opinion on the independence of the auditors. This report must address contain in all cases the evaluation of providing the provision of any additional services referred to in the preceding section, individually considered and as a group, different to the legal audit and related to the independence or regulatory auditing regulation.</p> <p>(vii) Previously, report, to the Board of Directors about any matters established in the Law, these By-laws and in the Board Regulations and particularly, about:</p> <p>a) the financial information that the company should periodically make public.</p> <p>b) the creation or acquisition of shares in entities with special purposes or resident in countries or territories considered as tax havens, and</p> <p>c) related-party transactions.</p> <p>e) e) That established in sections (iv), (v) and (vi) of the previous section are understood notwithstanding the regulatory account auditing regulations.</p> <p>e)f) e)f) Quorum will be valid for the Audit and Control Committee when a majority of its members attend in person or are represented by proxy.</p> <p>The resolutions passed by this Committee shall be passed by a majority of the members attending in person or represented by proxy.</p> <p>f)g) f)g) The Audit and Control Committee should prepare a report about its activity in the year that will be the base among others, as the case may be, for evaluation of the Board of Directors.</p>
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	<p><u>1-4. The Risk Committee:</u></p> <ul style="list-style-type: none">a) The Board of Directors will create from among its members a Risk Committee formed by members of the Board of Directors who do not perform executive functions and that have the opportune knowledge, capability and experience to fully understand and control the risk strategy and risk propensity to risk of the Company, in the amount considered by the Board of Directors, with a minimum of three (3) and a maximum of six (6) members. At least a third of these members should be independent Directors.b) The Chairman of the Risk Committee will be designated by the Committee itself from among the independent Directors forming part of the same.c) The amount of members, the powers and the operational regulations of the Committee will be developed in the Board of Directors Regulation, and should favour the independence of its operation.d) Notwithstanding the other function attributed in Law, these By-laws, the Board of Directors regulation or other functions that could be assigned by the Board of Directors, the Risk Committee will have the following basic functions:<ul style="list-style-type: none">(i) Assess the Board of Directors about the current and future global propensity to risk of the Company and its strategy in this field, reporting about the risk appetite, assisting in ensuring the application of that strategy, making sure that the Group actions are consistent with the level of tolerance of the previously decided risk and monitoring the suitability level of the assumed risks to the established profile.(ii) Proposing the Group Risks Policy to the Board, which should particularly identify:<ul style="list-style-type: none">a) the different types of risk (operational, technological, financial, legal an reputational, among others) which the Company faces, including the contingent liabilities and others not in the balance.b) the information and internal control systems that will be used to control and manage the mentioned risks.c) fixing the risk level considered acceptable by the Company; and
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	<ul style="list-style-type: none">d) the foreseen measures to mitigate the impact of the identified risks in the case that these materialized. <ul style="list-style-type: none">(iii) Ensure that price policy of assets and liabilities offered to the clients fully takes into account the business model and risk strategy of the Company, Otherwise, the Risk Committee will present to the Board of Directors a plan for tackling it.(iv) Determine, together with the Board of Directors, the nature, quantity, format, and frequency of the information about risks that the Board of Directors should receive and establish that to be received by the Committee.(v) Regularly revise expositions with main clients, economic activity sectors, geographical areas and types of risk.(vi) Examine the information and risk control processes as well as the information system and indicators that should allow:<ul style="list-style-type: none">a) the suitability of the structure and operation of risk management in the entire Group;b) knowing the risk exposition in the Group to evaluate if it adapts to the profile decided by the institution;c) have sufficient information for precisely knowing about the risk exposition for taking decisions, and;d) adequate operation of the policies and procedures mitigating operational risks.(vii) Evaluate the regulatory compliance risk in the field of application and decision, understanding how risk management of legal or regulatory sanctions, financial, material or reputational losses that the Company may sustain as a result of non-compliance of laws, regulations, ruling standards and codes of conduct, detecting any risk of non-compliance and, monitoring the same and examining possible deficiencies with deontology principles.(viii) Report about new products and services or of significant changes in the existing ones, in order to determine:<ul style="list-style-type: none">a) the risks faced by the Company with the emission of the same and their
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	<p>commercialization on the markets, as well as the significant changes in already existing ones;</p> <ul style="list-style-type: none"> b) information and internal control systems for managing and controlling these risks; c) corrective measures to limit impact of the identified risks, in the case that they materialize; and d) adequate means and channels for their commercialization in order to minimize reputational and defective commercialization risks. <p>(ix) Collaborate with the Remuneration Committee to establish rational remuneration policies and practices. To this effect, the Risk Committee will examine, notwithstanding the functions of the Remuneration Committee, if the policy for incentives foreseen in the remuneration systems take into consideration the risk, capital and liquidity and the probability and opportunity of the benefits.</p> <p>The delegated Risk Committee may have access to the information about the risk situation of the Company so it can adequately carry out its functions and, if necessary, specialized external assessment, including that of the external auditors and regulatory bodies.</p> <ul style="list-style-type: none"> e) The Risk Committee will be validly formed when the majority of its members concur in person or by representation. <p>The majority of the concurrent members, present or represented, will adopt the agreements taken by the mentioned Committee.</p> <ul style="list-style-type: none"> f) The Risk Committee will prepare a report about its activity in the year that will serve as a base among others, as the case may be, for evaluation of the Board of Directors. <p>1. The Appointments Committee:</p> <ul style="list-style-type: none"> a) The Appointments Committee will be exclusively formed by Directors who do not perform executive functions, in the amount determined by the Board of Directors, with a minimum of three (3) and maximum of five (5) members. At least a third of the Appointments Committee members should be independent Directors, without the amount of independent members ever being less than two (2).
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	<p>b) The Committee itself from among the independent Directors forming part of the same will designate the Chair of the Appointments Committee.</p> <p>c) The amount of members, the powers and the operational regulations of the mentioned Committee will be developed in the Board of Directors Regulation and should favour the independence of its operations.</p> <p>d) Notwithstanding the other functions attributed in Law, these By-laws, the Board Regulations, or other functions that may be assigned by the Board of Directors, the Appointments Committee will have the following basic responsibilities:</p> <ul style="list-style-type: none"> (i) Evaluate and propose to the Board of Directors the evaluation of the necessary powers, knowledge, diversity and experience of the Board of Directors members and the key personnel of the Company. (ii) Propose to the Board of Directors the appointment of independent Directors for their designation by co-option of for their submission to the General Shareholders Meeting, as well as the proposals for re-election or separation of the mentioned characters by the General Meeting. (iii) Report the proposals for appointment of the remaining Directors for their designation by co-option of for their submission to the decision of General Shareholders Meeting as well as the proposals for their re-election or separation by the General Shareholders Meeting. (iv) Report the proposals for appointment and, if applicable, dismissal of the Secretary and of the Vice-secretaries for their submission for the approval of the Board of Director. (v) Evaluate the profile of the most suitable persons to form part of the different Committees according to the knowledge, aptitudes, experience of the same, and present the corresponding proposals to the Board. (vi) Report the proposals for appointment or separation of the senior management, being able to make the mentioned directly when this is for senior Directors that due to their functions either for control, either for support to the Board or its Committees, the Committees consider that it should take the mentioned initiative. Propose, if it considers opportune, basic conditions in the contracts of senior Directors, outside of the
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	<p>remunerative aspects, and report them when it is established.</p> <p>(vii) Examine and organize, in collaboration with the Chair of the Board of Directors, the succession of this latter as well as that of the first executive of the Company and, if applicable, prepare proposals to the Board of Directors so that the mentioned succession is produced in an orderly and planned manner.</p> <p>(viii) Notify the Board about the questions of diversity of gender, ensuring that the selection procedures of its members favour the diversity of experiences, knowledge, and facilitates the selections of female Directors, and establish an objective of representation of the gender less represented in the Board of Directors as well as preparing the guidelines of how that objective should be reached.</p> <p>(ix) Periodically evaluate, and at least once a year, the structure, the size, the composition and action of the Board of Directors and of its Committees, its Chair, Executive Director and Secretary, making recommendations to the same about possible changes. Evaluate the composition of Board of Directors, as well as its tables of replacements for an adequate prevision of the transactions.</p> <p>(x) Periodically evaluate, and at least once a year the suitability of the diverse members of the Board of Directors and of this latter as a group, and consequently notify the Board of Directors,</p> <p>(xi) Periodically revise the Board of Directors policies regarding the selection and appointment of senior management members and make recommendations.</p> <p>(xii) Consider the suggestions it receives from the Chair, the members of the Board, the Directors or shareholders of the Company.</p> <p>(xiii) Supervise and control the good performance of the corporate governance system of the Company, making, if applicable, any proposals it considers necessary.</p> <p>(xiv) Supervise the independency of the independent Directors,</p> <p>(xv) Propose to the Board of Directors the Annual Corporate Governance Report.</p> <p>(xvi) Supervise the action of the Company related to the corporate social responsibility and</p>
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	<p>present to the Board the proposals it considers opportune in this matter.</p> <p>(xvii) Evaluate the balance of knowledge, powers, capabilities, diversity and experience of the Board of Directors and define the necessary functions and aptitudes to cover each vacancy, evaluating the specific time and dedication needed to develop the position efficiently.</p> <p>The Appointments Committee can use the resources it considers appropriate to develop its functions, including external assessment, and can have adequate funds for this.</p> <p>e) The Appointments Committee will be validly formed when the majority are concurrent in person or by representation.</p> <p>The agreements taken by the mentioned Committee will be adopted by the majority of the concurrent members, present or represented.</p> <p>f) The Appointments Committee will prepare a report about its activity during the year that will serve as a base among others, as the case may be, for evaluation of the Board of Directors.</p> <p>2. The Remuneration Committee:</p> <p>a) The Remuneration Committee will be exclusively formed by Directors not performing executive functions, in the amount determined by the Board of Directors, with a minimum of three (3) and a maximum of five (5) members. At least a third of the Remuneration Committee members should be independent Directors, without the amount of independent members ever being less than two (2).</p> <p>b) The Committee itself from among the independent Directors forming the same will designate the Chair of the Remuneration Committee.</p> <p>c) The amount of members, the powers and the operational regulations of the mentioned Committee will be developed in the Board of Directors Regulations, and should favour the independence of its operations.</p> <p>d) Notwithstanding the other functions attributed in Law, these By-laws, the Board of Direction Regulation, or others that may be assigned by the Board of Directors, the Remuneration Committee will have the following basic responsibilities:</p> <p>(i) Prepare the decisions related to the</p>
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	<p>remunerations and, particularly, report and propose to the Board of Directors the remunerations policy, the system and amounts of the yearly remunerations of the Directors and Senior Directors as well as the individual remuneration of the executive Directors and Senior Directors, and the other conditions of their contracts, especially of economic type and notwithstanding the powers of the Appointments Committee in that referring to the conditions that this latter had proposed and outside of the remuneration aspect, understanding as Senior Directors for the effects of these By-laws, the general Directors or whoever develop senior management functions under direct dependency of the Board, of Executive Committees or of the Executive Director and, in all cases, the internal auditor of the Company.</p> <ul style="list-style-type: none">(ii) Ensure by observance of the remunerations policy of Directors and Senior Directors as well as reporting about the basic conditions established in the contracts subscribed with these,(iii) Report and prepare the general remunerations policy of the Company and especially the policies referring to the categories of personnel whose professional activities significantly affect the Company risk profile, and to those who have the objective of avoiding or managing conflictive interests with Company clients.(iv) Analyze, prepare and revise the remuneration programmes weighing-up their adaptation and their performance and ensuring they are observed.(v) Propose to the Board the approval of the reports or remuneration policies that this latter has to submit to the General Shareholders Meeting as well as reporting to the Board about the proposals related to remuneration that if applicable this latter will propose to the General Meeting.(vi) Consider the suggestions it receives from the Chair, the members of the Board, the Directors or the Company shareholders. <p>e) The Remuneration Committee will be validly formed when the majority of its members concur in person or by representation.</p> <p>The agreements taken by the mentioned Committee will be adopted by the majority of the concurrent members, present or represented.</p>
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<p>ARTICLE 43.- ANNUAL ACCOUNTS</p> <ol style="list-style-type: none"> 1. Within a maximum period of three (3) months from the end of the financial year, the Board of Directors must draw up the Annual Accounts, the Management Report and the proposal for allocation of results, and also the Consolidated Annual Accounts and Management report, when applicable. 2. The Annual Accounts will include all the documents stipulated by legislation in force. These documents, which form a unit, must be drawn up clearly and show a true and fair view of the Company's net equity, financial situation and results in accordance with legal provisions, and must be signed by the Company's Directors. 3. Once the General Meeting has been called, any shareholder may immediately obtain from the Company free of charge the documents that are to be submitted for its approval, in addition to the auditors' report. 	<p>f) The Remuneration Committee will prepare a report about its activity during the year that will serve as a base among others, as the case may be, for evaluation of the Board of Directors.</p> <p>ARTICLE 43.- ANNUAL ACCOUNTS</p> <ol style="list-style-type: none"> 1. Within a maximum period of three (3) months from the end of the financial year, the Board of Directors must draw up the Annual Accounts, the Management Report and the proposal for allocation of results, and also the Consolidated Annual Accounts and Management report, when applicable. 2. The Annual Accounts will include all the documents stipulated by legislation in force. These documents, which form a unit, must be drawn up clearly and show a true and fair view of the Company's net equity, financial situation and results in accordance with legal provisions. The Annual Accounts and Management Report, and must be signed by all the Company's Directors. If the signature of any of them was missing, this will be indicated on the documents where it is missing, with express indication of the cause. 3. Once the General Meeting has been called, any shareholder may immediately obtain from the Company free of charge the documents that are to be submitted for its approval, in addition to the auditors' report.
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