



Comisión Nacional del Mercado de Valores

C/ Edison, 4
28010 – Madrid

Madrid, 28 June 2021

Dear Sirs,

Pursuant to the provisions of Article 227 of the Securities Market Act (in the text established by Royal Decree-Act 19/2018, of 23 November 2018), we hereby inform this National Commission of the following

OTHER RELEVANT INFORMATION

The Board of Directors of Corporación Financiera Alba, S.A., has passed, 13 May 2021 a resolution to amend Articles 5 and 22 of the Regulation of the Board of Directors (approved on 24 April 2007 and modified on 30 September 2010, 5 May 2015, 3 May 2016 and 26 October 2020), that, from now on, will be drafted as indicated on Annex to this communication. This amendment was reported at the General Shareholders' Meeting held on 21 June 2021.

Likewise, in order to incorporate the amendments made to the Capital Companies Act by Act 5/2021 of 12 April, regards the encouragement of long-term shareholder engagement in listed companies, certain articles of the Audit and Compliance Committee Regulations have been amended.

Yours faithfully,

José Ramón del Caño
General Secretary



ANNEX

Pursuant to the resolution passed by the Board of Directors of Corporación Financiera Alba, S.A., held on 13 May 2021, Articles 5 and 22 of the Regulation of the Board of Directors (approved on 24 April 2007 and modified on 30 September 2010, 5 May 2015, 3 May 2016 and 20 October 2020), will be drafted as follows:

“Article 5. Functions

1. Except in those matters reserved for the competency of the General Shareholders' Meeting, the Board of Directors is the highest decision-making body of the Company.

The Board will perform its functions with uniform purpose and independence of judgment, dispensing the same treatment to all shareholders and being guided by the interests of the Company. It will likewise ensure that in its relationship with stakeholders, the Company respects the laws and regulations; fulfils its obligations and contracts in good faith; respects customs and good practice in those sectors and regions where it operates; and complies with any additional principles of social responsibility that it might voluntarily have espoused.

2. The policy of the Board is to delegate regular management of the Company to the CEO and the executive team, focusing its activities on the approval of the Company's strategy and the organisation required for the practical implementation thereof, in addition to supervision and oversight to ensure that Senior Management fulfil the objectives set and respect the corporate purpose and interest.

2.1. To this end, the plenary sessions of the Board enjoy the following exclusive powers:

- a) Supervision of the effective functioning of any committees that might be established and of the actions of delegated bodies and any appointed executives.
- b) Determination of the general strategies and policies of the Company.
- c) Authorisation or dispensation of obligations derived from the duty of loyalty.
- d) Its own organisation and functioning.
- e) The drawn up of annual accounts and the presentation thereof to the General Shareholders' Meeting.
- f) The formulation of any class of report legally demanded from the governing body, provided that the operation to which the report refers cannot be delegated.



g) The appointment and dismissal of the Managing Directors of the Company, and the establishment of the conditions of their contract.

h) The appointment and dismissal of any executives directly dependent on the Board or any of the members thereof, and the establishment of the basic conditions of their contracts, including their remuneration.

i) Decisions regarding the remuneration of Directors, within the context of the Bylaws and, where applicable, the remunerations policy approved by the General Shareholders' Meeting.

j) The announcement of the General Shareholders' Meeting and the preparation of the agenda and proposed resolutions.

k) Policy with regard to treasury stock.

l) Any powers that the General Meeting might have delegated to the Board of Directors, unless it was expressly authorised thereby to sub-delegate these.

2.2. The Board of Directors likewise enjoys the following exclusive powers, as the Company is a listed company:

a) Approval of the strategic or business plan, the management objectives and annual budgets, the investment and financing policy, corporate social responsibility policy and dividend policy.

b) Determination of the risk management and control policy, including tax risks, and supervision of internal information and control systems.

c) Determination of the corporate governance policy of the Company and of the group of which it is the parent entity; its organisation and functioning, and in particular the approval and publication of its own Regulation.

d) Supervision of the process of generating and presenting the financial information and management report, which shall, where so required, include the necessary non-financial information.

e) Approval of any financial information published by the Company periodically.

f) Formulation of the non-financial reporting statement, where applicable.

g) Definition of the structure of the group of companies, of which the Company is the dominant entity.



h) Approval of all manner of investments or operations that, because of the considerable cost for specific characteristics thereof, are of a strategic nature or entail a particular tax risk, unless approval thereof lies with the General Shareholders' Meeting.

i) The approval of the creation or acquisition of holdings in special purpose entities or any domiciled in countries or territories classified as tax havens, or any other transactions or operations of an equivalent nature that, given their complexity, could undermine the transparency of the in society and its group.

j) Approval, following a report by the Audit Committee, of related-party operations on the terms established by Law, unless approval thereof is the responsibility of the General Meeting. The Directors in question, or those that represent or are related to the shareholders in question, must refrain from participation in the debate and the vote as to said matter. The Board of Directors may delegate approval of the following related-party operations: a) intra-group operations within the context of ordinary management and under market conditions; b) operations performed by virtue of contracts with standardised conditions and that are applied en masse to a large number of clients, at prices or rates established in general by the party acting as supplier of the good or service in question, and of an amount no greater than zero point five (0.5) per cent of the annual income of the company.

k) Determination of the Company's tax strategy.

In the event of urgent circumstances, with due justification, decisions corresponding to the above matters may be passed by delegated persons or bodies, and must be ratified by the first meeting of the Board of Directors held after the decision is taken.

3. Provided that the Bylaws do not establish otherwise, and without prejudice to any powers of attorney that might be vested in any person, the Board of Directors may appoint from among its members one or more Chief Executive Officers or Executive Committees or Special Committees, establishing their functions, and the content, limits and forms of delegation. The permanent delegation of any power of the Board of Directors on an Executive Committee or CEO and the appointment of the Directors who are to occupy said positions will require in order to be deemed valid a vote in favour of two thirds of the members of the Board, and will not take effect until such time as it has been registered in the Companies Register.

Notwithstanding the above, the Board of Directors will establish at least an Audit Committee and an Appointments and Remunerations Committee.”



“Article 22. Sphere of operation

The Audit and Compliance Committee is responsible for the functions detailed below (as developed in the following articles of this Regulation), in addition to any others that might be assigned to it by the Board of Directors:

a) Report to the General Shareholders' Meeting as to any issues raised in connection with those matters that lie within the competency of the Committee, and in particular the results of the audit, explaining how this has contributed to the integrity of financial information, and the function that the Committee 14 performed in this process.

b) Supervise the efficacy of internal control of the Company, internal auditing and financial and non-financial risk control and management systems, and discuss with the accounts auditor any significant weaknesses in the internal control system that might be detected in the development of the audit, all the above without undermining its independence. To this end, and as applicable, they may submit recommendations or proposals to the governing body, and the corresponding period for the follow-up thereof.

c) Supervise and evaluate the process of preparation and presentation of the required financial and non-financial information, and present recommendations for proposals to the governing body in order to safeguard its integrity.

d) Refer to the Board of Directors proposals as to the selection, appointment, re-election and replacement of the accounts auditor, taking responsibility for the selection process in accordance with the provisions of Articles 16, subsections 2, 3 and 5, and 17.5 of Regulation (EU) No 537/2014, of 16 April 2014, in addition to the contractual conditions, and regularly receive information from it as to the audit plan and execution thereof, while also maintaining its independence in the performance of its functions.

e) Establish the relevant relationship with the external auditor so as to receive information as to those matters that could constitute a threat to its independence, for examination thereof by the Committee, and any other matters connected with the process of performing the accounts audit and, where applicable, the authorisation of services other than those prohibited, on the terms set out in Article 5, subsections 4 and 6.2(b), of Regulation (EU) No 537/2014, of 16 April 2014, and the provisions of Section 3 of Chapter IV of Title I of Accounts Auditing Act 22/2015, of 20 July 2015, on the independence regime, and any other notifications established in the accounts auditing legislation and accounting standards. It must in all cases each year receive from the external auditors the declaration of their independence with regard to the organisation or organisations directly or indirectly related to it, in addition to detailed and individual information on additional services of any class that are provided, and the corresponding fees received from said



organisations by the external auditor or the persons or entities related to it, in accordance with the provisions of the regulations governing accounts auditing operations.

f) Issue each year, prior to the issuance of the accounts auditing report, a report stating an opinion as to whether the independence of the accounts auditor or auditing firms has been compromised. This report must in all cases contain the evaluation of the performance of each and every one of the additional services referred to in the above section, taken individually and as a whole, other than the legal audit, and with regard to the regime of independence or the regulations governing accounts auditing operations.

g) Report to the Board of Directors in advance as to all matters set out in the Act, these Articles of Association and the Board Regulation, and in particular with regard to:

1. the management report and financial information and, where applicable, non-financial information, that the Company is required periodically to publish,
2. the creation or acquisition of stakes in special-purpose vehicles or any domiciled in countries or territories classified as tax havens
3. operations with related parties requiring approval by the General Meeting or the Board of Directors.

h) Supervise compliance with the rules of corporate governance, the internal 15 codes of conduct and the sustainability policy.

i) Supervise the application of the financial and non-financial reporting policy, and the processes for the relationship and communication with shareholders, investors, proxy advisers and other stakeholders.

j) Supervise the internal procedure for those related-party operations the approval of which is delegated by the Board in accordance with the Law.

The actions of the Company's Audit Committee focus on four main areas:

- System of risk identification and internal control
- Review and approval of financial and non-financial information
- External auditing the annual accounts
- Compliance with the legal provisions and internal regulations.”