

## **Composition and functions of the Appointments Committee**

### **Members and types of directorship**

Mrs. Ana Bolado Valle	Chairwoman (independent)
Mr. Manuel Muela Martín-Buitrago	Secretary (proprietary)
Mr. Victorio Valle Sánchez	Member (independent)
Mr. Juan Fraile Cantón	Member (proprietary)
Mrs. María Luisa Arjonilla López	Member (independent)

### **Functions**

- i. To assess the competencies, diversity, balance of knowledge and experience required in the Board of Directors. For those purposes, it will define the functions and skills to be fulfilled by the candidates to cover each vacancy, and will assess the dedication required for the good performance of their duties.
- ii. To identify and recommend, via the relevant corresponding report, in the case of executive and proprietary Directors, or via proposal, in the case of independent Directors, candidates to cover the vacancies of the Board, with a view to approval by the Board of Directors or by the General Meeting.
- iii. To assess regularly, and at least once a year, the structure, size, composition and performance of the Board of Directors, making recommendations to it regarding possible changes.
- iv. To assess regularly, and at least once a year, the suitability of the different members of the Board of Directors and of the board as a whole, and to report to the Board of Directors accordingly.
- v. To ensure that non-executive Directors have enough time availability for the correct performance of their functions.
- vi. To inform of the appointment and separation proposals of Senior Officers, as well as of the basic conditions of their contracts.
- vii. To examine and to organize the succession of the Chairman of the Board of Directors and, if applicable, of the Company's first executive, making proposals to the Board so that the said succession takes place orderly and as planned.
- viii. To review annually the compliance with the policy for the selection of Directors and to inform on that in the Annual Corporate Governance Report.
- ix. To review regularly the Board of Directors' policy on selection and appointment of Senior Officers and to make recommendations in relation to it.
- x. To establish a goal for representation of the less-represented gender at the Board of Directors and to develop guidance on how to achieve that goal
- xi. To inform of the appointments of the Vice-Chair of the Board, of the Chief Executive Officer, the Lead Director and the Committee's Chairs.
- xii. To inform of the appointment and cessation of the Secretary and Vice-Secretary of the Board of Directors.

This English version is a translation of an original in Spanish. In case of discrepancy, the Spanish original will prevail.

**Regulations of the Appointments Committee**

The matters which must be known by the Appointments Committee and its rules of operation are specified in the Bylaws and in the Board Regulations, which complement and/or develop the regulatory provisions.