



Corporate Governance Report 2019

Banco Interatlântico



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1. Introduction

Banco Interatlântico, S.A. (hereinafter BI) has produced this corporate governance report for 2019, in conformity with the Governance Code for Financial Institutions and the Governance Code for Issuers of Securities Listed for Trading in the Regulated Market and other applicable national legal and regulatory standards.

2. Mission

BI shall consolidate its operations as a bank providing a quality, global financial service, differentiated on the basis of its relevance and its major responsibility for contributing to exacting ethical standards, the country's economic development, increased competitiveness, innovation capacity and its employees' satisfaction.

As a member bank of one of Cape Verde's leading financial groups, BI shall endeavour to achieve balance between profitability, growth and financial strength, always pursuant to a framework of prudent risk management.

3. Values

BI's activity and its employees' conduct shall be guided by the following fundamental values:

- **Rigour**, which includes objectivity, professionalism, technical competence and diligence, permanently geared to achieving higher levels of quality and economic, financial, social and environmental efficiency, based on the adoption of best banking and financial practice;
- **Transparency** of information, namely as regards conditions governing the provision of services and the organisation's performance, operating truthfully and clearly;
- **Security** of investments, based on prudent risk management and the bank's stability and strength as indispensable criteria;
- Organisational and personal **responsibility** for its actions, endeavouring to correct any negative impacts in addition to adopting socially responsible conduct and a commitment to sustainable development;
- **Integrity**, considered as being strict, legal, regulatory, contractual compliance and the adoption of ethical values and operating principles;
- **Respect** for the interests entrusted to it, acting with courtesy, discretion and loyalty in addition to complying with principles of non-discrimination, tolerance and equal opportunity.



4. Key strategic objectives

Banco Interatlântico's activity is geared to the 3 strategic areas defined in 2014:

1. To improve profitability
2. To mitigate risk
3. To qualify resources

5. Declaration of compliance

The information published by BI expresses its understanding of its level of compliance with the recommendations of the Corporate Governance Code for Financial Institutions as set out in Bank of Cape Verde (BCV) regulation and the Governance Code for Issuers of Securities as set out in the General Securities Market Audit regulation (AGMVM).

The following tables describe the level of compliance with recommendations. The respective explanations for any non-compliances have been given.

| Recommendations of the Corporate Governance Code for Financial Institutions – BCV | Declaration of compliance | Reasons for non-compliance with recommendations |
|---|---------------------------|---|
| I. MANAGEMENT | | |
| I.1. Executive management | | |
| I.1.1. The board of directors shall delegate the financial institution's current management and each executive director shall be given specific responsibility for certain matters. | Compliant. | |
| I.1.2. The board of directors shall approve an internal regulation on its operation as well as that of the executive committee. | Compliant. | |
| I.1.3. Board members with executive functions, whenever requested by other members of statutory bodies, shall provide the adequate information requested of them in good time. | Compliant. | |
| I.1.4. The board of directors shall ensure that the financial institution's operations are commensurate with its objectives and | Compliant | |



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| <p>shall not delegate authority in matters pertaining to:</p> <ul style="list-style-type: none"> (i) the definition of strategy and the company's general policy strategies; (ii) the definition of the group's business structure; (iii) decisions which should be considered strategic owing to the amount involved, risk or special characteristics. | | |
| <p>I.1.5. The board of directors' regulation shall ensure that the executive functions of executive board members in companies outside the group have been previously authorised by the board of directors itself or by the supervisory body.</p> | Compliant. | |
| <p>I.1.6 The board of directors of credit institutions shall include at least two resident executive members.</p> | Compliant. | |
| <p>I.2 Non-executive board members</p> | | |
| <p>I.2.1. The board of directors shall include a number of non-executive members with the effective capacity to oversee, supervise and assess the activity of the other members of the board of directors.</p> | Compliant | |
| <p>I.2.2. Non-executive board members shall include an adequate proportion of independents, based on the governance model adopted.</p> <p>An independent is considered, for this purpose, to be a board member who is not associated with any group of specific interests in the company or whose impartial analysis or decision is not, under any circumstances, affected, namely on account of:</p> <ul style="list-style-type: none"> a) Having been the employee of the company or a company in which it has been in a controlling or group relationship over the last three years; b) Having, over the last three years, provided services or entered into a significant commercial relationship with the company or with a company in which it has been in a controlling or group relationship, either directly or as a partner, board member, manager or leader of a collective person; c) Receiving remuneration from the company or a company in a controlling or group relationship with it, other than the remuneration deriving from the performance of his/her duties as a board member; d) Living in a <i>de facto</i> union, or as the spouse, relation or the like in the direct line and up to and including the 3rd degree of the collateral line of board members or singular persons who either directly or indirectly hold a qualified investment; | Part compliant | <p>At the shareholders' meeting of 30/12/2019, the composition of the board of directors was changed to 11 members, 5 of whom are executive members and 6 non-executive members, 3 of whom are independents.</p> <p>The BCV decided that one director (who, in the meantime, has resigned) was not an independent. Shareholders are taking steps to find a replacement independent member.</p> |



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| e) Having a qualified investment or as the representative of a shareholder with qualified investments. | | |
| I.2.3. If the chairman of the board of directors has executive functions, this body shall indicate one of its independent members to coordinate the works of the other non-executive members and the conditions enabling them to take independent, informed decisions or find another equivalent mechanism to ensure such coordination. | Not applicable. | The chairman of the board of directors does not have executive functions which are performed by five board members. |
| I.3. Diversity | | |
| I.3.1. Financial institutions shall define criteria and requirements on the profile of new members of the board of directors, commensurate with the function to be performed. In addition to individual attributes (such as independence, integrity, experience and competence). These profiles shall consider diversity requirements and particularly gender, which could help to improve the board's performance and its balanced composition. | Compliant. | |
| I.3.2. Financial institutions shall define and publish a programme to ensure balance in terms of the representation between genders in the composition of statutory bodies, by 2020, differentiating between executive and non-executive management positions. | Part compliant. | As equal opportunity is one of the BI's governing values, endeavours continue to be made to minimise any gender differences and adjust equality policies in terms of the composition of its statutory bodies. The bank, accordingly, has four women board members and one woman supervisory board member who, in spite of the resignations occurring in the meantime will be replaced and the balance maintained. |
| II. SUPERVISION | | |
| II.1. The chairman of the supervisory body shall be independent, in accordance with the applicable legal criterion and have the adequate skills to perform his/her respective functions. | Non-compliant. | The BCV decided that the chairman of the supervisory board, previously considered |



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| | | independent, was not independent. |
| II.2. The supervisory body shall be the external auditor's principal point of contact and be the first to receive the respective reports. It is specifically responsible for proposing the respective remuneration and ensuring the existence of adequate conditions for the provision of services within the institution. | Compliant. | The external auditor is appointed by the supervisory board following an appraisal process for a resolution of the shareholders' meeting. |
| II.3. The supervisory body shall assess the operation of the internal control and risk management systems and propose any necessary adjustments. | Compliant. | The supervisory body is responsible for issuing opinions and assessing the bank's internal control system. Certain matters must be reported to the supervisory board. |
| II.4. The supervisory body shall comment on the workplans and resources allocated to the internal audit services and the services responsible for ensuring compliance with the standards applied to the institution (compliance) and shall receive the reports produced by these services at least in those cases concerning issues to the provision of accounts, identification or resolution of conflicts of interest and detection of potential illegalities. | Compliant. | |
| III. INTERNAL CONTROL | | |
| III.1. The financial institution's board of directors shall ensure the existence of sufficient and adequate material and human resources for the performance of the functions and tasks inherent to the internal control system and arrange for the necessary internal control training actions. | Compliant. | |
| III.2. To ensure the independence of the internal control system, officers in charge of the internal audit, compliance and risk management areas shall report to a board member who does not have specific areas of responsibility, in the supervised areas. | Compliant | Officers responsible for control areas report to board of directors' committees comprising non-executive board members. |
| III.3 Financial institutions shall ensure the existence of internal mechanisms to report irregularities providing adequate protection for whistleblowers who act in good faith. | Compliant. | |



| IV. REMUNERATION | | |
|--|------------|--|
| IV.1. All members of the remuneration committee or its equivalent shall be independent from the executive board members of the board of directors and include at least one member with knowledge and experience of remuneration policy issues. | Compliant. | |
| <p>IV.2. The declaration on the remuneration policy of the board of directors and supervisory bodies shall specifically indicate:</p> <p>a) The identification and explanation of the criteria used to assess the amount of remuneration to be attributed to members of the statutory bodies;</p> <p>b) Information on the maximum potential amount, in individual terms and the maximum potential amount in aggregate terms payable to members of statutory bodies and the identification of the circumstances in which such maximum amounts are payable;</p> <p>c) Information on whether or not there are any requirements relating to payments for the dismissal or termination of functions of board members.</p> | Compliant | |
| IV.3. The remuneration of executive board members shall be based on effective performance and shall discourage excessive risk-taking. | Compliant. | |
| IV.4. The remuneration of non-executive board members and the remuneration of members of the supervisory body shall not include any component whose amount is contingent upon the financial institution's performance or worth. | Compliant. | |
| IV.5. The variable component of the remuneration shall be globally reasonable in comparison to the fixed part of the remuneration and maximum limits shall be defined on all components. | Compliant | |
| IV.6. A significant part of the variable remuneration shall be deferred for a period of not less than three years and the right to receive the deferred component shall be contingent upon the continuation of the company's positive performance across the said period. | Compliant. | |
| IV.7. When the dismissal of a director does not arise from a serious infringement of his/her duties or unsuitability for the normal performance of his/her respective functions but which, notwithstanding derive from inadequate performance, the financial institution shall be endowed with the adequate and necessary legal instruments to prevent the payment of any indemnity or compensation, other than required by law. | Compliant. | |



| V. INFORMATION | | |
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| V.1. Institutions shall provide access, on their websites, to information, in Portuguese and English, permitting knowledge of their evolution and their current status in economic, financial and corporate governance terms. | Compliant | |
| V.2. Financial institutions shall provide the following minimum information, in Portuguese and English, on their websites: <ul style="list-style-type: none"> a) The institution's reports and accounts for the last two years; b) The <i>résumés</i> of the financial institution's acting board members; c) The internal policies adopted by the financial institution; d) Reports assessing adequacy and other preparatory information for the general meeting. | Compliant. | |

| Recommendations of the Corporate Governance Code for Securities Issuers – AGMVM | Declaration of compliance | Reasons for con-compliance with recommendations |
|--|---------------------------|---|
| I – General | | |
| INFORMATION | | |
| The company shall set up an organisational structure to ensure the rigorous and prompt disclosure of information to shareholders, investors, financial analysts and the market in general. | Compliant. | |
| The board of directors, supervisory body and any corporate committees set up to provide assistance to the statutory bodies shall have internal regulations. | Compliant. | |
| The company's website shall provide access to relevant information on its economic and financial indicators and its governance model and practice to include: <ul style="list-style-type: none"> - the internal regulations on statutory bodies and corporate committees; | Compliant. | |



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| <ul style="list-style-type: none"> - the composition, number of annual meetings of boards of directors, supervisory bodies and corporate committees; - accounting documents for the last three years; - notices calling general meetings and the proposals submitted to general meetings. | | |
| FINANCIAL AND AUDIT INFORMATION | | |
| The supervisory body shall set out and monitor formal, clear and transparent procedures on the company's selection procedure and relationship with the external auditor or certified accountant and on its supervision of the latter's compliance with the rules of independence required by law and professional standards. | Compliant. | |
| The company shall arrange for the rotation of the auditor at the end of either two or three terms of office, depending on whether the terms of office are for four or three years respectively. | Compliant. | |
| The company's internal regulation shall require the authorisation of the supervisory body for the provision of diverse audit services by the auditor or another entity belonging to the same network. | Compliant. | |
| CONFLICTS OF INTEREST | | |
| The company shall ensure the existence of effective mechanisms to prevent current or potential conflicts of interest between members of corporate bodies or committees and the company. | Compliant. | |
| Board members shall notify the board of directors of all transactions of securities issued by the company, in addition to the financial instruments related thereto, entered into by them or another closely related person such as their spouse or person with whom they live in a <i>de facto</i> union, descendants for which they are responsible and other family members who have lived with them for more than a year, as well as any other entity directly or indirectly controlled by them, set up for their benefit or of which they are a board member. | Compliant. | |
| Transactions between related parties must be approved, negotiated and executed in such a way as to ensure the adequate management of potential conflicts of interest, in addition to the protection of the interests of the issuer and its shareholders. | Compliant. | |
| ORGANIC STRUCTURE AND GOVERNANCE MODEL | | |
| The company shall undertake an annual appraisal of its statutory bodies and the individual performance of their members. | Compliant. | |



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| The company shall undertake an annual appraisal of the options taken on issues related to the corporate governance model and internal organic structure. | Compliant. | |
| The board of directors shall appoint specialised committees from among its members, when considered necessary for the assessment, definition, oversight, supervision or inspection of issues or specific management areas, to include, either separately or cumulatively, issues related to remuneration and the assessment of performance, nominations of senior managers and the performance of the executive board of directors. | Compliant. | |
| The company shall have an effective internal control system, commensurate with its size, complexity and the risks affecting its activity. | Compliant. | |
| The board of directors' regulation shall include a provision, in the case of a conflict of interest, for the conflicted member of the board of directors to inform the company in advance of the existence of the conflict, describing the nature and extent of such interest and, if substantial, abstaining from attending any meeting in which a discussion of or a vote on any proposal to which the said conflict of interests refers, without prejudice to compliance with other legal standards or regulations on conflicts of interest. | Compliant. | |
| The company shall ensure the existence of a balanced ratio regarding the gender of members of statutory bodies, undertaking to include at least 30% of the under represented gender in statutory bodies. | Part compliant. | As equal opportunity is one of BI's governing values, endeavours are being made to minimise any gender differences and adjust equality policies in terms of the composition of its statutory bodies. The bank, accordingly, has four women board members and another on the supervisory board. The member of the supervisory board and a non-executive woman member resigned in February. The process for replacing them is currently in progress. |



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| The company shall do its best to ensure that its articles of association, regulations, other documents governing its affairs and practices are altered to ensure the inclusion of candidates on lists to be put up for the vote of the general meeting by partners or for the submission of candidates to be appointed by the board of directors and supervisory body to be preceded by a compulsory selection and appraisal process. | Compliant. | |
| Members of the board of directors and supervisory bodies must immediately notify the company of any supervenient fact regarding such designation that alters or could alter – based on reasonable considerations – the consideration of their individual aptitude, good-standing, experience, competence and knowledge, availability or suitability for the functions attributed to them. | Compliant. | |
| SUPERVISORY BODY | | |
| Members of the supervisory body shall have the experience and professional qualifications necessary for the performance of their functions, taking into account the responsibility underlying the performance of the responsibilities entrusted to them, the complexity of the company's activity and its respective size. | Compliant. | |
| The supervisory body shall include at least one member who is an auditor or certified accountant. | Compliant. | |
| At least one half of the members of the supervisory body shall be independents. | Compliant. | |
| RELATIONS BETWEEN BODIES | | |
| The board of directors' regulation shall ensure that members of the company's management bodies shall be entitled to request information on the company's activity from other members of the same body and the company's other bodies, when necessary or convenient to enable them to fully exercise their responsibilities. | Compliant. | |
| The board of directors' regulation shall ensure that board members with executive functions, whenever requested by other members of the statutory bodies, shall, in good time and commensurate with the request, provide the information requested by the referred to bodies. | Compliant. | |
| The board of directors' regulation shall ensure that up to the time of public disclosure, by law, all members of statutory bodies, employees, shareholders, service providers and other persons with access to privileged information shall keep such information strictly confidential, whatever the type of agreement they have with the | Compliant. | |



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| company. | | |
| II – Companies issuing shares or other securities that entitle their holders to subscription or acquisition rights. | | |
| GENERAL MEETING AND SHAREHOLDER PARTICIPATION | | |
| The company shall incentivise its shareholders to participate and vote at general meetings | Compliant. | |
| The chairman and vice-chairman (if any) of the board of the general meeting shall be independents. | Compliant. | |
| BOARD OF DIRECTORS | | |
| <p>The company shall include an adequate number of independent non-executive board members, comprising at least more than one half of the number of executive board members, who are particularly responsible for:</p> <ul style="list-style-type: none"> - overseeing the effectiveness of the internal control systems; - overseeing the process for the preparation and disclosure of financial information; - overseeing compliance with internal rules on the prevention and management of conflicts of interest; - making an active contribution to the definition and execution of the company's strategy. | Part compliant. | <p>At the shareholders' meeting of 30/12/2019, the composition of the board of directors was changed to 11 members, 5 of whom are executive members and 6 non-executive members, 3 of whom are independents.</p> <p>BCV decided that one director (who, in the meantime resigned) was not independent. Shareholders are taking steps to find a replacement as an independent member.</p> |
| The company shall submit the possibility of executive board members performing executive functions in other companies to the advance approval of the board of directors or supervisory body. | Compliant. | |
| The company shall adopt a remuneration policy to ensure the alignment of the interests of board members and other company managers with the interests of the company and that it shall be based on effective performance. | Compliant. | |
| The structure of the individual remuneration of board members shall ensure balance between the fixed and variable component and between short, medium and long term incentives. Payment of a part of not less than 30% of the variable remuneration shall be deferred | Compliant. | |



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| for a minimum period of 3 years. | | |
| The company, in its report on corporate governance, shall disclose information on the remuneration of its executive board members, current share distribution plans and the general outline of retirement benefit systems. | Compliant. | |
| When justified by the size of the company, a remuneration committee the majority of whose members shall be independent members shall be created. | Compliant. | |
| III – Entities issuing bonds and other debt securities | | |
| BONDHOLDERS' MEETINGS | | |
| Entities which issue bonds and other debt securities are responsible for and pay the costs of the adequate human, technical and material means involved in holding bondholders' meetings and the satisfactory fulfilment of the responsibilities of the bondholders' common representative. | Not applicable. | |
| The resolutions of bondholders' meetings on composition proposals and agreements with creditors, as well as for authorising the common representative to take legal action, in addition to any other matters and issues concerning the exercising of rights deriving from title to the bonds vis-à-vis the corporate issuer, are approved, at the time of first call, by half of the votes corresponding to all bondholders and, at the time of second call by two thirds of the votes cast. | Not applicable. | |
| BONDHOLDERS' COMMON REPRESENTATIVE | | |
| The bondholders' common representative shall be independent from the corporate issuer. This is not considered to be the case when the representative benefits or has benefited from special advantages from the company, when the representative has entered into a significant commercial relationship with the company or with another company which is in a controlling or group relationship with it or when the representative is tied to the interests of a competing company. | Not applicable. | |
| The bondholders' common representative shall inform the bondholders' meeting of any supervenient fact that generates or may generate a situation in which the furtherance of the bondholders' common interest may be in conflict with his/her own interest or with the interest of a person or entity tied to him/her. | Not applicable. | |
| In the cases referred to in the preceding number, the bondholders' common representative cannot act on behalf of the bondholders until | Not applicable. | |



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| authorised by the bondholders' meeting, at the time of first call, by half of the votes corresponding to all bondholders and at the time of second call, by two thirds of the votes cast. | | |
| The bondholders' common representative shall further the bondholders' common interest and shall perform his/her duties by ensuring that equal treatment is afforded to bondholders. | Not applicable. | |
| Only in exceptional cases may the bondholders' common representative promote forms of exercising the rights attached to title to the bonds to the advantage of one or more bondholders. This faculty, in addition to the simultaneous furtherance of bondholders' private interests must be authorised by a resolution passed by a majority of the bondholders' meeting in which the relevant bondholder cannot vote and which shall include the favourable vote of the affected bondholders. | Not applicable. | |

6. Shareholding structure

I. I. Equity structure

BI is a Cape Verde public limited liability company, formed in 1999. It has a share capital of CVe. 1,000,000,000, divided up into shares of CVe. 10,000 each.

The company is 70% owned by Caixa Geral de Depósitos. The remaining 30% of the company is owned by leading Cape Verde companies and individual investors, as shown in the following chart.

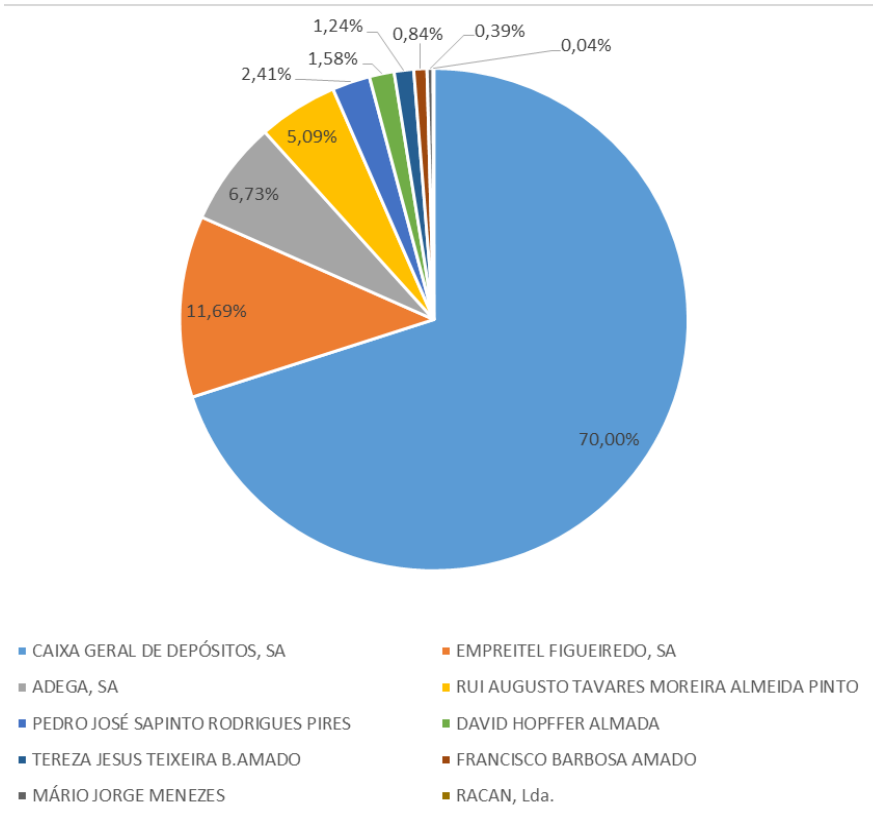


Figure 1 – BI's equity structure

As regards the disposal of their shares, shareholders have the right of preference over the sale of their respective securities to third parties, except for cases of a company with which the vendor is in a controlling or group relationship.

The regime governing the renewal or revocation of defensive measures does not contain any statutory provision on the number of votes that can be held or cast by a single shareholder, either individually or in an arrangement with other shareholders.

II. Equity investments or bond holdings

Holders of qualified investments, in addition to number of shares, percentage equity holdings and corresponding percentage voting rights¹ are listed in the following table.

| Name of shareholder | Number of shares | Number of votes | % of votes |
|---------------------|------------------|-----------------|------------|
|---------------------|------------------|-----------------|------------|

¹ According to BI's articles of association each block of five shares is entitled to 1 vote.



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| CAIXA GERAL DE DEPÓSITOS, SA | 70,000 | 14,000 | 70.00% |
| EMPREITEL FIGUEIREDO, SA | 11,687 | 2,337 | 11.69% |
| ADEGA, SA | 6,732 | 1,346 | 6.73% |
| RUI AUGUSTO TAVARES MOREIRA ALMEIDA PINTO | 5,089 | 1,018 | 5.09% |
| PEDRO JOSÉ SAPINHO RODRIGUES PIRES | 2,406 | 481 | 2.41% |
| DAVID HOPFFER ALMADA | 1,580 | 316 | 1.58% |
| TEREZA JESUS TEIXEIRA B.AMADO | 1,240 | 248 | 1.24% |
| FRANCISCO BARBOSA AMADO | 839 | 168 | 0.84% |
| MÁRIO JORGE MENEZES | 387 | 77 | 0.39% |
| RACAN, Lda. | 40 | 8 | 0.04% |

BI had investments in the following companies, at 31 December 2019:

| Security | 2019 | | | | | | |
|---|-------------------|----------------|--------------------|------------------------|--------------------|-----------------|-------------------------------|
| | Acquisition price | % equity stake | Book value (gross) | Impairment adjustment* | Fair value reserve | Deferred tax | Reserves net of tax (Note 20) |
| <u>Equity instruments at fair value</u> | | | | | | | |
| Banco Comercial do Atlântico, S.A. | 238.746 | 5,40% | 233.945 | (10.011) | 5.209 | (1.328) | 3.881 |
| Visa International Service Association | 1.323 | n.a. | 50.064 | | 48.741 | (11.952) | 36.788 |
| A Promotora, Sociedade de Capital de Risco de Cabo Verde, S.A.R.L | 15.307 | 3,79% | 17.124 | (1.880) | 1.817 | (1.158) | 659 |
| Sociedade Cabo Verdiana de Tabacos, S.A. | 10.095 | 0,65% | 15.256 | | 5.161 | (408) | 4.753 |
| | <u>265.471</u> | | <u>316.388</u> | <u>(11.891)</u> | <u>60.928</u> | <u>(14.847)</u> | <u>46.081</u> |

n.a. - not available

The above referred to direct investment percentages comprise the amount of the share capital holdings.

By law and pursuant to BI's articles of association, resolutions on capital increases, passed at general meetings, under a board of directors' resolution, are taken by a qualified majority of at least 75% of the share capital. The share capital may be increased one or more times. Shareholders enjoy the right of preference in subscribing for new shares, in proportion to their respective investment in the company's share capital.

Members of the board of directors and supervisory board do not own any shares and bonds.



7. Statutory bodies and committees

BI's governance model comprises a board of directors and a supervisory board. Under the terms of its articles of association, the board of directors delegates the company's day-to-day management to an executive committee.

Members of BI's statutory bodies are elected by a resolution of the general meeting for a period of three years and may be re-elected one or more times.

The following table sets out the bank's corporate governance structural model. Information on the responsibilities of the various statutory bodies is also listed below.

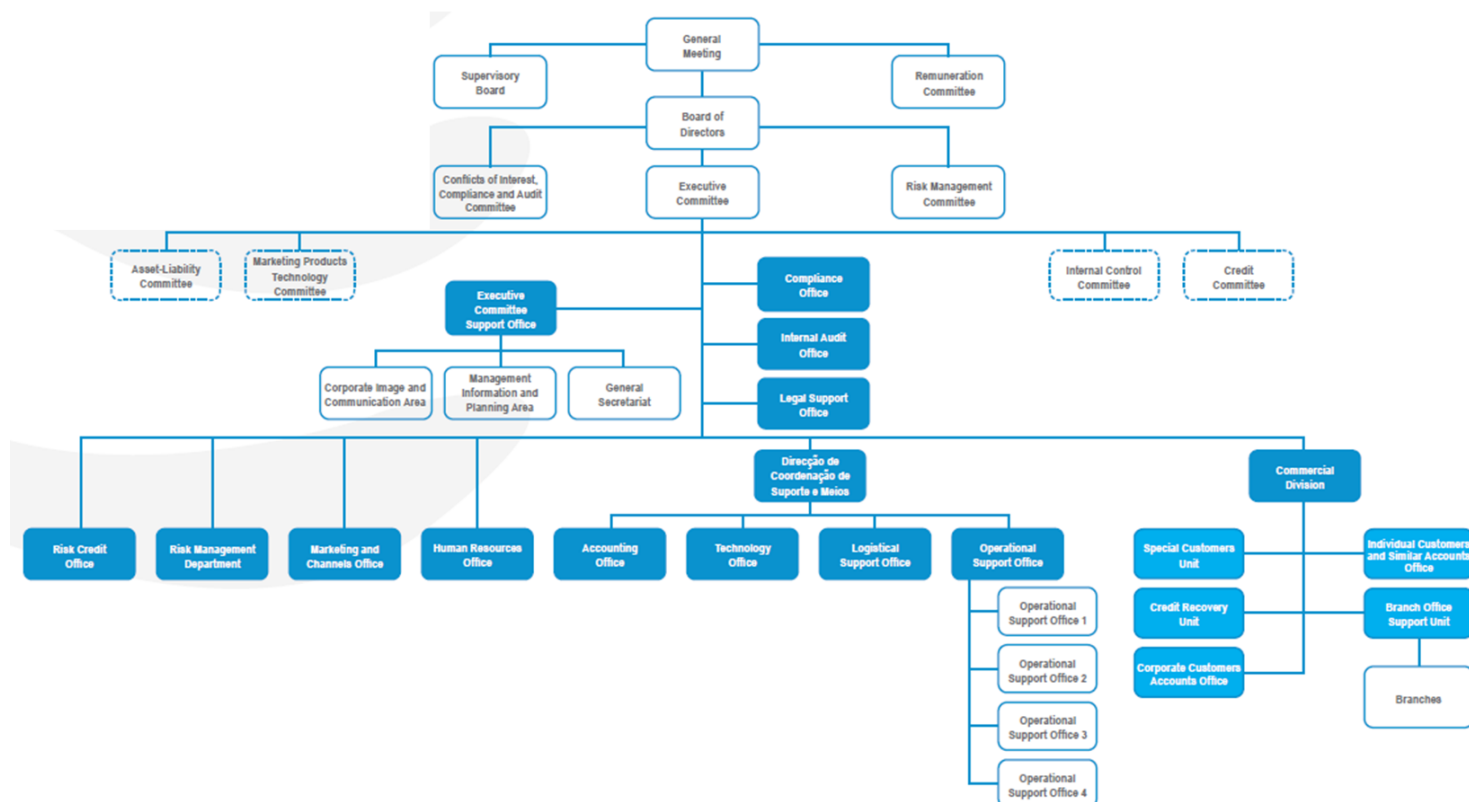


Figure 2 - Banco Interatlântico – Organogram

I. General meeting

The general meeting comprises a chairman and one or two secretaries, elected for three year terms of office.

Information on the composition of the board of the general meeting is set out below.



| Name | Position | Term of office (starts-ends) | Number of terms of office |
|---|-----------|---------------------------------|------------------------------|
| Mário Jorge Menezes ² | Chairman | 2020-2022 | 1 |
| Francisco Fortunato Paulino Barbosa Amado | Secretary | 2020-2022 | 4 |
| Alexandre José Matias Nunes Mendes ² | Secretary | 2020-2022 | 1 |
| David Hopffer Cordeiro Almada ³ | Chairman | 2017-2019 | 7 |
| Fernando Manuel Simões Lourenço ³ | Secretary | 2017-2019 | 1 |

BI's articles of association are altered under the terms of banking legislation. Proposed alterations must be duly substantiated and approved by the general meeting.

The general meeting does not provide for any limitations on voting rights. As each vote comprises five shares, the bank's articles of association enables shareholders who do not have a sufficient number of shares to make up one vote to form groups and arrange to be represented by one of their members for the purpose of exercising their voting right.

In addition to the above, and also as defined by statute, no provision has been made for any limitation on voting rights that can be exercised by a single shareholder or by shareholders who, together with the said shareholder, are in any of the relationships that count towards the allocation of voting rights under the terms of no. 1 of article 93 of the securities market code.

In accordance with the bank's articles of association, resolutions are passed by an absolute majority of the votes of shareholders present or represented at the general meeting. Resolutions on mergers, demergers, transformations and dissolutions of the company and on share capital increases always require a majority of at least 75% of the share capital.

The general meeting passes resolutions on all matters to which it is entitled by law and the articles of association, particularly:

- Considering the board of directors' report, discussing and voting upon the balance sheet, accounts and the opinion of the supervisory board;
- Considering the proposal for the appropriation of net income;
- Undertaking a general consideration of the company's management and supervision and, if appropriate, dismiss or express distrust concerning one or all of the board members;
- Electing the board of the general meeting, board members, members of the supervisory board and respective deputies;
- Deciding on any alterations to the articles of association and capital increases;

² Elected at the general meeting of 30/12/2019.

³ Up until 30/12/2019.



- Authorising the acquisition and disposal of property as well as investments, in both cases when exceeding 20% of the share capital;
- Deciding upon the remuneration of statutory officeholders, with the right to appoint a wages committee for the said purpose;
- Dealing with any other matter for which the meeting has been called and for which it is competent at law.

II. Management

Board of directors

The board of directors comprises an uneven number of at least five members one of whom shall be its chairman and the other its vice-chairman, elected at a general meeting by an absolute majority of votes.

A general meeting of BI was held at 30 December 2019, involving a recomposition of the board of directors which now comprises five members, with the management of the company's day-to-day business being entrusted to a further six non-executive members.

In accordance with the dispositions of the bank's articles of association, shareholders whose shares comprise at least 10% of the share capital, are jointly entitled to appoint at least one of the members of the board of directors when they have voted against the winning proposal in the election of the referred to body. The election is, accordingly, made on the basis of the vote of the referred to shareholders, at the same meeting, with the board member thus elected replacing the last placed board member on the winning list.

The board of directors, in 2019, was made up as follows:

| Name | Position | Term of office (starts-ends) | Number of terms of office | Status |
|--|---------------|---------------------------------|------------------------------|-------------------------------|
| José João Guilherme ⁴ | Chairman | 2020-2022 | 1 | Non-executive |
| José António da Silva de Brito ⁴ | Vice-chairman | 2020-2022 | 1 | Non-executive |
| Pedro Bruno Cardoso Braga Gomes Soares | Member | 2020-2022 | 3 | Executive |
| Manuel Fernando Monteiro Pinto | Member | 2020-2022 | 6 | Executive |
| Fernando Manuel Domingos Maximiano ⁴ | Member | 2020-2022 | 1 | Executive |
| Eurisanda Venulda Cardoso Tavares Rodrigues ⁴ | Member | 2020-2022 | 1 | Executive |
| Dirceu César Lopes do Rosário ⁴ | Member | 2020-2022 | 1 | Executive |
| Paulo Jorge Carneiro de Figueiredo Silva ⁴ | Member | 2020-2022 | 1 | Non-executive |
| Maria João Fonseca Pacheco de Novais ⁴ | Member | 2020-2022 | 1 | Non-executive and independent |
| Maria Zenaída da Rocha Costa Neves Leite ⁴ | Member | 2020-2022 | 1 | Non-executive and independent |
| Ana Maria Machado Fernandes ^{4 5} | Member | 2020-2022 | 1 | Non-executive |
| Alfredo Manuel Antas Teles ⁶ | Chairman | 2017-2019 | 2 | Non-executive |
| Teófilo Figueiredo Almeida Silva ⁶ | Vice-chairman | 2017-2019 | 7 | Non-executive |

⁴ Elected at the general meeting of 30/12/2019.

⁵ Resigned in April 2020, replacement process in progress.

⁶ Up until 17/09/2019.



| | | | | |
|---|--------|-----------|---|---------------|
| João Carlos Aguiar Cristóvão ⁶ | Member | 2017-2019 | 1 | Executive |
| Jorge Fernando Gonçalves Alves ⁶ | Member | 2017-2019 | 2 | Non-executive |
| Elsa Helena Lopes Tavares ⁶ | Member | 2017-2019 | 1 | Non-executive |

As already mentioned in the declaration of compliance, BI is governed by diverse values and principles of professionalism, transparency, integrity, tolerance, non-discrimination and equal opportunity. The bank is therefore working towards the furtherance of gender equality and the alignment of positions of equality in the appointment of members of its statutory bodies.

Several leading members of the board of directors simultaneously enjoy a professional relationship with several of BI's shareholders.

The responsibilities of the board of directors are set out at law and have been incorporated into the company's articles of association, it is particularly responsible for:

- Managing corporate business and performing all acts and operations related to its corporate object, competence for which has not been afforded to other company bodies;
- Representing the company at law and in its day-to-day business, as a plaintiff or defendant with the right to withdraw, come to terms and confess in respect of any lawsuits and agree to be bound by the decisions of arbitrators in arbitration procedures;
- Acquiring, selling or in any other way disposing of or burdening moveable or immoveable rights and assets;
- Defining the company's technical-administrative organisation, its internal operating standards, in addition to the status of its employees and their remuneration;
- Appointing proxies with appropriate powers, including deputies;
- Performing the other duties attributed by law and by the shareholders.

The activity of the board of directors is set out in the board of directors' regulation which may be consulted on Banco Interatlântico's website.

The board of directors meets every quarter or whenever called by its chairman. Minutes recording all resolutions and attendances are produced on all meetings. Five meetings (with no absences) were held in 2019.

Alterations were made to the remuneration policy⁷ at the general meeting of 30 December 2019, providing for an appraisal of board members and defining the following criteria for their performance:

⁷ Available for consultation at: www.bi.cv



Quantitative criteria

- Solvency
- Profitability
- Efficiency
- Market position
- Assumption of credit risk
- Liquidity

Qualitative criteria

- Level of customers' complaints
- BI's and CGD group's reputational indicators
- Qualitative performance indicators associated with each of the functions and/or business areas for which each of the executive board members is responsible.

A remuneration committee was created to comply with this policy. This issue is further developed in Chapter VII (Remuneration) of this report.

All members of the board of directors have demonstrated their willingness to serve, as can be seen from the level of assiduity of its members. They have invested the necessary time in proportion to the issues to be dealt with in light of the relevance thereof to the company as well as on the tasks entrusted to each of them.

Reference should, accordingly, be made to the positions held at the same time by board members with other companies, as listed below:

| Member | Companies | Position |
|-----------------------|--|---|
| José João Guilherme | Caixa Geral de Depósitos, S.A. | Executive board member |
| José António Brito | Caixa Geral de Depósitos, S. A. | Executive board member |
| Pedro Gomes Soares | SISP | Non-executive board member rep. BI ⁸ |
| Manuel Monteiro Pinto | SISP | Non-executive board member rep. BI ⁹ |
| Fernando Maximiano | Caixa Gestão de Activos | Board member |
| Paulo Figueiredo | Empreitel Figueiredo, SA | Chairman of the board of directors |
| | ITS-Imobiliária Turística de Salamansa, SA | Chairman of the board of directors |
| | Figueiredo, SGPS group | Chairman of the board of directors |

⁸ Position held up until November 2019.

⁹ Position held starting November 2019.



| | | |
|---------------------------|--|-------------------------------------|
| Ana Maria Fernandes | Caixa Geral de Depósitos, S.A. | Non-executive board member |
| Jorge F. G. Alves | Garantia, Companhia de Seguros de Cabo Verde, SA | Chairman of the executive committee |
| | Promotora, Sociedade de Capital de Risco, SA | Non-executive board member |
| | Universal Seguros de Angola | Non-executive board member |
| Elsa Helena Lopes Tavares | CWV – Sociedade de Advogados | Lawyer |
| | Universidade Jean Piaget | Lecturer |

Executive committee

Under the terms of BI's articles of association, the board of directors may delegate responsibility for the company's day-to-day management and representation to an executive committee. The executive committee currently comprises five board members one of whom is its chairman. Both the composition thereof and its powers and the conditions governing the respective delegation shall be defined in the minutes of the board of directors in the form of an executive committee regulation.

The executive committee comprises the following members:

| Name | Position | Term of office (starts-ends) | Number of terms of office |
|-----------------------|----------|---------------------------------|------------------------------|
| Pedro Gomes Soares | Chairman | 2020-2022 | 3 |
| Manuel Monteiro Pinto | Member | 2020-2022 | 6 |
| Fernando Maximiano | Member | 2020-2022 | 1 |
| Eurisanda Rodrigues | Member | 2020-2022 | 1 |
| Dirceu do Rosário | Member | 2020-2022 | 1 |
| João Cristóvão | Member | 2017-2019 | 1 |

The executive committee is particularly responsible for:

- Ensuring the good management of the company, implementing its defined strategy, in compliance with the limits of the competence delegated by the board of directors and ensuring adequate management control;
- Implementing the policy governing the relationship with the monetary authorities as defined by the board of directors;
- Executing BI's annual budget;
- Supervising the preparation of the annual report and accounts, in addition to the bank's management control documents;
- Ensuring management control;
- Preparing proposals on any interest in the acquisition or disposal of strategic equity investments;
- Deciding on the holding and sanctioning of part audits and inspections or on a branch office basis;



- h) Ensuring permanent compliance with the prudential ratios in force at any time, in addition to all regulations issued by the monetary and foreign exchange authorities, promoting the best policy governing the relationship with such authorities;
- i) Approving BI's pricing policy;
- j) Entering into, adding to or revoking (paying any indemnity owed or agreed) employment or provision of services contracts;
- k) Implementing wage policy dispositions.

The executive committee usually meets every week. Minutes recording all resolutions and attendances are produced on all meetings.

The executive committee's operating regulations were updated at 30 December 2019 and may be consulted at Banco Interatlântico's website at: www.bi.cv.

III. Inspection

Supervisory board

The supervision of the bank's corporate activity is the responsibility of a supervisory board, comprising a chairman, two permanent members and a deputy.

| Name | Position | Term of office (starts-ends) | Number of terms of office | Status |
|---|----------------------|---------------------------------|------------------------------|--------------------------------|
| José Manuel Nunes Liberato | Chairman | 2020-2022 | 2 | Non-independent Independent |
| José Mário de Sousa | Member | 2020-2022 | 2 | Independent |
| Carlos Alberto Rodrigues | Member ¹⁰ | 2020-2022 | 1 | Independent |
| To be elected | Deputy ¹¹ | 2020-2022 | 0 | Independent |
| Jaqueline Vieira Ramos Canuto ¹² | Member | 2020-2022 | 2 | Independent |

The supervisory board, is responsible for the following:

- Attending board of directors' meetings whenever considered opportune or whenever called upon to do so;
- Examining the bank's books, whenever considered opportune;

¹⁰ Deputy member up until April 2020, appointed as a permanent member in May owing to the resignation of the former member.

¹¹ Starting May 2020.

¹² Up until March 2020.



- Overseeing the bank's operation and its compliance with laws, articles of association and applicable regulations;
- Issuing opinions on the budget, balance sheet, inventory and annual accounts;
- Inspecting management, examining the bank's strong boxes, subject to the respective security regulations, whenever considered opportune;
- Drawing the board of directors' attention to any matter which should be considered and comment on any matter submitted to it by the said body.
- As regards the external auditor:
 - i. Proposing the nomination thereof to the general meeting;
 - ii. Inspecting the revision of the accounts and auditing of the company's accounting documents;
 - iii. Inspecting the independence of the external auditor, considering and deciding after consulting the audit, compliance and conflicts of interest committee on the external auditor's provision of additional services to BI in addition to their respective conditions;
 - iv. Proposing the dismissal thereof to the general meeting in the event of good cause.

Information on the regulation governing the operation of the supervisory board is available on Banco Interatlântico's website at: www.bi.cv.

The supervisory board normally meets once every quarter and extraordinarily whenever called by its respective chairman. Minutes are produced on the meetings held. Five meetings (with two absences) were held in 2019.

All of the members of the supervisory board have shown their willingness to serve, as can be seen from the level of assiduity of its members. They have invested the necessary time in proportion to the issues to be dealt with in light of the relevance thereof to the company as well as on the tasks entrusted to each of them.

Reference should, accordingly, be made to the positions simultaneously held by board members with other companies, as listed below:

| Member | Companies | Position |
|----------------------------|-------------------------|------------------------------------|
| José Manuel Nunes Liberato | BCI (Mozambique) | Member of the supervisory board |
| | BCGA (Angola) | Member of the supervisory board |
| | Champalimaud Foundation | Advisor to the board of directors |
| José Mário de Sousa | OPACC | Chairman of the board of directors |



| | | |
|-------------------------------|-------------------|---|
| Carlos Alberto Rodrigues | Hotel Foya Branca | General manager |
| Jaqueline Vieira Ramos Canuto | ALUCAR, SA.. | Chair of board of directors |
| | SILMAC, SA | Chair of board of directors (non-executive) |
| | ALIMÓVEL | Executive director |
| | ABICOR | Executive director |

Remuneration committee

This body is responsible for updating and reviewing remuneration policy, whenever considered adequate or necessary, in order to ensure that the company's objectives and requirements are fulfilled, namely:

- Arranging for an analysis and annual assessment of the application of the remuneration policy;
- Identifying any effects of the application of the remuneration policy on BI's risk management, capital and liquidity when recommending a revision thereof;
- Identifying updates, revisions and other adjustment measures when considered adequate;
- Corporate reporting to CGD as the principal consolidating entity of the conclusions resulting from the remuneration committee's analysis under the terms of the preceding number;
- Issuing the annual declaration on the remuneration policy for members of the board of directors and the supervisory board to be submitted for the approval of the general meeting in compliance with legislation and the applicable regulation;
- Consulting the officers in charge of the audit, compliance, risk management and other units who may be called upon to make relevant contributions for the above purposes;
- Ensuring compliance with the remaining attributions under the remuneration policy.

The remuneration committee is also responsible for submitting the conclusions resulting from the above referred to analysis to the general meeting.

This committee's other responsibilities include proposing the amounts of remuneration and its fixed and variable components, when applicable, to the general meeting, in addition to issuing an opinion on the assessment of the performance of relevant function holders, with the right, to consult the relevant list of corporate function holders for this purpose.

Following its approval at the general meeting of 30 December 2019 the composition of this committee is set out below:

| Name | Position | Status |
|--|----------|-----------------|
| Vacant | Chairman | Non-independent |
| José Manuel Nunes Liberato ¹³ | Member | Non-independent |
| Maria João Novais ¹³ | Member | Independent |

¹³ Elected at the general meeting of 30/12/2019.



| | | |
|---|----------|-----------------|
| Ana Maria Machado Fernandes ¹⁴ | Chairman | Non-independent |
| David Hopffer Almada ¹⁵ | Chairman | Independent |
| Maria Inês Melo ¹⁵ | Member | Independent |
| Fernando Lourenço ¹⁵ | Member | Independent |

The remuneration committee's regulation was approved on 2 December 2019 and is available for consultation on BI's website at: www.bi.cv.

RÉSUMÉS OF MEMBERS OF THE STATUTORY BODIES

Information on the professional qualifications of and curricular information on members of BI's statutory bodies, namely its board of directors and supervisory board is set out in appendix I to this report.

IV. External auditor

BI's accounts are annually audited by an independent external entity and, by law, the supervisory board is responsible for recommending the appointment of the external auditor to the general meeting.

According to no. 1 of article 7 of BCV *notice 4/2014*, *banks shall arrange for the rotation of the certified auditor (...) after either two or three terms of office depending on whether the terms of office are for four or three years respectively*".

In 2017, Ernst & Young Audit & Associados - SROC, S.A. – Sociedade de Revisores Oficiais de Contas, represented by António Filipe Dias da Fonseca Brás was selected by the supervisory board and approved by the general meeting for auditing the year 2017 accounts. A contract for this company's services was entered into for the 4 year period 2017 to 2020.

This company started its audit work on BI's accounts in 2017.

| Company | Description | Amounts in CVe. |
|----------------------------------|---|-----------------|
| Ernst & Young Audit & Associados | Financial and fiscal audit of accounts for 2019 | 2,856,911 |

V. Transactions with related parties

BI performs transactions with CGD Group. BI's financial statements included the following transactions with related parties at 31 December 2019.

¹⁴ Elected at the general meeting of 30/12/2019, resigned in April 2020.

¹⁵ Up until 30/12/2019.



| | 2019 | | | | |
|---|--------------------------------|---------------|------------------------------|-----------|----------|
| | Caixa Geral de Depósitos Group | | | | |
| | CGD | France branch | Banco Comercial do Atlântico | Promotora | SISP |
| Assets: | | | | | |
| Claims on other credit institutions | 365.688 | 7.730 | 7.317 | - | - |
| Loans and advances to credit institutions | - | - | - | - | - |
| Available-for-sale financial assets | - | - | 234 | 17.124 | - |
| Loans and advances to customers | - | - | - | - | - |
| Impairment | - | - | - | - | - |
| Investments in subsidiaries, associates and jointly owned enterprises | - | - | - | - | 98.096 |
| Other assets | - | - | - | - | 1.420 |
| Liabilities: | | | | | |
| Other credit institutions' resources | - | (9.579) | - | - | - |
| Customer resources and other loans | - | - | - | (75) | (85.922) |
| Other subordinated liabilities | - | - | - | - | - |
| Other liabilities | - | - | - | - | - |
| Off-balance sheet: | | | | | |
| Issue of guarantees | - | - | - | - | - |
| Income: | | | | | |
| Interest and similar income | - | - | - | - | - |
| Income from equity instruments | - | - | - | - | - |
| Income from services and commissions | - | - | - | - | 58.977 |
| Income from available-for-sale financial assets | - | - | - | (1.409) | (21.625) |
| Costs: | | | | | |
| Interest and similar costs | (0) | (132) | - | - | - |
| Costs of services and commissions | (1.891) | - | - | - | 2.057 |
| General administrative costs | - | - | - | - | (34.542) |
| Impairment of other assets net of reversals and recoveries | - | - | - | - | - |

BI has a set of procedures for the approval of business related to the control and efficiency of transactions with related parties.

BI's organisational and management structures which propose transactions with related parties shall submit their proposal for the approval of the executive committee or the board of directors, whichever body is competent for approving the business in question. As such the proposal should include the following information:

- An explanation of the principal terms and conditions of the operation, including its economic value;
- Reference to the procedures adopted for formalising the contract, namely as regards the type of contract, selection criteria, measures for preventing or resolving potential conflicts of interest and the basis for the choice made;
- Demonstration of the adequacy of the transaction's terms and conditions *vis-à-vis* normal market practice.



VI. Prevention of conflicts of interest

The prevention of conflicts of interest in BI is regulated by its specific *Global Prevention and Management of Conflicts of Interest* policy.

This policy defines situations of conflicts of interest as being whenever BI and/or its employees when performing their activities and/or functions, have interests which may interfere or are susceptible to interfering with their duties of loyalty, diligence, neutrality, independence of spirit and respect for the interests entrusted to them and which may result in situations of conflicts of interest between them, BI, its customers, employees, shareholders, suppliers and related parties

It also provides for members of the board of directors to declare their direct or indirect investments and assets in BI or in a company in which they have equity investments, their relationships with suppliers, customers, financial institutions or any other of BI's business parties.

There are no incompatibilities deriving from any other regulations between the performance of managerial positions in BI and those performed by members of the board of directors.

To-date, members of the board of directors have complied with all of the legal and regulatory dispositions deriving from the performance of their respective positions and any positions they may also jointly accumulate.

VII. Remuneration

BI has had a wages committee since 2000. The committee, appointed by shareholders at a general meeting, sets out the rules and amounts of wages, compensation and other subsidies attributed to the company's statutory office holders.

The remuneration policy, which defines the structure, amounts and conditions attached to the remuneration of members of BI's statutory bodies, was approved at the general meeting of 7 April 2017. Alterations to the remuneration policy were approved at the general meeting of 30 December 2019, with the following main objectives and requirements:

- a) To ensure compliance with the applicable legal and regulatory dispositions;
- b) To promote and be coherent with healthy, prudent risk management;
- c) To avoid situations of conflicts of interest.

The definition of the amounts of remuneration and assessment of its fixed and variable components, when applicable, is the responsibility of the general meeting, based on a proposal of the remuneration committee.

Remuneration of executive board members



The remuneration of executive board members is made up of a fixed and variable component, the attribution of which latter component is not guaranteed.

The amount of the variable component of executive members may not exceed the amount of the fixed remuneration, for the purpose of ensuring that the fixed component represents a sufficiently high proportion of the total remuneration of executive board members and to ensure the application of a fully flexible policy regarding the remuneration's variable component, including the possibility of its non-payment. In addition, the total amount of the variable component of the variable remuneration of executive board members as a whole may not be higher than the maximum percentage of net profit for the period defined annually by the general meeting, based on a proposal submitted by the remuneration committee. This amount takes into account BI's global performance and results; the policy of comparable institutions on this issue and the evolution of the global amount defined for the variable remuneration of the bank's employees.

Remuneration of non-executive board members

The remuneration of non-executive board members comprises a fixed component and does not include any variable component nor is the attribution thereof contingent upon the bank's results. This remuneration and the terms of its respective payment are assessed by a resolution of the general meeting or, when indicated, by the remuneration committee.

The following remuneration policy for members of BI's statutory bodies is currently in force:

| Statutory bodies | Gross annual remuneration (amounts in CVe.) |
|---|--|
| Chairman of the executive committee | 8,400,000 |
| Member of the national executive committee | 5,600,000 |
| Member of the expatriate executive committee | 5,110,000 |
| Chairman of the board of directors | 1,750,000 |
| Vice-chairman of the board of directors | 1,610,000 |
| Non-executive board member | 1,540,000 |
| Chairman of the supervisory board | 1,440,000 |
| Member of the supervisory board | 720,000 |
| Chairman of the board of the general meeting | 1,080,000 |
| Secretary of the board of the general meeting | 540,000 |

Information on BI's remuneration policy has been published on its website at: www.bci.cv for public consultation.

VIII. Internal control and risk management

An internal control system is defined as being a collection of strategies, systems, processes, policies and procedures defined by the board of directors as well as the actions taken by this body and the bank's other employees, to guarantee three objectives;



- a) The efficient and profitable performance of activity, over the medium and long term (performance objectives);
- b) The existence of full, pertinent, reliable and prompt financial and management information (information objectives);
- c) Compliance with the applicable legal and regulatory dispositions (compliance objectives), including those relative to the prevention of money laundering and countering the financing of terrorism activities, in addition to professional and deontological standards and practice, internal and statutory rules, rules of conduct and customer relations, guidelines issued by statutory bodies and recommendations of the Basel Banking Supervision Committee and Committee of European Banking Supervisors (currently EBA), to protect the institution's reputation and avoid the imposition of any sanctions thereon.

BI, in alignment with Caixa Geral de Depósitos group, approved governance model guidelines on operational risk and internal control management, in 2011, with the objective of developing its respective management capacities. The bank, accordingly, has a wide range of coherently performed transversal control procedures for different processes, in addition to control functions in the organisation, which, as a whole, help to mitigate exposure to risk and for such risk to be kept at low levels. The model is based on four phases, namely identification, appraisal, monitoring and mitigation. The management of each of these areas is, however, performed differently as shown in the following table:

Also as part of its corporate policies in alignment with Caixa Geral de Depósitos, BI has set up a risk management function and has defined and published management policies on the various risk categories such as: (i) global risk; (ii) credit risk; (iii) model risk; (iv) market risk; (v) liquidity risk; (vi) balance sheet interest rate risk; (vii) operational risk. Compliance risk management policy was also defined.

This is the way in which the bank ensures adequate control of the risks based on this management system and an efficient communication and monitoring process.

Specific, transversal responsibilities for certain BI structural bodies which, as a whole and in articulation with the remaining structures, perform activities designed to ensure the existence of an adequate internal control system, have therefore been defined.

Board of directors

The board of directors is responsible for reviewing and approving the profile, strategy, policies and management methodologies, ensuring the implementation of adequate internal control structures, risk management, reporting, supervision and accounting structures and approving the annual report on BI's internal control system with the issue of a global opinion on its adequacy and efficiency.

Executive committee



This body assists the board of directors in defining the profile, strategy, policies and management methodology and respective implementation in BI. It oversees the production and conclusions of the report on the internal control system, approves action plans designed to mitigate operational risk and strengthens the internal control system.

Remuneration committee

The remuneration committee advises the board of directors on any vacancy to be filled on the statutory bodies, preparing recommendations on candidates for management and audit board positions in addition to formulating judgments on the evaluation thereof and respective remuneration policy.

Audit, compliance and conflicts of interest committee (CACI) ¹⁶

This committee is responsible for overseeing the activity of BI's executive committee and board of directors, ensuring compliance with legal and regulatory conditions, the bank's articles of association and the standards issued by the supervisory authorities, general policies, internal standards and practices; in addition to assessing and promoting the effectiveness of the internal audit function, ensuring its direct operational reporting, undertaking a critical appraisal of the bank's internal control system and taking note of situations of conflicts of interest and management measures adopted.

This committee is chaired by a non-executive board member and is responsible for :

- Considering the audit function's internal regulation, approving the internal audit's activity plans and considering the respective activity reports, overseeing them, assessing the conclusions of the respective audit actions and (if applicable) submitting recommendations considered opportune on the audited matters to the executive committee and the supervisory board;
- Obtaining periodically updated information on the areas or issues encompassed by the audits performed by internal audit, in addition to assessing operating procedures, with the aim of promoting the efficient management of the respective activities, based on an adequate control environment, solid risk management, an efficient information and communication system and an effective internal control monitoring system;
- Overseeing the evolution of internal audit's main processes, considering the activities performed, each half year, by the internal audit division;
- Furthering the fundamental objectives, defined for internal control and risk management purposes, by the Bank of Cape Verde within BI in addition to the supervisory directives on credit institutions and financial companies and corporate standards applicable to the bank;

¹⁶ This committee was renamed as the Audit, Control and Conflicts of Interest Committee in 2020.



- Approving the internal regulation of internal audit, its activity plans and considering the respective activity reports, overseeing them, assessing the conclusions of the respective audit actions and (if applicable) submitting recommendations considered opportune on the audited matters to the executive committee and the supervisory board;
- Taking note of the prudential reports on BI's activity;
- Taking note of all inspection actions of the Bank of Cape Verde and other competent entities, carried out on BI;
- Taking note of the activities plans of the compliance and risk management functions following their approval by the risk management committee;
- Taking note of the annual opinion(s) issued by the supervisory board on the adequacy and effectiveness of the internal control system and the opinion(s) of the statutory audit companies on the internal control system underpinning the process for the preparation and disclosure of financial information under the terms of BCV and BdP (Bank of Portugal) *notices*;
- Taking note of the lawfully required annual reports and corporate standards;
- Assessing control over compliance with the code of conduct and taking note of any deficiencies found in such control, in addition to any non-compliances with the code;
- Taking note of any situations of conflicts of interest identified and management measures adopted;
- Furthering the bank's interests, furthering and controlling measures for the detection and prevention of situations which could be construed as conflicts of interest regarding the bank's regular activity;
- Considering the reports of the external auditors;
- Taking note of the evolution of the inspection activities of supervisory entities and other authorities.

Risk management committee (CGR)

The risk management committee is responsible for assisting and advising the board of directors on BI's separate and consolidated risk issues, assessing and promoting the effectiveness of risk and compliance functions, monitoring the bank's risk strategy and appetite, supervising the coherence between all important products and services available to customers, overseeing management policies on all risks connected with the bank's activity, assessing and promoting the effectiveness and efficiency of BI's internal control processes and commenting on the appointment of external consultants that the supervisory function decides to hire for the provision of advisory or support services.

The risk management committee is chaired by a non-executive board member who is responsible for:

- Assessing and promoting the effectiveness of the risk and compliance functions;



- Monitoring BI's risk strategy and appetite;
- Advising the board of directors on BI's general, current and future risk appetite and risk strategy, taking into account all types of financial and non-financial risk in order to ensure that they are in alignment with BI's business strategy, objectives, culture and business values;
- Assisting the board of directors on supervising its top management's implementation of BI's risk strategy;
- Supervising the coherence between all major products and services available to customers, in addition to the bank's business model and risk strategy, submitting correction plans to the board of directors when the analysis shows that the referred to conditions do not adequately reflect the risks;
- Examining whether the incentives set out in BI's remuneration policy take into consideration risk, own funds, liquidity and expectations over results, including revenue dates;
- Overseeing the management policies on all risks connected to BI's financial and non-financial activity, namely business and strategy, solvency, liquidity, interest rate, credit, market, pension fund, operational, IT, compliance and reputational risks;
- Advising the board of directors on BI's general current and future policies on its acceptance, management, control, hedging and risk reduction factors;
- Analysing specific risk categories provided for by law and corporate standards, overseeing and assessing risk on bond defaults to which BI is subject;
- Analysing the adequacy of the allocation of resources to the management of risks regulated by current national and European legislation, in addition to the corporate standards approved by BI;
- Assessing and promoting the effectiveness and efficiency of BI's internal control processes namely based on risk management function recommendations, compliance function, 1st line of defence, internal or external auditors and the supervisor, monitoring due implementation of the measures adopted;
- Assessing processes, methodologies and models for the assessment of assets and external ratings and approving the most significant aspects of the rating and risk estimation rating processes;
- Analysing a series of possible scenarios, including stress tests to assess how the bank's risk profile is reacting to external and internal events;
- Overseeing the internally adopted risk measurement and calculation of own funds models;
- Commenting on the appointment of external consultants that the supervisory function decides to hire for the provision of advisory or support services;
- Monitoring rating and scoring models;



- Defining and updating the action plan on all risks;
- Performing the other functions attributed by law and corporate standards to the risk committee.

Compliance office (GFC)

This office is responsible for coordinating Banco Interatlântico's compliance risk management. It coordinates and safeguards the successful implementation of anti-money laundering and countering the financing of terrorism procedures, in addition to the prevention of market abuse. Its functions are listed below:

- To maintain a repository of legal and regulatory standards applicable to banking and financial brokerage activity and keep them permanently up-to-date;
- To identify, based on the standards repository, the legal and regulatory duties applicable to the principal functional areas of BI's activity, availing itself of GAJ's legal support whenever justified;
- To assess the adequacy of internal standards and regulations against the current legal and regulatory framework and best practice, identifying any shortcomings and providing BI's other structural bodies with assistance to eliminate them;
- To identify the statutes referred to in public consultations and prepare proposals indicating the structural bodies for leading the consultation and arrange for the reply with information on BI's position, always with the support of GFC and GAJ and others involved in the functional areas affected;
- To collaborate with and assist BI's other structural bodies on regulatory issues;
- To prepare and control the implementation of the activities plan and the office's performance objectives;
- To prepare the office's annual budget;
- To prepare a report, at least once a year, on the activity performed and any deficiencies found for information to the executive committee and supervisory board;
- To verify GFC's contents on BI's website, in articulation with AIC;
- To ensure articulation with GTI in extracting and processing the information upon which GFC's activity is based;
- To identify, analyse and measure compliance risks, in order to assess the legal and regulatory conformity of the policies and procedures adopted by BI in performing its activity, including compliance with rules of conduct and customer relations;
- To inform the executive committee of any deficiencies found and propose the adoption of corrective and/or preventative measures, overseeing the implementation thereof;
- Assisting the responsible structural bodies to eliminate any compliance-related shortcomings in BI's standards and regulations;



- To verify, in advance, the compliance-related conformity of the financial products and instruments to be issued and/or commercialised by BI, as well as their respective communication and advertising;
- To issue an opinion on the impact of the development of new activities or provision of new services in terms of BI's compliance risk profile;
- With the support of GAJ, to analyse BI's performance in respect of corporate governance issues *vis-à-vis* applicable legislation and best market practice, especially regarding the monitoring of compliance with good governance principles;
- To immediately prepare a report for the executive committee on any non-compliances detected by GFC, or communicated by other structural bodies and which indicate infringements of any legal obligations, rules of conduct and customer relations or duties pursuant to which BI or its employees may be at risk of committing an offence;
- To keep an up-to-date record of such non-compliances and the measures proposed and adopted to correct and/or prevent them;
- To annually review the activities performed on the basis of the evolution of BI's compliance risk profile, with greater planning in higher risk functional areas;
- To collaborate with GRH on training BI employees on courses, seminars or workshops developed by external entities and coordinate and promote internal training actions on the prevention of money laundering, financing of terrorism and prevention of market abuse;
- To periodically produce reports on the activities performed in the sphere of the monitoring of compliance risk to be reported to the executive committee;
- To analyse the warnings generated by the prevention of money-laundering system and to carry out pre-analyses either on the decision to archive them or launch an investigation process;
- To verify, analyse and make decisions on the warnings generated, based on checks against databases containing information on politically exposed persons and entities sanctioned on various international lists, namely United Nations, European Union, and the Office of Foreign Assets Control of the United States of America when opening accounts, issuing or receiving transfers and periodically verifying the customer database;
- To analyse operations suspected of being related to the prevention of market abuse;
- To oversee the scoring and acceptance mechanism in the sphere of the "Know your Customer" policy;
- To comply with the duty of examination and diligence regarding correspondent banking operations, politically exposed persons (enhanced surveillance) and customers with a high AML/CFT risk profile;
- To manage the computerised tools related to the prevention of money laundering and market abuse;



- To periodically produce reports on the activities performed in the sphere of the monitoring of transactions and customers, to be reported to the executive committee;
- To coordinate, establish and guarantee the successful implementation of procedures related to the prevention of money laundering, financing of terrorism and market abuse;
- To investigate, identify and/or analyse, at its own initiative or based on reports of BI's business units, any operations suspected of being involved with the risks of money laundering, financing of terrorism and market abuse;
- To ensure external representation with supervisory authorities, judicial authorities, police authorities and the Financial Intelligence Unit on issues related to money laundering, financing of terrorism and market abuse;
- To inform the competent entities of suspicious operations after due consideration thereof;
- To collaborate with GRH on training BI's employees based on courses, seminars or workshops developed by external entities, coordinating and promoting internal training actions on the prevention of money laundering and countering the financing of terrorism and prevention of market abuse;
- To oversee and monitor, personally or remotely, the activity of BI's structural bodies on matters related to the prevention of money laundering and market abuse;
- To periodically produce reports on the activities performed and operations identified and analysed, in the sphere of the prevention of money laundering and market abuse, to be reported to the executive committee and supervisory and control entities, receiving for the said purpose all necessary information from BI's structural bodies.

Operational risk and internal control committee (CROCI)

This committee is responsible for assessing and promoting the effectiveness of BI's internal control systems, considering the annual control function reports and on the internal control system, taking note of the annual opinion of the supervisory board on the adequacy and effectiveness of the internal control system and the external auditor underpinning the process for the preparation and disclosure of financial information.

CROCI's responsibilities specifically include:

- Verifying whether the operational risk management procedures and methodologies are in conformity with BI's operational risk profile, strategy and policies and aligned with those of CGD group;
- Verifying whether the operational risk level is in agreement with the defined profile and limits;



- Monitoring the results obtained from the different management methodology components implemented, namely the process comprising information on operational risk events, self-assessment of risks and controls and risk indicators;
- Approving action plans designed to mitigate operational risk and strengthening the internal control system, informing the board of directors and executive committee thereof;
- Analysing and assessing current situations communicated to GAI on a monthly basis by the owners, on the status of the resolution of the internal control deficiencies, measures proposed to mitigate the identified risks and the justification and reasoning for non-compliance with the periods proposed for their implementation.

Internal audit office (GAI)

GAI's functions involve control, internal audit and the monitoring of Banco Interatlântico's internal control systems. It is responsible for the following functions:

- Producing and controlling the audit activities plan, the office's budget and performance objectives, as well as identifying auditors' training needs and working with the human resources office on the planning and implementation of the respective actions;
- Ensuring, through the compliance officer and in articulation with Banco Interatlântico's compliance office, compliance with legal obligations, conduct and other applicable duties in the compliance risk management sphere;
- Undertaking audit actions – operational and/or conformity – on the business units comprising the branch office network – general branches, corporate and personal customers offices and special customers units, branch office network support and credit recovery – assessing the adequacy of organisational and functional models, risk control support processes, safeguarding of assets, accuracy and integrity of information, compliance with standards and regulations and the economic and rational use of human and material resources;
- Undertaking audit actions – operational, financial, management and/or conformity – in the central structures sphere, assessing the effectiveness and efficiency of activities and functions support processes, adequacy of organisational models and models governing operational and commercial strategy and defined risk profiles, accuracy and integrity of accounting and financial information, compliance with laws and regulations, safeguarding of assets and the economic and rational use of resources;
- Undertaking specific audit actions, planned or decided on account of occasional developments – frequency and level of risk attached to the deficiencies/mistakes found in the sphere of the monitoring of warnings/indicators – based on data housed in information systems;



- Issuing recommendations on the identification of deficiencies/weaknesses in control and following up these recommendations whenever justified;
- In the sphere of audits, to assess the current status of “process catalogue” documentation and reach a conclusion on the effectiveness of key control procedures for risk mitigation purposes;
- Systematically and continuously analysing warnings/indicators, assessing the regularity and conformity of operations with standards, identifying mistakes or deficiencies and proposing measures to resolve them;
- Managing audit and internal control issues, in addition to the recommendations of supervisory and inspection bodies;
- Promptly overseeing the action plans/commitments of responsible structural bodies for the implementation thereof, keeping in permanent touch with them;
- Producing the annual report on audit issues, in conformity with the requirements defined by the supervisory entities;
- Developing activities for the preparation and systemisation of the information to be included in the regulatory report on the bank’s internal control system;
- Overseeing initiatives and/or structuring projects, with an impact on Banco Interatlântico’s internal control system and environment;
- Ensuring regular contact with other areas with control, risk management and compliance functions;
- Examining irregularities, anomalies and inadequate professional conduct, when requested by the management and supervisory bodies, in order to ascertain the facts and any material and/or disciplinary responsibilities;
- Examining and analysing complaints namely those relating to banking fraud, in addition to examining their corresponding characteristics in order to prevent them from being committed, overseeing the processes to which they may give rise;
- Producing and disclosing recommendations on fraud prevention mechanisms;
- Collaborating with CGD’s internal audit division under the terms of the letters of commitment and in accordance with the corporate oversight methodology.

Risk management office (GGR)

The risk management office is an area with risk control responsibilities.

The objective of this office is to ensure management coordination, overseeing risk control resulting from Banco Interatlântico’s activity, namely based on the:



- Prompt, full design, development and implementation of risk management on the bank's activities, including risk management and analysis models;
- Coordination and/or participation in the bank's transversal structuring projects, issued by the supervisory authorities or imposed by shareholders resulting in alterations to the bank's risk management processes and procedures;
- Providing assistance on the operationalisation of the risk management and ALCO committees.

It is also responsible for the risk management function on a local level in conformity with corporate guidelines.

Principal types of risk

| Type of risk | Outlook | RAS Metrics | Rationale |
|----------------------|--------------------|---|---|
| Solvency risk | Increase | <ul style="list-style-type: none"> • <i>Total capital ratio</i> ● • <i>Leverage ratio</i> ● | Notwithstanding the fact the no alterations having an impact on capital are envisaged in terms of the fiscal system there are concerns over eventual changes to local regulation by the supervisor which may impact the method for calculating RWAs and provisions. Any changes could have a negative effect on the solvency ratio (total capital ratio). In spite of this, the solvency ratio and public tenders and their impacts are constantly monitored and projections containing the estimated impacts on own funds are periodically produced, permitting active preventative management and mitigating the overall risk perception. |
| Credit risk | Stable Decrease | <ul style="list-style-type: none"> • <i>Impairment coverage of NPEs</i> ● • <i>Cost of risk</i> ● • <i>NPE Ratio</i> ● • <i>NPL ratio</i> ● | <p>The credit portfolio is concentrated and trending downwards. This is, to a certain extent, correlated with the size of the country.</p> <p>Several court-based recovery actions were taken in 2019 together with a credit assignment involving one customer, with some of the bank's largest NPEs/NPLs being resolved, helping to reduce the NPL ratio, from 18% in 2018 to 13.2%. The NPE ratio was down from 13.2% in 2018 to 10% em 2019.</p> <p>Improvements have been made to the lending process and the</p> |



| | | | |
|--------------------|--------------------|---|---|
| | | | <p>bank has made significant endeavours to reduce default. Most of the portfolio is subject to mitigating factors which justify the global valuation of credit risk as being somewhat material.</p> |
| Strategy | Stable Decrease | <ul style="list-style-type: none"> • Return on equity (ROE) ● • Return on assets (ROA) ● • Cost to income ratio, recurrent ● | <p>Cape Verde has high levels of bank usage and economic stability, in addition to expectations of low loss levels deriving from climate change.</p> <p>Investment risk is considered to be low and likely to decrease with the disposal of the equity investment in BCA.</p> <p>The bank has implemented a collection of control and oversight mechanisms on strategic risk, in addition to investments in technology and human resources and expects significant improvements in operational and business terms.</p> <p>Several measures have been implemented over the last few years bringing organisational and functional changes making it possible to remedy a significant proportion of the deficiencies and define specific action plans to resolve the remaining difficulties. The bank has an organisational structure handbook that defines the functions and competence of each department. Decisions are made by collegiate bodies (credit committee, executive committee, board of directors), depending on the issues and amounts involved. The implementation of the risk appetite framework which is monitored monthly has also helped to reduce strategic risk.</p> |
| Market risk | Stable Decrease | <ul style="list-style-type: none"> • Total abs. net value of exposure to FX risk ● • Sum of short FX ● | <p>Except for foreign exchange risk BI is not generally exposed to market risk (volatility). Approximately 90% of the bank's assets and liabilities are denominated in local currency, 10% in euros and the remainder (less than 1%) in US dollars. The existence of</p> |



| | | | |
|----------------------------------|--------|--|--|
| | | <ul style="list-style-type: none"> position (abs. value) FX position VaR ● | a fixed parity between the CVe. and euro enhances the perception of non-material risk. |
| Balance sheet interest rate risk | Stable | <ul style="list-style-type: none"> Economic value of equity at risk (var. ± 50bp) ● % OF Impact on earnings of the 12M accumulated repricing gap (var. ± 50bp) ● | <p>In spite of a certain optionality risk associated with the possibility of early withdrawals of deposits, in addition to the early repayment of loans, the risk is considered to be non-material from a net risk viewpoint.</p> <p>The bank has adopted mitigation measures for operations with a maturity of more than 5 years, for which an annual repricing system and reference index have been introduced (central bank's lending rate), and no significant market changes in terms of interest are expected.</p> <p>The accumulated 12 month gap on sensitive assets is 3.85% with a limited consumption of the RAS limit.</p> |
| Liquidity risk | Stable | <ul style="list-style-type: none"> Credit to deposits ratio ● Liquidity coverage ratio (LCR) ● Net stable funding ratio (NSFR) ● Collateral available for local central bank funding ● | <p>Gross liquidity risk is considered to be somewhat material as 98% of the bank's resources are deposits and it has a loans-to-deposits ratio of around 66%.</p> <p>The remaining deposits have been invested in liquid assets and 13% are kept as mandatory reserves with the Central Bank of Cape Verde.</p> <p>Considering the net risk outlook, owing to high liquidity assets and control mechanisms for liquidity management oversight, the risk is considered to be non-material.</p> <p>The LCR and NSFR in 2019 were always higher than the tolerance level in the RAS as well as in terms of risk appetite.</p> <p>In a contingency scenario the treasury bonds portfolio may be used as a liquidity generating instrument.</p> |



| | | | |
|----------------|--------|--|---|
| Sovereign risk | Stable | Duration of Sovereign bond portfolio ● Exposure to national sov. Risk (Cape Verde – only Tbills and Tbonds) ● | Ratings on Cape Verde from both Fitch and Standard & Poor's is B with a stable positive outlook associated with the prospects of the country's economic growth. Cape Verde enjoys political stability and government transitions do not involve major changes in macroeconomic aspects In light of the above, sovereign risk is considered to be somewhat material |
|----------------|--------|--|---|

Risk appetite governance model

The risk appetite statement or RAF sets out BI's strategy for the definition and communication of its risk appetite.

This model is a key element in the process for the development and implementation of the bank's strategy and risk appetite.

With the aim of operationalising the risk management processes across 2019, the bank has implemented a series of action plans designed to make up for any gaps that have been identified. The bank will continue the process of assessing the operationalisation of its policies and ensuring the implementation of action plans designed to make them fully operational in 2020.

Control mechanisms and procedures for complying with AML and CFT legislation

Money-laundering and the financing of terrorism have a worldwide impact that distorts and prejudices financial and economic systems.

In its awareness of the referred to phenomena BI has been permanently concerned over the need to combat the impact and negative effects thereof and bases its activity on principles of ethics, rigour, transparency, stability and safety.

The bank has accordingly set up a formal compliance function with sufficient autonomy and independent, permanent and effective responsibility, which is implemented by its compliance office (GFC) whose main objective is the management of compliance, anti-money laundering and combating the financing of terrorism risk, particularly focusing on compliance with legal obligations, good practice and ethical principles and the duties binding upon BI. This office is therefore responsible for coordinating and safeguarding the good performance of anti-money laundering and combating the financing of terrorism procedures and prevention of market abuse.



To comply with the legal and regulatory standards in force in Cape Verde and on a Caixa Geral de Depósitos, S.A. group corporate level regarding anti-money laundering and combating the financing of terrorism procedures it has implemented an effective risk-based approach to its internal control system enabling effective measures to be taken to assess, comprehend and attenuate risks and define adequate measures commensurate with the risk associated with the type of customer, business relationship, transaction, product and the source and destination of funds.

BI has implemented adequate AML and CFT computer tools to enable it to monitor transactions, classify customers by their risk level and filter sanctioned customers and politically exposed persons.

Reference should be made to the following activities in this area in 2019:

- On the *www.bi.cv* site reference is made to the publication of the principles governing the acceptance and maintenance of customers, updating of the AML statement, Wolfsberg questionnaire and sanctions policy;
- As required by article 40 of BCV *notice* 05/2017, reference should be made to the effectiveness tests on BI's internal control system with regard to AML and CFT, with an audit action having been performed by CGD's audit division and an entity contracted through KPMG;
- Production of a risks and controls table and business risks assessment controls table as regards AML and CFT.
- By way of the duty to inform, BI employees were given two AML and PLC training actions, one by BI's compliance office and another by the compliance office of parent company CGD.

Prevention of corruption

The policy for the prevention of corruption and connected infractions (PPCIC) was approved and published in 2019. The policy defines the guideline principles on the detection and prevention of corruption and connected infractions, lists the areas with greater exposure thereto and describes prevention measures and respective responsible officers and the rules applicable to the monitoring, assessment and updating of the policy itself.

It should also be noted that under the PPCIC, CGD trains all employees on issues related to the prevention of corruption and connected infractions.

BI, herein, adopted the plan for the prevention of corruption and connected infractions that includes the guidelines issued by its policy for the prevention of corruption and connected infractions (PPCIC). All BI employees were given training on this issue.

Reporting of irregularities ("whistleblowing")



BI's adoption of an internal communication on irregular practices system (SCIPI) is in line with the guidelines issued by international and national authorities.

BI has implemented an internal standard regulating the reporting of irregular practices, setting out the characteristics of the treatment afforded to communications, communications circuit and parties to the system.

BI's SCIPI system provides a duly regulated circuit to ensure the confidentiality of its treatment of information in addition to a policy of non-retaliation against informants who act in good faith and not anonymously.

Article 34 of BI's code of conduct establishes the following, in alignment with values of transparency, responsibility and integrity: *BI provides a circuit governed by a specific internal regulation on the internal reporting of irregular practices alleged to have taken place in the sphere of its activity, ensuring confidentiality in handling the treatment of such information in addition to non-retaliation against informants when the complaint is made in good faith and not anonymously.*

BI, accordingly, incentivises its employees to use its *CIPi* ("internal reporting of irregular practices") procedure which includes the reporting of management acts performed in BI's name or under its control when in breach of laws, regulations and other accounting-related standards, internal accounting controls, audits, corruption and banking and financial crime.



8. Appendices

Appendix 1 – Résumés of statutory bodies

Professional qualifications and curricular information on members of the board of directors

CHAIRMAN

José João Guilherme

Academic qualifications

- MA student in economics at the Faculty of Economics of Universidade Nova de Lisboa
- Degree in economics from Universidade Católica Portuguesa
- Customised programme for BCP staff, from INSEAD
- PADE (senior corporate management programme) from AESE
- Programme for executives from INSEAD

Current professional status

- Chairman of the board of directors of Banco Interatlântico
- Member of the board of directors and executive committee of Caixa Geral de Depósitos

Professional experience of relevance to position

- Cooperation with Private Equity ECS Capital, on the board of several companies
- Member of the board of directors of Novo Banco
- Vice-chairman of the companies Investwood and IFM SA and chairman of VIROC, SA
- Executive board member of Banco Comercial Português
- Member of the board of ELO-Associação Portuguesa para o Desenvolvimento Económico e Cooperação
- Chairman of the remuneration committee of SOFID
- Member of the board of directors of Millennium BCP Foundation
- Member of the board of directors and vice-chairman of the board of directors of Millennium BIM Moçambique
- CEO of Millennium BIM Moçambique



VICE-CHAIRMAN

José António da Silva de Brito

Academic qualifications

- Postgraduation in the senior banking management course of the Instituto Superior de Direcção Bancária and Universidade Católica Portuguesa (1991-1992)
- Degree in economics from the Faculty of Economics of Universidade Nova de Lisboa (1987).
- Participation in the 1990 edition of the "International Banking Programme", organised by the Surrey Summer School in London

Current professional status

- Vice-chairman of the board of directors of Banco Interatlântico
- Executive member of the board of directors of Caixa Geral de Depósitos as CFO

Professional experience of relevance to position

- Managing director of CGD's financial markets division as the senior officer for the treasury, debt issuances and management of the investment and trading portfolios
- Executive board member of MTS – Portugal, Sociedade Gestora do Mercado Especial da Dívida Pública, SGMR, SA, representing CGD
- Director of CGD's financial markets division
- Member of the board of directors of Caixagest-Técnicas de Gestão de Fundos SA, representing CGD
- Deputy director of CGD's treasury and capital markets division
- CGD sub-director responsible for the trading room
- Head of CGD's money markets room

MEMBER

Pedro Bruno Cardoso Braga Gomes Soares

Academic qualifications

- Postgraduation in business management from INDE/ISCTE, Lisbon, Portugal
- Degree in law, Faculty of Law – University of Lisbon, Portugal

Current professional status



- Member of the board of directors and chairman of the executive committee of Banco Interatlântico, S.A.

Professional experience of relevance to position

- Deputy managing director (non-resident), Luxembourg branch – CGD
- Director of corporate governance support division (DGC) – CGD
- Deputy director (non-resident), Luxembourg branch – CGD
- Director of international business division (DNI) – CGD
- Technical officer in international business division (DNI) – CGD
- Head office liaison officer, London branch – CGD

MEMBER

Manuel Fernando Monteiro Pinto

Academic qualifications

- Postgraduation in internal audit and management control from ISCTE/INDEG Portugal
- Degree in banking management from ISGB, Portugal

Current professional status

- Member of the board of directors and member of the executive committee of Banco Interatlântico, S.A.

Professional experience of relevance to position

- Chairman of the executive committee and member of the board of directors of BISTP
- Guest lecturer on general accountancy course in IPA
- Coordinator of branch office audit in DAI – Caixa Geral de Depósitos
- Internal auditor in DAI – Caixa Geral de Depósitos
- Technical officer in CGD's operational support division
- Commercial functions in CGD branch offices

MEMBER



Fernando Manuel Domingos Maximiano

Academic qualifications

- PADE (senior corporate management programme) – IESE-University of Navarra
- Degree in corporate organisation and management – Instituto Superior de Economia e Gestão

Current professional status

- Member of the board of directors and member of the executive committee of Banco Interatlântico, S.A.
- Member of the board of directors of Caixa Gestão de Activos

Professional experience of relevance to position

- Member of the board of directors of Fundger (formerly Fundimo)
- Member of the board of directors of Sogrupu III, in CGD Luxembourg (Lusopensiones and Lusogest)
- Member of the board of directors of Caixagest
- Director general of Caixagest
- Investment portfolio manager at Caixagest
- Investment portfolio manager at UAP-Union des Assurance de Paris

MEMBER

Eurisanda Venulda Cardoso Tavares Rodrigues

Academic qualifications

- MA degree in mathematics and applications, from the Faculty of Science and Technology of Universidade Nova de Lisboa
- Degree in mathematics from the Faculty of Science and Technology of Universidade Nova de Lisboa

Current professional status

- Member of the board of directors and member of the executive committee of Banco Interatlântico, S.A.

Professional experience of relevance to position

- Coordinator of the executive committee support office of Banco Interatlântico



- Responsible for the management planning and information area of Banco Interatlântico
- Technical officer in risk management office of Banco Interatlântico
- Financial audit in Deloitte

MEMBER

Dirceu César Lopes do Rosário

Academic qualifications

- Masters in management and industrial strategy from ISEG-Instituto Superior de Economia e Gestão of the University of Lisbon
- Postgraduation in business finance and control from ISCTE-Instituto Universitário de Lisboa
- Degree in accountancy and audit from Instituto Superior de Contabilidade e Administração de Coimbra

Current professional status

- Member of the board of directors and member of the executive committee of Banco Interatlântico, S.A.

Professional experience of relevance to position

- Coordinator of the credit risk office of Banco Comercial do Atlântico (BCA)
- Senior technical officer/credit risk analysis at Banco Comercial do Atlântico (BCA)

MEMBER

Paulo Jorge Carneiro de Figueiredo Silva

Academic qualifications

- Student on masters in statistics and information management course – ISEGI, Universidade Nova de Lisboa
- Degree in management from Instituto Superior de Gestão, Lisbon
- APG senior advanced management course - Amana-Key, São Paulo

Current professional status:

- Member (non-executive) of the board of directors of Banco Interatlântico
- Chairman of the board of directors of Empreitel Figueiredo, SA
- Chairman of the board of directors of ITS-Imobiliária Turística de Salamansa, SA



- Chairman of the board of directors of Figueiredo, SGPS group

Professional experience of relevance to position

- Board member and chairman of the board of directors of engineering and construction company Empreitel Figueiredo, SA
- Board member and chairman of the board of directors of ITS - Imobiliária Turística de Salamansa
- Director of STM-Sociedade de Transportes Marítimos, SA
- Managing partner of AUDIT- Auditoria e Consultoria, Lda
- Managing partner of COSEL- Corretores de Seguros, Lda

MEMBER

Maria João Duarte Fonseca Pacheco de Novais

Academic qualifications

- Magistrates' course – Centro de Estudos Judiciários de Lisboa
- General management course – Instituto Superior de Gestão
- Degree in law from the Faculty of Law of the University of Lisbon.

Current professional status

- Member (non-executive, independent) of the board of directors of Banco Interatlântico
- Partner and lawyer – MJN Advogados

Professional experience of relevance to position

- Independent advisor to the power generator of the Government of Cape Verde
- Legal advisor to the 4th World Economic Forum
- Partner of Brown Rudnick LLP, providing legal advisory services to the Ministry of Finance (TACV Cabo Verde Airlines debt settlement process)
- Legal counsel to ENAPOR, as part of the arbitration process related to port of Sal Rei-Boa Vista
- Legal counsel to the privatisation unit of the Cape Verde exchequer
- Legal counsel to Cabo Verde Investimento in the negotiations with an international group for the privatisation process of all Cape Verde ports, Ministry of Finance, for the development of the first and second Millennium Challenge Account programme pacts



- Legal counsel to the Government of Cape Verde's Ministry of Finance's national mission group for the development of the first and second Millennium Challenge Account programme pacts
- Consultant to the World Bank on Cape Verde's public tenders law
- Consultant to the World Bank and Dutch Embassy on CPAR (Country Procurement Assessment Report) for public tenders in Cape Verde

MEMBER

Maria Zenaida da Rocha Costa Neves Leite

Academic qualifications

- Doctorate student in management, Minho University – Portugal
- Masters degree in global management from ISCTE - Instituto Superior de Ciências do Trabalho e da Empresa – Lisbon – Portugal
- Degree in corporate management from the Federal University of Rio Grande do Sul - Porto Alegre - Brazil

Current professional status:

- Member (non-executive, independent) of the board of directors of Banco Interatlântico
- Lecturer and researcher at the Escola de Negócios e Governação at the University of Cape Verde

Professional experience of relevance to position

- Chair of board of directors of Escola de Negócios e Governação at the University of Cape Verde
- Executive board member of Correios de Cabo Verde
- University lecturer
- Technical officer at investments department of Agência Cabo-Verdiana de Investimentos
- Technical officer at customer service – TACV - Cabo Verde Airlines
- Director of customer relations – TACV - Cabo Verde Airlines
- Technical office in commercial area of Cabo Verde Telecom

MEMBER

Ana Maria Machado Fernandes

Academic qualifications



- Risk management in banking/INSEAD
- International directors programme / INSEAD (2018/2019)
- MBA in management from Escola de Gestão do Porto
- Postgraduation in international finance from the Faculty of Economics – Porto
- Degree in economics, from the Faculty of Economics – Porto

Current professional status

- Member (non-executive, independent) of the board of directors of Banco Interatlântico, S.A.¹⁷
- Member (non-executive, independent) of the board of directors of Caixa Geral de Depósitos, S.A

Professional experience of relevance to position

- Member of the board of directors of EDP Renováveis Brasil
- Member of the advisory board of EDP Foundation
- Chair of EDP Brasil – Energias de Portugal no Brasil – chair and CEO of Instituto EDP Brasil and chair of EDP Renováveis Brasil
- CEO of EDP Brasil
- Member of the board of directors of EDP-Energias de Portugal
- Responsible for the strategy and management portfolio of Gás de Portugal
- Director of corporate finance in BPI
- Director of corporate finance in EFISA - Engenharia Financeira, SA.

CHAIRMAN

Alfredo Manuel Antas Teles

Academic qualifications

- Degree in economics, from the Faculty of Economics – Porto, 1986

Current professional status

- Chairman of the board of directors of Banco Interatlântico, S.A.¹⁸

¹⁷ Up until April 2020.

¹⁸ Up until 17/09/2019.



Professional experience of relevance to position

- Member of the board of directors and chairman of the executive committee of Caixa Capital – Sociedade de Capital de Risco, S.A.
- Member of the board of directors of Caixa de Desenvolvimento, SGPS, S.A.
- Member of the board of Directors of Sofid, S.A.
- Director of the board of directors' support unit of Caixa Geral de Depósitos, S.A.
- Vice-chairman of IAPMEI
- Vice-chairman of ICEP Portugal
- Vice-chairman of Agência Portuguesa de Apoio ao Desenvolvimento (APAD)
- Board member of several Caixa Geral de Depósitos group banks (France, Spain, Mozambique and Cape Verde)
- Coordinating director of the international division of Caixa Geral de Depósitos
- Director of the Porto regional division of Caixa Geral de Depósitos, S.A.
- Member of the board of directors and supervisory board (in the Cisf – Risco venture capital company as chairman and Promindústria as a board member, *inter alia*), companies associated with Caixa Geral de Depósitos group
- Board member of NORPEDIP
- Member of the board of directors and supervisory board of companies associated with CISF group
- Director of CISF
- Technical officer at Caixa Geral de Depósitos, S.A.

VICE-CHAIRMAN

Teófilo de Figueiredo Almeida Silva

Academic qualifications

- Postgraduate student in theory and political science at Universidade Católica de Lisboa, Portugal
- Degree in civil engineering from Northeastern Boston University, USA

Current professional status



- Vice-chairman of the board of directors of Banco Interatlântico, S.A.¹⁹

Professional experience of relevance to position

- Technical and production manager of Empreitel Figueiredo, S.A.
- Director of the “Expansion and rehabilitation of São Pedro airport – S. Vicente Island, Cape Verde” project
- Expansion and rehabilitation of São Pedro airport – S. Vicente island, Cape Verde”
- Ambassador of Cape Verde to Portugal, Spain and the Vatican
- Minister of infrastructures and transport of the Government of Cape Verde
- Deputy director of Praia Harbour project, Santiago island
- Managing partner of Empreitel Figueiredo, S.A.

MEMBER

João Carlos Aguiar Cristóvão

Academic qualifications

- Masters degree in development and international cooperation from Instituto Superior de Economia e Gestão of Universidade Técnica de Lisboa
- Postgraduation in development economics from Instituto Superior de Economia e Gestão of Universidade Técnica de Lisboa
- Degree in economics from Instituto Superior de Economia e Gestão of Universidade Técnica de Lisboa

Current professional status

- Member of the board of directors and member of the executive committee of Banco Interatlântico, S.A.²⁰

Professional experience of relevance to position

- Non-executive board member of Banco Internacional de São Tomé e Príncipe
- Advisor to the board of directors of Banco Comercial e de Investimentos (BCI), Maputo, Mozambique

¹⁹ Up until 17/09/2019.

²⁰ Up until 17/09/2019.



- Member of the advisory board of Casa das Artes, Criação, Ambientes e Utopias (CACAUI), cultural association of São Tomé e Príncipe
- Non-executive board member of Sociedade Gestora de Meios de Pagamentos de São Tomé e Príncipe (SPAUT)
- Chairman of Portuguese businessmen and managers club of São Tomé e Príncipe
- Chairman of the executive committee of Banco Internacional de São Tomé e Príncipe
- Chairman of the board of directors of Interbancos, Moçambique – Sociedade Gestora de Meios de Pagamentos
- Non-executive board member of Sociedade Predial 4 Estações, Maputo, Mozambique
- Non-executive board member of Banco Internacional de São Tomé e Príncipe
- Executive board member of Banco Comercial e de Investimentos (BCI), Maputo, Mozambique
- Managing director of BCI – LEASING, SARL, Maputo, Mozambique
- Managing director of BCI – ALD, SARL, Maputo Mozambique
- Management member of the Mozambique Association of Banks, Maputo, Mozambique
- Non-executive board member of Interbancos, Moçambique – Sociedade Gestora de Meios de Pagamentos
- Executive board member of Banco Internacional de São Tomé e Príncipe

MEMBER

Jorge Fernando Gonçalves Alves

Academic qualifications

- Postgraduation in management from Universidade Católica Portuguesa
- Degree in law from the Faculty of Law of Universidade Clássica de Lisboa

Current professional status

- Non-executive board member of Banco Interatlântico, S.A.²¹

Professional experience of relevance to position

- Chairman of the executive committee of Garantia, Companhia de Seguros de Cabo Verde, S.A.
- Non-executive board member of Universal Seguros de Angola

²¹ Up until 17/09/2019.



- Non-executive board member of Promotora, Sociedade de Capital de Risco, S.A.
- Chairman of the board of directors and executive committee of Banco Interatlântico, S.A.
- Member of the board of directors of Garantia, Companhia de Seguros de Cabo Verde, S.A.
- Member of the board of directors of Promotora, Sociedade de Capital de Risco, S.A.
- Member of the board of directors of Sociedade Interbancária de Sistemas de Pagamento (SISP) representing Banco Interatlântico
- Member of the board of directors and chairman of the executive committee of Garantia, Companhia de Seguros de Cabo Verde, S.A.
- Member of the board of directors and executive board member of Garantia, Companhia de Seguros de Cabo Verde, S.A.

MEMBER

Elsa Helena Lopes Tavares

Academic qualifications

- Degree in law from Universidade Internacional da Figueira da Foz

Current professional status

- Non-executive board member of Banco Interatlântico, S.A.²²

Professional experience of relevance to position

- Member of the supervisory board of Banco Interatlântico, S.A.
- Lecturer in economics, management and law at Instituto Jean Piaget de Cabo Verde
- Partner and coordinator of Carlos W. Veiga & Associados
- Associate, practising law and consultancy at WV Consultores

Professional qualifications and curricular information on members of the supervisory board

CHAIRMAN

José Manuel Nunes Liberato

²² Até 17/09/2019.



Academic qualifications

- Degree in economics from Instituto Superior de Economia (Universidade Técnica de Lisboa).

Current professional status

- Chairman of the supervisory board of Banco Interatlântico

Professional experience of relevance to position

- Chief of staff of the civil household of the Presidency of the Portuguese Republic
- Director responsible for the areas of agriculture, fisheries, regional policy, transport and tourism, employment and social and cultural affairs of the European Parliament
- Secretary general of APIEE (Portuguese Association of Electrical Sector Industrialists)
- Member of the board of directors of the Foreign Investment Institute
- Economic expert to the environmental and international investment and multinational companies committees, *inter alia*, of the United Nations and Council of Europe

MEMBER

José Mário de Sousa

Academic qualifications

- Currently studying for an MA qualification in fiscality – ISCAL/ISCEE
- Postgraduation in fiscality – ISCAL/ISCEE
- Degree in law from Havana University
- Higher course in account auditing operations (equivalent to a first degree in administration and accountancy) – Escola de Negócios e Governação de Cabo Verde (formerly CENFA)

Current professional status

- Member of the supervisory board of Banco Interatlântico, S.A.
- Chairman of the board of directors of OPACC

Professional experience of relevance to position

- Chairman of the technical board of OPACC
- Inspector-General of Finance – IGF
- Chairman of the liquidation committee of Arca Verde



- Chairman of the liquidation committee of Caixa de Crédito Rural de Santa Catarina
- Head of department – Tax Office – Praia

MEMBER

Carlos Alberto Rodrigues

Academic qualifications

- Masters in corporate management from ISCTE, Portugal
- Degree in accountancy and administration, specialising in financial auditing from Instituto Superior de Contabilidade e Administração de Lisboa, Portugal
- Bachelors' degree in accountancy and administration from Instituto Superior das Ciências Económicas e Empresariais, Cape Verde

Current professional status

- Permanent member of the supervisory board of Banco Interatlântico, S.A. ²³
- Deputy member of the supervisory board of Banco Interatlântico, S.A. ²⁴
- Director general of Hotel Foya Branca, SA, São Vicente, Cape Verde

Professional experience of relevance to position

- Executive board member of MEDICENTRO, Lda, São Vicente, Cape Verde
- Lecturer at Universidade Lusófona, São Vicente, Cape Verde
- University lecturer at ISCEE, São Vicente, Cape Verde
- Technical supervisor of the accountancy and audit area of CONFIRA, Lda, São Vicente, Cape Verde
- Administrative and financial manager of ALUCAR, SA., São Vicente, Cape Verde
- Member of the supervisory board of Electra, SA
- Sole auditor FAMA, SA

MEMBER

²³ From May 2020.

²⁴ Up until April 2020.



Jaqueline Vieira Ramos Canuto

Academic qualifications

- Doctorate in marketing from ISCTE, Portugal
- Masters degree in marketing from the Faculty of Economics (FEP) of the University of Porto, Portugal
- Postgraduation in business sciences, specialising in business strategy from the Faculty of Economics (FEUC) – University of Coimbra, Portugal
- Degree in corporate organisation and management from the Faculty of Economics (FEUC) – University of Coimbra, Portugal
- Certified account registered with the OCC (Order of Certified Accountants) in Portugal

Current professional status

- Member of the supervisory board of Banco Interatlântico, S.A.²⁵
- Chair of the board of directors (executive function), ALUCAR, SA, Cape Verde

Professional experience of relevance to position

- Chair of the board of directors (non-executive function) – SILMAC, SA, Cape Verde
- Chair of the board of directors (executive function) – ONDS, Cape Verde
- Executive director of ALIMÓVEL, Cape Verde
- Executive director of ABICOR – Abílio Monteiro & Filhos Lda., Cape Verde
- Chair of the board of directors of António e Iolanda Canuto Foundation, Cape Verde
- Executive director of CGC, Lda., Cape Verde

Professional qualifications and curricular information on members of the remuneration committee

CHAIRMAN

David Hopffer Cordeiro Almada

Academic qualifications

- Degree in law from the University of Coimbra

²⁵ Up until February 2020.



Current professional status

- Chairman of the remuneration committee of Banco Interatlântico²⁶
- Lawyer
- Managing partner of D. Hopffer Almada & Associados – Sociedade de Advogados, RL

Professional experience of relevance to position

- Minister of Justice (accumulation) of the Government of Cape Verde
- Minister of Information Culture and Sports of the Government of Cape Verde
- Chairman of the Committee for Administrative Reform
- Minister of Justice of the Government of Cape Verde
- Deputy secretary to the Ministry of Justice and Social Affairs of the transitional Government of Cape Verde
- Member of government with special responsibilities for the area of legislation
- Officer in full or joint charge of various committees or taskforces, charged with preparing and drafting texts on laws on various issues and sectors of activity
- Lawyer and legal counsel to various national and international institutions and companies

MEMBER

Maria Inês Caldeira Guimarães de Sampaio Melo

Academic qualifications

- Postgraduation in ethics and social responsibility from Universidade Autónoma de Lisboa
- Degree in human resources management from Instituto Superior da Maia

Current professional status

- Member of the remuneration committee of Banco Interatlântico, S.A.²⁷
- HR development manager for Portugal, Angola and Cape Verde at Coutinho, Neto & Orey, Consultores Associados de Gestão, Lda.

²⁶ Up until 30/12/2019.

²⁷ Up until 30/12/2019.



Professional experience of relevance to position

- Human resources technical officer (responsible for the recruitment and selection areas; hiring process; skills management and development; performance management and development; compensation and benefits management; hygiene and medicine in the workplace; management of health and life insurance) – Tecnidata group
- Human resources technical officer in the human resources department (responsible for the recruitment and selection; compensation and benefits; performance appraisals and career management areas) – COMPAQ – Computer Portugal
- Recruitment and selection technical officer in the human resources department of SONAE group company Continente Vasco da Gama
- Trainee in the human resources department of the BAVIERA Comércio de Automóveis, S.A. company

MEMBER

Fernando Manuel Simões Nunes Lourenço

Academic qualifications

- Postgraduation in marketing and commercial management and financial services from Instituto de Formação Bancária
- Corporate management programme (PDE) – AESE
- Degree in corporate management from Instituto Superior de Economia e Gestão (ISEG)

Current professional situation

- Member of the remuneration committee of Banco Interatlântico, S.A.²⁸

Professional experience of relevance to position

- Deputy member of the supervisory board of Banco Interatlântico, S.A.
- Director in the corporate governance support area of CGD
- Member of the wages committee of CAIXATEC – Tecnologias de Comunicação, S.A.
- Member of CGD Pensões – Sociedade Gestora de Fundos de Pensões, S.A.
- Chairman of HPP International-LUX, SARL

²⁸ Up until 30/12/2019.



- Chairman of the board of directors of HPP International Ireland Limited
- Director – commercial area – BNU and CGD
- Technical officer in the commercial area – BNU
- Head of services and financial director – SMEs

9. Opinion of the supervisory board

In fulfilling its responsibilities, as defined in item 2 of article 2 of the Bank of Cape Verde's *notice 7/2017* – Regulation on the annual corporate governance report, the supervisory board shall, in an opinion appended to the report, certify if the report on the corporate governance structure and practice fully complies with the dispositions of item 1 of article 2 of *notice 7/2017* and with the structure of the report defined in the appendix to *notice 7/2017*.

The supervisory board has assessed the level of compliance with good corporate governance practice binding upon BI in accordance with the corporate governance code for financial institutions and definition of the rules regarding the context of the corporate governance report as referred to in *notice 7/2017* and AGMVM (general securities market audit) regulation 1/2016 upon which it issues the following opinion:

1. On the structure of the corporate governance report:

| | | Identification | | Disclosure | |
|-----------------------------|---|----------------|----|------------|----|
| CORPORATE GOVERNANCE REPORT | | Yes | No | Yes | No |
| A. | Declaration of compliance | ✓ | | ✓ | |
| B. | List of shareholders | ✓ | | ✓ | |
| I. | Equity structure | ✓ | | ✓ | |
| II. | Equity investments and bonds held | ✓ | | ✓ | |
| C. | Statutory bodies and committees | ✓ | | ✓ | |
| I. | General meeting | ✓ | | ✓ | |
| a) | Composition of the board of the general meeting | ✓ | | ✓ | |
| b) | Exercising of voting rights | ✓ | | ✓ | |
| II. | Management | ✓ | | ✓ | |



| | | | | | |
|------|---|---|--|---|--|
| a) | Composition | ✓ | | ✓ | |
| b) | Operation | ✓ | | ✓ | |
| c) | Board of directors or supervisory board committees and their managing directors | ✓ | | ✓ | |
| III. | Supervision | ✓ | | ✓ | |
| a) | Composition | ✓ | | ✓ | |
| b) | Operation | ✓ | | ✓ | |
| c) | Responsibilities and functions | ✓ | | ✓ | |
| IV | External auditor | ✓ | | ✓ | |
| VI | Transactions with related parties | ✓ | | ✓ | |
| VII. | Remuneration | ✓ | | ✓ | |
| IX | Internal control and risk management | ✓ | | ✓ | |

The supervisory board considers that the report is fully compliant with the structure defined in the appendix to *notice 7/2017* (mandatory information)

2. On the contents of the document:

The supervisory board considers that the information submitted in the report is complete, true, clear and objective.

3. On corporate governance practice:

The bank is compliant with most of the recommendations of the corporate governance code: i) is part-compliant with two recommendations, ii) is non-compliant with one recommendation and iii) is compliant with the remaining recommendations applicable to it.

As regards the recommendations with which the bank is part-compliant reference should be made to the fact that:

- a) As regards the recommendation on an adequate proportion of non-executive board members, the supervisory board notes the steps being taken to appoint a member that the BCV considers to be



independent following the resignation of a member elected as an independent by shareholders and who the BCV did not consider to be independent;

- b) As regards the gender equality policy in the composition of the statutory bodies, the supervisory board recognised the continuous, positive evolution occurring in comparison to the preceding year.

As regards the recommendation with which the bank is non-compliant, related to the independence of the chairman of the supervisory board, the supervisory board merely wishes to note that there has been no change of officeholder but rather that the BCV's classification has changed and that shareholders have been advised of this fact.

In light of the above, the supervisory board considers that there has been a positive level of evolution in the level of compliance with good practice and, aware of the difficulty in the market of ensuring full compliance therewith, recommends that shareholders should continue to achieve further compliance with and acceptance of all of the recommendations of the corporate governance code.

Praia, 26 June 2020

CHAIRMAN OF THE SUPERVISORY BOARD

(José Liberato)

SUPERVISORY BOARD MEMBER

(José Mário de Sousa)

SUPERVISORY BOARD MEMBER

(Carlos Alberto Rodrigues)