

## EXECUTIVE COMMITTEE

The Executive Committee is regulated by the Article 23 of the Regulation of the Board:

### **“Article 23: Executive Committee**

23.1. The Board may appoint certain Directors to sit on the Executive Committee, delegating to it all or part of the Board’s duties, except any which may not be delegated, pursuant to the law or the Articles of Association. The favourable vote of at least two-thirds of the Board members will be required to appoint members of the Executive Committee and delegate powers to it. At least two of the Executive Committee members shall be non-executive directors and one shall be an independent director.

23.2. The Executive Committee shall have the following powers:

- a) Adopt resolutions corresponding to the powers delegated to it by the Board of Directors.
- b) Monitor and supervise the normal management of the company, ensuring adequate coordination with subsidiaries in the common interests of the latter and the company.
- c) Study and propose to the Board of Directors the guidelines defining business strategy, supervising their implementation.
- d) Debate and inform the Board on any issues corresponding to the following matters, regardless of whether or not they have been delegated by the Board:
  - Separate and consolidated annual budget of the company, itemising the provisions corresponding to each core business.
  - Monthly monitoring of the financial management, deviations from the budget and proposed remedial measures, if necessary.
  - Significant financial investments and investments in property, plant and equipment and the corresponding economic justification.
  - Alliances and agreements with other companies which, by virtue of their amount or nature, are important for the company.
  - Financial transactions of a material economic significance for the company.
  - Programme of medium-term actions.
  - Assessment of the achievement of objectives by the different operating units of the company.
  - Monitoring and assessment of the subsidiaries in respect of the matters contemplated in this sub-section d).

- e) Adopt resolutions corresponding to the buy-back and disposal of treasury stock by the Company, in accordance with the authorisation, if any, granted by the General Meeting. A Director may be designated to execute and formalise the decisions to buy or sell own shares, supervising and, if appropriate, authorising any resolutions that may be adopted by subsidiaries to buy and sell their own shares or shares in the Company, whenever such authorisation is required by law.

23.3. Without prejudice to the autonomy of decision of the Executive Committee in respect of the delegated powers, its resolutions normally being fully valid and effective without ratification by the Board, if the Chairman or three members of the Committee consider this necessary in the circumstances, the resolutions adopted by the Executive Committee shall be submitted to the Board for ratification. This will also be applicable when the Board has delegated the Committee to study certain matters while reserving for itself the ultimate decision, in which case the Executive Committee shall merely submit the corresponding proposal to the Board.

23.4. The Executive Committee shall have no fewer than three nor more than seven members, including the Chairman and Vice-Chairman of the Board, who will form part of this Committee.

23.5. The Executive Committee shall be presided by the Chairman of the Board.

23.6. The Executive Committee shall generally hold one meeting a month. Its meetings may be attended by such members of the management, employees and advisers of the company as the Committee may deem fit.”

The current composition of the Executive Committee is as follows:

- Antonio Hernández Callejas, Chairman – Executive
- Demetrio Carceller Arce - External Proprietary
- Javier Fernández Alonso - External Proprietary
- Marc Thomas Murtra Millar - External Independent
- Luis Peña Pazos – Non-member Secretary

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