



Banco Comercial Português, S.A.

**REGULATIONS OF THE
NOMINATIONS AND
REMUNERATIONS COMMITTEE
OF BANCO COMERCIAL
PORTUGUÊS, S.A**

REGULATIONS OF THE NOMINATIONS AND REMUNERATIONS COMMITTEE OF BANCO COMERCIAL PORTUGUÊS, S.A.

Table of contents

CHAPTER I – GENERAL PART.....	3
Article 1 (Definition)	3
Article 2 (Name and Composition)	3
Article 3 (Meetings and Functioning).....	3
CHAPTER II – POWERS	4
Article 4 (Own and delegated powers)	4
Remuneration policies and practices	4
Assessment of the suitability of powers and succession	5
Other skills	5
CHAPTER III – RELATIONSHIP WITH THE BOD AND OTHER ENTITIES	6
Article 5 (Relationship with the BoD and its Committees).....	6
Article 6 (Relationship with the Bank's Divisions).....	6
CHAPTER IV – OTHER FORMALITIES.....	6
Article 7 (Minutes of meetings)	6
Article 8	7

**Article 1
(Definition)**

1. These regulations aim to govern the functioning of the Committee for Nominations and Remunerations of Banco Comercial Português, S.A. (CNR or Committee), identifying its own and delegated powers and complementing the applicable legal and statutory provisions.
2. These regulations bound all the members of the CNR and a copy of the same will be delivered to them when they are elected or co-opted and always before they commence exercising their functions.

**Article 2
(Name and Composition)**

1. The Board of Directors (BoD) shall appoint a CNR within 30 days of its election and taking office, expressly appointing its respective Chairperson from among its members.
2. The CNR is made up of a minimum of three and a maximum of five non-executive directors.
3. The Chairperson of the CNR must be independent.
4. The members of the CNR must possess, individually and collectively, suitable skills to perform their duties and have knowledge regarding the selection processes and the Bank's business and strategy, and the CNR must bring together members with specific qualifications in terms of remuneration and risk management policies and practices acquired through professional experience, academic qualifications, or specialised training.

**Article 3
(Meetings and Functioning)**

1. The CNR meets at least once a month, except in August, and whenever convened by the Chairperson, on his/her own initiative or at the request of any of its members, or by the Chairperson of the Board of Directors, the Chairperson of the Audit Committee or the Chief Executive Officer.
2. The call notice, with the respective agenda, is made in writing, and electronic means may be used. It must be sent to each and every member, at least 5 working days in advance of the scheduled date, without prejudice of a call within a shorter period, if the corporate interest so justifies.
3. As a rule, supporting documents for the meeting will be made available to CNR members, at least 5 days in advance of the date set for the meeting or within less time if the meeting is called with a shorter period.
4. Apart from exceptional situations, the supporting documents for each item on the agenda should include a summary presentation incorporating an executive summary. When the documents made available before the meeting are updated, the Members of the Committee shall be informed of the changes made and these shall be highlighted in the new versions.
5. The members of the CNR may also meet to resolve without any prior formalities, provided that all are present and expressly agree to this.
6. The CNR may adopt unanimous written resolutions without prior formalities as long as all members agree with this decision-making procedure.
7. CNR meetings may be held by electronic means, provided that the authenticity, security and confidentiality of statements are guaranteed.
8. The CNR shall resolve when a majority of its members are present, with the Chairperson having the casting vote.
9. The CNR shall schedule, on an annual basis, the actions required for completing all tasks defined by law, by the articles of association and these Regulations.

10. The Secretary of the CNR is the Company Secretary or whoever the Committee appoints.

CHAPTER II – POWERS

Article 4 (Own and delegated powers)

1. The CNR advises and assists the BoD on issues related with human resources, evaluation and composition of the BoD and of its Committees, reviewing the Remuneration and Succession Policies of the Directors and Employees and monitoring their respective implementation, in accordance with the powers conferred to it by the law and stated in the following paragraph.
2. The CNR, exercises the following powers, which are delegated to it in accordance with the provisions of article 7 of the Regulations of the Board of Directors:

Remuneration policies and practices

- a) Define and review, at least annually, the Remuneration Policy for the members of the Management and Supervisory Bodies and the respective Autonomous Document;
- b) Submit the proposed Remuneration Policy for members of the Management and Supervisory Bodies for approval by the General Meeting, together with the Remuneration and Welfare Board;
- c) Issue an opinion, at least annually, on the Remuneration Policy for Employees and the respective Autonomous Document, including those responsible for internal control functions, as proposed by the Executive Committee;
- d) Approve, on a proposal from the Executive Committee, the corporate objectives of the Coordinating Managers, as well as monitor, at least annually, the application of the Policy and the evolution of their fixed and variable remunerations;
- e) Approve, on a proposal from the Executive Committee, the maximum global amount of annual variable remuneration attributable to Employees;
- f) Monitor the adequacy and consistency of the individual employee performance evaluation process used to define the variable component of remuneration;
- g) Monitor the implementation and compliance with the remuneration policies and procedures adopted;
- h) Issue a prior opinion on the Remuneration Policies of each of the entities that make up the Group;
- i) Assess, annually, and issue opinion on the consistency of the global remuneration policy of subsidiaries abroad, for reporting to the Board of Directors, with a view to incorporating it into the Group's annual self-assessment report in accordance with the provisions of Notice no. 3/2020;
- j) Assess, together with the risk management and compliance functions, the impact of remuneration practices, the mechanisms and systems implemented to ensure that the remuneration system takes into account all types of risks and own funds, and that the overall remuneration policy is coherent and promotes sound and effective risk management and is aligned with the strategic business plan, the objectives, the culture, including that of risk and corporate values and the long-term interests of the Bank, and identify measures aimed at correcting any deficiencies detected;
- k) Monitor the existence and implementation of specific policies on recruitment and selection, evaluation of performance, promotion and management of careers, remuneration, training and development of skills, and promotion of gender equality and sustainability;
- l) Ensure the adequacy of the information provided to shareholders on remuneration policies and practices;

Assessment of the suitability of powers and succession

- m) Review, at least annually, the Selection and Assessment and Succession Policies for members of the Management and Supervisory Bodies and key function holders, and in the event of changes, submit them to the appraisal of the Board of Directors;
- n) Annually assess the individual and collective suitability of the BoD and its needs in terms of composition and organisation, make recommendations for possible changes and convey the conclusions to the Board of Directors;
- o) To formulate and transmit to the Chairperson and Vice-Chairperson of the BoD, under the terms of the Succession Policy, recommendations on candidate profiles for members of the Bank's Management and Supervisory Bodies;
- p) Ensuring and promoting the Fit & Proper process and approving the individual and collective assessment reports of candidates for members of the Management and Supervisory Bodies ;
- q) Evaluate, annually, the performance of the members of the Executive Committee;
- r) Issue an opinion to the Board of Directors, in the form of an individual assessment report, on the appointment, replacement or dismissal of those responsible for internal control functions, on a proposal from the Executive Committee, after obtaining the binding opinion of the Audit Committee, in the case of the Internal Audit and Compliance Office, and of the Risk Assessment Committee in the case of the person responsible for the risk management function;
- s) Appoint, following a proposal made by the Executive Committee, the Managers reporting directly to the Board of Directors, with exception of those performing functions in the internal control areas and the company secretary;
- t) Issue an opinion, addressed to the Board of Directors, on the appointment of the Client Ombudsman;
- u) Resolve on the appointment of members to the corporate bodies in credit institutions and financial companies of the Group, or on the making of the lists for the corporate bodies of the most relevant subsidiary companies, before the same are submitted to the respective General Meeting and inform the Board of such appointments;
- v) Issue an opinion on the decision to appoint, replace or dismiss the persons responsible for the internal control functions of the Group's subsidiaries, after involving the corresponding persons responsible for the respective internal control functions of BCP and issuance of an opinion by the Chief Risk Officer;

Other skills

- w) Monitor, every year, the Human Resources and Staff Management Policy;
 - x) Analyse the results of internal culture and climate surveys;
 - y) Identify, upon proposal from the Executive Committee, the key function holders of the Bank and the Group in Portugal and monitor the identification process;
 - z) Issue an opinion on the Group Codes and respective annexes, within the scope of its powers;
 - aa) Submit quarterly activity reports to the Board of Directors.
3. The CNR, in order to adequately fulfil its duties, may contract the services of independent and qualified experts, under the terms of Article 6(3) of the Regulations of the Board of Directors.
4. During the provision of expert services to the CNR, the Bank or entities of the BCP Group may not hire such experts without the CNR's prior authorisation.

CHAPTER III – RELATIONSHIP WITH THE BoD AND OTHER ENTITIES

Article 5 (Relationship with the BoD and its Committees)

1. In the performance of its duties, the CNR may meet regularly with the various BoD Committees, ensuring the necessary exchange of information for the full performance of its duties, including to detect and assess all relevant risks, particularly in the procedure for defining remuneration policy, and for such purposes it may also hold joint meetings under the terms of Article 10(11) of the BoD's Regulations.
2. When the CNR, for its decision-making, requires opinions or prior reports from other Committees or Control Functions, it must be given access to all the documentation that served as the basis for the issuance of such opinions or reports, and in this case, the formal submission of such documentation may be waived.
3. For the appropriate exercise of its functions, the CNR implements internal procedures to communicate with the BoD and with the Executive Committee.

Article 6 (Relationship with the Bank's Divisions)

1. The CNR may summon or request clarification from any Manager of the Bank and shall hold periodic meetings, at least, with the Heads of the Human Resources Division, of the Audit Division and of the Compliance Office.
2. Any fact that, even if temporarily, prevents its regular activity, should be analysed at meetings of the CNR, recorded in the minutes, and immediately communicated to the Chairperson of the Board of Directors.

CHAPTER IV – OTHER FORMALITIES

Article 7 (Minutes of meetings)

1. The CNR shall ensure that minutes of all meetings held are drawn up which allow for the proper identification of all those who took part in them, including the position exercised, as well as an understanding of the matters dealt with therein and the meaning and reasoning of the resolutions adopted, the identification of the voting members and an express reference to any dissenting opinions, as well as a description of any recommendations made and identification of issues that need to be followed up at future meetings.
2. The draft minutes for each meeting must be drawn up by the Secretary, who distributes them to the members who took part in the meeting, for analysis and the introduction of any amendments deemed relevant, and they must be formally approved at the following meeting and signed by its members, except in cases where the urgency of a matter requires different action.
3. In case the Secretary of the CNR is absent, its Chairperson, or whoever replaces him/her, must appoint the member who will provide him/her with the information and documents needed to draw up the minutes.
4. The minutes must be drawn up and transcribed into the respective book in Portuguese, but whenever one of the members does not speak Portuguese, a version of the minutes must also be drawn up in English, which will be sent to him/her and kept as an annex to the minutes of the meeting.
5. The Secretary shall ensure that all those who are not members of the CNR who intervened in the meetings, validate the extract of the minutes related with their intervention.

6. The minutes should contain the elements foreseen in article 8 of the Notice of Banco de Portugal 3/2020 and in the remaining applicable provisions.
7. The minutes and the documents supporting each one of the items of the agenda must be filed in a document management IT system.

Article 8 **(Final Provisions)**

Matters not governed by these Regulations shall be governed by the common provisions laid down in Articles 3 to 7 of the BoD's Regulations and the applicable legislation in force.

Approval date: 27/11/2024

Approved by: Board of Directors

Main changes: adjustment of Article 4(2) and (3) and introduction of Article 4(4); introduction of final sentence of Article 5(1)