

Name	Retail Commission		
<b>Objectives</b>	Management and follow-up of the Retail business with the purpose of ensuring a value proposal and a distribution model that allows the Bank to comply with its priorities, particularly in terms of profitability and management of the offer provided to Customers.		
<b>Frequency</b>	Every two months (except in August)		
<b>Members</b>	<b>Executive Directors</b>	<b>Other members with voting right</b>	<b>Guests</b>
	<ul style="list-style-type: none"> <li>– CFO</li> <li>– CRetO</li> <li>– COO</li> </ul> <p>Any other executive director may, whenever he/she sees fit, participate in the Commission.</p>	<ul style="list-style-type: none"> <li>– MNSD (secretary)</li> <li>– RBD-N</li> <li>– RBD-C</li> <li>– RBD-SI</li> <li>– DBD</li> <li>– MID</li> <li>– CBMD</li> <li>– MPAD</li> <li>– COFF</li> <li>– CD</li> </ul> <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>
<b>Minimum quorum for decision</b>	Two executive directors.	Two members with voting right.	
<b>Delegation of Powers</b>	<ul style="list-style-type: none"> <li>• The Retail 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.</li> <li>• Always observing the internal regulations that apply to this commission and member divisions, the necessary powers for the performance of the respective functions and the inherent competences that the Board of Directors have not reserved for itself or for the remaining Commissions, are delegates by the Executive Committee.</li> <li>• In case any executive director attending this Commission decides that the subject should be submitted to the Executive Committee for resolution, the delegation of the previous paragraph ceases to exist.</li> </ul>		

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Resolutions	<ul style="list-style-type: none"> <li>• Only the executive directors attending the meeting and the members of the Commission or guests with voting right will be entitled to vote.</li> <li>• The decisions of this Commission are made by simple majority..</li> </ul>
Functions	<ul style="list-style-type: none"> <li>• Monitoring the activity of the Retail Commercial Network, Segments, Channels, Cards and Means of Payment (evolution and degree of achievement of objectives)</li> <li>• Assessment of the business context and definition of commercial action priorities</li> <li>• Analysis of the main indicators for Products and Services and decision on changes to the Bank's product range</li> <li>• Analysis of the main indicators for Quality and Customer Experience, Claims and Customer Satisfaction (External and Internal)</li> </ul>
Competences	<p>The Commission has decision-making powers on the value proposal, the distribution model and themes of profitability and management of the offer to Customers.</p> <p>According to GR0033 and OS0027, within the scope of the Policy for the Approval of New Products, it is a competence of the Retail Commission to decide, authorize or refuse the launch of new products, such as the alteration or cancelation of existing products applicable to the Retail Network.</p>
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.</p> <p>At the same time, the Agendas should also be sent to the Executive Directors who are not members of the Commission.</p>
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"> <li>– The identification of the commission, the location, day and time of the meeting.</li> <li>– The Agenda.</li> <li>– The name of the members attending the meeting and the capacity under which they participated.</li> <li>– Reference to the documents analysed during the appraisal of each proposal.</li> <li>– The contents of the resolutions adopted.</li> <li>– The result of the voting.</li> <li>– The contents of the member's statements, if they so request.</li> </ul> <p>Once approved, the minutes of the meeting will be submitted, for information, to the EC meeting that takes place immediately after the date of the approval of the minutes.</p> <p>In the absence of the secretary, the directors attending the meeting shall appoint an <i>ad hoc</i> secretary.</p>