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**REGULATIONS OF THE EXECUTIVE COMMITTEE**  
**BANCO INTERATLÂNTICO, S.A.**

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Approved on 30 December 2019



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## **SUBJECT MATTER**

1. These Regulations of the Executive Committee of Banco Interatlântico, S.A. ('BI') set out its rules in terms of powers, organisation and operation, in addition to all legal and statutory provisions, with which its interpretation shall comply.

## **APPOINTMENT AND COMPOSITION**

2. The Executive Committee shall consist of five members of the Board of Directors, appointed by it, including its Chairman.
3. The Members of the Executive Committee may not be part of any of the Board of Directors' Special Committees.

## **COMPETENCES**

4. The Board of Directors delegates the day-to-day management of the Company to the Executive Committee.
5. The Board of Directors shall decide on the limits of the delegation of powers granting on it, for that purpose, the necessary powers and competences, except for those reserved for itself in accordance with legal and statutory provisions.
6. The delegation of powers of the Board of Directors to the Executive Committee is expressed, in addition to the provisions of the Law and the Articles of Association, by the Policies, Regulations and Risk Appetite Statement approved by the Board of Directors.
7. Without prejudice to its collegiate competence, the Executive Committee may assign to one or more of its Members direct responsibility for specific areas and sub-delegate to one or more of its Members the exercise of one or more of its delegated powers.

## **MEETINGS AND ABSENCE SCHEME**

8. The Executive Committee shall meet, ordinarily, at least twice a month, as well as whenever convened by its Chairman or at the request of any of its Members.
9. Except in cases where the Executive Committee may have to meet in an emergency, its meetings shall be convened by its Chairman, at least two days in advance, with an express mention of the matters to be included on the agenda.
10. Meetings can be convened through a written notification (email) or by simple verbal notification, including by telephone.

11. As a general rule, any preparatory documents necessary for meetings, whose prior analysis is considered convenient by the Director in Charge of the matter concerned, must be delivered to the Bank's Secretary at least two days prior to the date of the meeting, with scheduling request to the EC. The Bank's Secretariat shall promptly distribute to each Member of the Executive Committee the preparatory documents for the meetings sent to it under the terms of this paragraph.
12. Meetings of the EC shall be presided over by the respective Chairman, or, in case he cannot attend, by a Member of the Committee elected by the other members to do so.
13. The deliberations of the Executive Committee are taken by a simple majority of the votes of its Members, the Chairman having a casting vote, namely of opposition, in which case the grounds must be expressly registered in the Minutes.
14. Members of the Executive Committee who attend meetings via telematic means shall be considered to attend.
15. Members of the Executive Committee that, without a justification accepted by the latter, fail to attend more than two meetings during one fiscal year, shall be considered definitively absent.
16. Definitive absences shall be declared by the Executive Committee.
17. The Executive Committee may appoint a member to provide support to the functioning of the Executive Committee and the holding of its meetings.
18. The Executive Committee may also be organised into Specialised Committees, with regular frequency, to be determined in specific Regulations.

## MINUTES

19. The Bank's Secretariat or the person appointed by the Executive Committee for that purpose shall draw up the minutes of all the meetings of the Executive Committee, which shall include the proposals submitted, the discussions, comments and contributions made by its Members and by participants from the Bank's structures during the meeting, the resolutions adopted, expressly stating the respective justification/basic rationale and any vote statements made by any Member during the meeting.
20. It shall be incumbent upon the Secretariat, or the person appointed by the Executive Committee for that purpose, to circulate the meeting minutes to every Member of the Executive Committee who attended the respective meetings, for review, approval and signature, in the shortest possible time after the respective meeting.
21. All minutes of the Executive Committee's meetings shall be kept in hard-copy format, in the corresponding minutes book, and computerised copies of those minutes must also be extracted and archived in a secure and restricted-access file.



## **SUPPORT STRUCTURES**

22. The Executive Committee may appoint, whenever it may deem necessary, one or more supporting members with experience in their areas of competence, to provide information and perform works with a view to substantiating its analyses and conclusions.

## **CONFLICTS OF INTEREST**

23. The Global Policy for the Prevention and Management of Conflicts of Interest in force in the Bank and published in the Internal Regulations System shall apply to the prevention and management of situations constituting actual or possible conflicts of interest.

## **AMENDMENTS AND FINAL PROVISIONS**

24. Any amendments to these Regulations shall be approved by a majority of the Members of the Board of Directors.
25. In any matters not provided for in these Regulations of the Executive Committee, the provisions of the Regulations of the Board of Directors shall apply and the latter shall prevail in case of conflict with the former.