

Name	Operational Resilience Commission		
Objectives	Integrated management of the Group's security policies and business continuity and follow-up of the main security risks, policies, data quality processes inherent to the protection and quality of data and of the initiatives to be developed in this particular area.		
Frequency	Every two months		
Members	Executive Directors	Other members with voting right	Guests
	<ul style="list-style-type: none"> • CRO • CRetO • COO <p>Any other executive director may, whenever he/she sees fit, participate in the Commission</p>	<ul style="list-style-type: none"> • COFF (secretary) • ROFF • ITD • QNSD • ISD • OD • PLD • DPO • CDO • ActivoBank • PSD <p>The members will be able to propose to the Directors part of the commission, a representative to replace them in case of impediment. This representative, if not rejected and is a senior manager, will be entitled to vote</p>	<p>Other employees of the Group may eventually be invited due to their relevance for the subjects under debate.</p> <p>Such employees will only participate in the meeting during the items that have justified the invitation.</p> <p>Whenever the guests report directly to the Board of Directors or are members of the Senior Management they will be entitled to vote.</p>
Minimum quorum for decision	Two executive directors.	Two members with voting right.	
Delegation of Powers	<ul style="list-style-type: none"> • In accordance with the powers conferred by the EC on 23/10/2018, within the scope of article 36, c) and e), of the Bank's Articles of Association, the Operational Resilience Commission binds the Bank before third parties provided that the respective resolutions are part of the scope of the functions and competences defined in these regulations. • Always observing the internal regulations that apply to this commission and member divisions, are delegated to it the powers necessary for the performance of the respective functions and the inherent competences that the Board of Directors have not reserved for itself or for the Audit Committee, for the Committee for Risk Assessment, for the Committee for Nominations and Remunerations and for the Committee for Corporate Governance, Ethics and Sustainability. • The delegation foreseen in the previous paragraphs is subject to the condition that any of the executive directors attending the Commission decides that the subject should be submitted to the Executive Committee for resolution. 		

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Resolutions	<ul style="list-style-type: none"> ▫ Only the executive directors attending the meeting and the members of the Commission with voting right will be entitled to vote. ▫ The decisions made by the Commission are made by simple majority of the votes of the members attending the meeting. ▫ Any executive director attending the meeting may suspend the assessment of the item under debate in the Commission and submit the same to the EC, for decision. • Written Resolutions may be adopted, provided there is written evidence of approval of the resolution in question by all members identified as “Executive Directors” and “Other members with voting rights”
Functions	<ul style="list-style-type: none"> • Definition of guidelines and approval of the security management policies of IT systems, management and quality of data, management of physical security, management of the business continuity and protection of personal data; • Periodical review of emerging threats and more relevant trends in terms of information and IT safety, particularly focusing on cyber-security, promoting, when recommended, the evaluation of new protection controls and solutions; • Assessment of the periodical reports on safety incidents in information, management and quality of data, physical security, identifying, if necessary, remedies and improvement actions; • Monitoring of the metrics used to evaluate the performance of the information and security systems, of physical security and protection and quality of data; • Monitoring of the implementation of initiatives/projects in the information security and information system areas, management of quality of data, physical security and of business continuity (global and local scope); • Revision of the results on the security evaluation and business continuity, including internal and external audits and supervision of the improvement processes and completion of associated recommendations. • Approving the annual plans for the exercises regarding security evaluation tests, DRP and business continuity (BC); Quantitative and qualitative evaluation of the results of these exercises and supervision of eventual associated improvement initiatives; • Articulation with the subsidiary companies in issues such as physical security, information safety, business continuity and data protection and quality.
Competences	<ul style="list-style-type: none"> • The Commission resolves on issues related with the management and adoption of security policies and procedures, of business continuity, protection and data quality, definition of safety requirements and of the business continuity and DRP and business continuity (BCPlan) annual exercises.
Convening the meetings	<p>The secretary is responsible for convening the meetings and sending the respective meeting’s agenda to all members, at least 3 working days in advance. At the same time, the Agenda should also be sent to the Executive Directors who are not members of the Commission</p>

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Minutes of meetings	<p>The secretary of the commission is responsible for making the minutes of meeting of each meeting. It must contain the following data:</p> <ul style="list-style-type: none"> - The identification of the commission, the location, day and time of the meeting. - The Agenda. - The name of the members attending the meeting and the capacity under which they participate. - Reference to the documents analysed during the appraisal of each proposal. - The contents of the resolutions adopted. - The result of the voting. - The contents of the member’s statements, if they so request. <p>Once approved, the minutes of meetings shall be submitted for cognizance at the following meeting of the EC.</p> <p>In the absence of the secretary, the directors attending the meeting shall appoint an <i>ad hoc secretary</i>.</p>