

Name	Human Resources Commission		
Objectives	Definition, decision and monitoring the Bank's Human Resources policies to support operational and business efficiency.		
Frequency	Quarterly		
Members	Executive Directors	Other members with voting right	Guests
	The entire Executive Committee The presence of, at least, 3 executive directors, is mandatory.	<ul style="list-style-type: none"> - HRD - CSO (secretary) <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	Three Executive Directors	- HRD (or a nominated representative)	
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 Human Resources 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 Professional Conduct. • The delegation foreseen in the previous paragraphs is subject to the condition that none of the executive directors attending this Commission decides that the subject should be submitted to the Executive Committee for resolution. 		
Resolutions	<ul style="list-style-type: none"> • Only the executive directors attending the meeting and the members of the Commission or guests with voting right will be entitled to vote. • The decisions of this Commission are made by simple majority. • 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". 		

Name	Human Resources Commission
<p>Functions</p>	<ul style="list-style-type: none"> • Definition of the strategy and approval of the Bank’s Human Resources policies; • Monitoring the top 10 KPIs for staff management; <ul style="list-style-type: none"> – Engagement and internal mobility; intelligent rightsizing; headcount, setting percentage of staff with Sale or Support functions, span of control and percentage of Managers; – Compensation; Benefits and Recognition and Involvement Programmes. • Talent Management: <ul style="list-style-type: none"> – Approval of mechanisms and scheduling Performance Valuations, Promotions, Rotation and Development Plans; – Succession for critical functions (leadership and/or difficult to replace) and Personal Management of senior officers; – Development Programmes, Expatriation and Acceleration of specific competences. • Human Resources Communication: <ul style="list-style-type: none"> – Internal, aiming to strengthen the culture, expectations, strategic alignment and mobilisation of employees; – Branding and Value Proposal/External Image of Millennium bcp’s Human Resources; – Organisational Strategy - Definition of the approach/relation with the stakeholders relevant for the Bank (ex: Worker’s Committee); – Back Office Procedures efficiency (integration of the Peoplesoft & Payroll systems, etc). • Identification of policies, practices and systems to introduce/recommend actions in other countries where the Group operates.
<p>Competences</p>	<p>The Commission has resolution powers in everything that concerns people management policies and actions, whenever the BoD has not reserved them for itself or delegated them to the Committee for Nominations and Remunerations.</p>
<p>Convening the meetings</p>	<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>Minutes of meetings</p>	<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 participated. – 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>when all EC members have not participated in the meeting, the minutes will be sent to the administrators who did not participate.</p> <p>In the absence of the secretary, the directors attending the meeting shall appoint an <i>ad hoc</i> secretary.</p>