



Bankinter, S.A. ("Bankinter"), under the provisions of the Spanish Securities Market Act discloses:

OTHER RELEVANT INFORMATION

At its meeting on 19 February 2025, the board of directors of BANKINTER, S.A. resolved to call **the Annual General Meeting**, that will be held in Madrid, at Edificio Mutua Madrileña located at Paseo de la Castellana 33, 28046 Madrid, **with entry from Paseo Eduardo Dato 20, at first call on 27 March 2025 at 12.30**, and at second call on 28 March 2025 at the same place and time if the quorum is not reached.

Attached is the Notice of Call, as well as the Proposed Resolutions to be submitted to the Annual General Meeting of Shareholders for approval.

Ms Gloria Calvo Díaz
General Secretary and Secretary of the Board
of Directors of Bankinter, S.A.

Madrid, 21 February 2025

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2025 ANNUAL GENERAL MEETING

At its meeting on 19 February 2025, the board of directors of BANKINTER, S.A. resolved to call the **Annual General Meeting**, that will be held in Madrid, at Edificio Mutua Madrileña located at Paseo de la Castellana 33, 28046 Madrid, **with entry from Paseo Eduardo Dato 20, at first call on 27 March 2025 at 12.30**, and at second call on 28 March 2025 at the same place and time if the quorum is not reached, to deliberate upon the items in the following

AGENDA:

1. Review and approval of the separate financial statements (balance sheet, income statement, statement of changes in equity, statement of cash flows and the notes to the financial statements) and management report of Bankinter, S.A., and the consolidated financial statements and management report of the consolidated group for the financial year ended 31 December 2024.
2. Review and approval of the Non-financial and Sustainability Statement of the Bankinter Group, which is part of the consolidated management report, for the year ended 31 December 2024.
3. Review and approval of the Board of Directors' management and performance during the financial year ended 31 December 2024.
4. Review and approval of the proposed distribution of earnings and dividends for the financial year ended 31 December 2024.
5. Re-election of the auditor of the company and the consolidated group for 2025.
6. Appointment, re-election and establishment of the number of directors:
 - 6.1. Establishment of the number of Directors.
 - 6.2. Appointment of Mr. Juan Antonio Zufiría Zatarain as an Independent External Director.
 - 6.3. Appointment of Mr. Alfonso Villanueva Rodríguez as an Independent External Director.

- 6.4. Re-election of Mr. Marcelino Botín-Sanz de Sautuola y Naveda as an External Proprietary Director.
 - 6.5. Re-election of Mr. Fernando María Masaveu Herrero as an External Proprietary Director.
 - 6.6. Re-election of Mrs. Cristina García-Peri Álvarez as an Independent External Director.
 7. Approval of a restricted capitalisation reserve pursuant to the provisions of section 25.1.b) of Law 27/2014 of 27 November on Corporate Income Tax.
 8. Authorisation for the Board of Directors, with express authority to delegate such power to the Executive Committee, for the derivative acquisition of treasury shares by the Company and/or its subsidiaries, under the terms and conditions established in applicable legislation, with express power to dispose of or redeem such shares through a reduction in the amount of share capital, cancelling the power delegated by the shareholders at previous General Meetings to the extent of the unused amount.
 9. Remuneration agreements:
 - 9.1. Setting the maximum amount of annual remuneration of all Directors in their capacity as such
 - 9.2. Approval of the delivery of shares to the Directors for their executive duties during the year 2024, and to Senior Management, as part of the variable remuneration accrued in 2024.
 - 9.3. Approval of the maximum level of variable remuneration for certain employees whose professional activities have a significant impact on the risk profile of Bankinter or its Group.
 10. Delegation of powers to the board of directors, including the power of substitution, to formalise, interpret, correct and execute the resolutions carried by the General Meeting.
- Advisory point:**
11. Annual report on Director remuneration, pursuant to Article 541 of the Spanish Companies Act.
- Informational point**
12. Information on the amendment of the Regulations of the Board of Directors pursuant to Article 528 of the Spanish Companies Act

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ADDENDUM TO THE ANNOUNCEMENT AND PRESENTATION OF MOTIONS:

Holders of at least 3% of share capital may request a supplement to the call for the Annual General Meeting including one or more items on the agenda and propose resolutions on items already included or to be included on the agenda of the meeting being called, in the manner and time established by law.

This right will be exercised by due notification, which must be received at the registered office within five days of the call for the meeting being published.

In any case, the exercise of these rights will be carried out in accordance with the provisions of the Capital Companies Act, the Articles of Association and the Regulations of the General Shareholders' Meeting.

EXERCISING VOTING RIGHTS AT THE MEETING:

To ensure the right of attendance of shareholders who wish to exercise their right to vote, the Board of Directors of Bankinter offers the possibility of participating in the meeting in any of the following ways: (i) physical attendance; (ii) remote attendance; (iii) representation conferred on the chairman of the meeting by remote means of communication; (iv) early voting through remote communication means; and (v) other means made available by the company, which are detailed in the following sections, on "Rights of attendance, proxy and remote voting" and "Remote attendance of the Annual General Meeting":

Rights of attendance, proxy and remote voting:

Holders of 600 or more shares recorded in their name in the corresponding share ledger at least five days ahead of the meeting date, i.e. 21 March 2025, will be **entitled to attend** the Annual General Meeting, as set out in the Corporate By-laws. Shareholders who own fewer shares may pool their shares to reach that minimum number, as set out in the Corporate By-laws and the rules and regulations of the Annual General Meeting.

All shareholders who have the right to attend **may be represented** at the Annual General Meeting by another person, irrespective of whether that person is a shareholder. This proxy representation must be conferred in writing or by postal or electronic means that provide sufficient proof of the identity of the person represented.

Likewise, every shareholder may exercise his or her right to vote by remote means of communication.

The Rules and Regulations of the Annual General Meeting, the **procedure for the exercise of the rights of information, attendance, proxy and remote voting by shareholders at the 2025 Annual General Meeting**

of Bankinter, S.A. and the template remote attendance/proxy/voting card are available on the corporate website of Bankinter, S.A., www.bankinter.com/webcorporativa, setting out the terms and conditions for the exercise of these rights. In particular, they may be exercised through any of the following means:

- By regular post to the registered office of Bankinter, S.A. (Paseo de la Castellana nº 29, 28046 Madrid), including the duly completed attendance/delegation/remote voting card.
- Delivery of the attendance/proxy/remote voting card to any Bankinter, S.A. **branch or centre**.
- Via the internet:

At www.bankinter.com/webcorporativa. If you are a customer, using your Bankinter access credentials and the OTP (one-time password) that we will send to the mobile phone number or the email that you provided to us for this purpose. And if you are not a customer, by using the shareholder number and the alphanumeric code shown on the attendance, proxy and remote voting card sent to you by the company.

At www.bankinter.com If you are an individual retail banking customer, using your Bankinter access codes and signature, along with your coordinates card.

- Via your mobile phone. If you are a customer from the Bankinter mobile app, with your Bankinter access codes and signature, along with your coordinates card. You can also do it via SMS, replying to a message that will be sent to you by the company with the term VOTAR1 and the sum of two numbers from your coordinate card indicated in the same message. If you are not a customer, you can vote by sending a message to the number 217128 with the word JUNTA followed by a white space and the alphanumeric code shown in the attendance/proxy/remote voting card provided by the Company.

The online and mobile voting system will be activated once the deadline for submitting requests for publication of supplements to the call notice for the General Meeting has elapsed, i.e. five days after this call notice is published. This will be available up to 24 hours before the scheduled time for holding the Annual General Meeting on first call.

For technical reasons, via the Internet, the option to delegate will only be enabled to delegate in favour of the President, with voting instructions in favour of all proposals for resolutions relating to all points on the agenda approved by the Board of Directors formulated by the latter. Only votes in favour of the resolutions may be cast via SMS.

The Company reserves the right to suspend electronic proxy/remote voting mechanisms for technical or security reasons, informing shareholders and without prejudice to the validity of proxy/remote votes already issued and the shareholders' rights to attendance and representation, as well as the right to request from shareholders any additional means of identification it deems appropriate to guarantee the authenticity of the proxy or vote. The Company assumes no liability for any damages that may be caused by overloads, breakdowns, line failures, connection failures or similar eventualities beyond its control that temporarily prevent the use of electronic delegation and voting systems.

Proxies and remote votes issued using the card provided (which includes the public proxy request) and received no later than one hour before the start of the Annual General Meeting upon first call shall be accepted. Shareholders attending the meeting or those who validly represent them may submit for the register of shareholders at the Annual General Meeting their attendance cards and the proxies granted in their favour from one hour before that scheduled for the meeting to begin.

Remote attendance of the Annual General Meeting:

The Board of Directors has agreed that attendance at the General Meeting may be carried out using telematic means that allow real-time connection with the venue where the Meeting is held, under the terms mentioned below and in the **Procedure for the exercise of the rights of information, attendance, delegation and remote voting of shareholders at the ordinary General Meeting of Bankinter S.A. S.A.**, which is available on the corporate website (www.bankinter.com/webcorporativa), and the instructions that will be published on the platform provided for this purpose. In remote attendance, the exercise of the rights of all shareholders will be guaranteed at all times, as well as the identity and legitimacy of the shareholders and their representatives and that all attendees can effectively participate in the meeting through remote communication means under the applicable regulations and exercise the rights of intervention, information, proposal and vote described below:

- *Pre-registration:* Shareholders with attendance rights, as indicated in the previous section, who wish to attend the Annual General Meeting remotely must register between 10:00 (CET) on 27 February 2025 and 12:30 (CET) on 26 March 2025, when the Annual General Meeting is expected to be held on first call. To do this, shareholders must visit the "Remote attendance" section of the corporate website (www.bankinter.com/webcorporativa) and follow the instructions and complete the registration data. No connection will be allowed for pre-registration outside the indicated time slot.

In order to guarantee their identity, the shareholders and representatives wishing to attend the Annual General Meeting online must prove their identity, both during the registration process and on the day of the meeting, using electronic ID or a recognised, advanced electronic signature, based on a recognised and current electronic certificate, which has not been revoked, issued by

the CERES (the Spanish Public Certifying Entity), a subsidiary of the Spanish National Mint, or using a username and password that must be requested during the registration process before the meeting. The Company may enable additional identification measures to ensure the identity of shareholders.

Proxies must register by 12.30 on 26 March 2025 and provide proof of their powers of representation by emailing a scanned copy of their national ID, foreigner's ID or passport and the attendance card signed by the shareholder being represented and by the proxy to the email address (ofiaccionista@bankinter.com). Representatives for legal persons should also send a scanned copy of their powers of attorney or other instrument empowering them to represent the legal person, to the above address. As mentioned above, if the representative would like to log in to the remote platform using a username and password, they must indicate this to the Company when registering, so that access credentials can be provided.

Once the shareholder or their proxy has registered as indicated and within the set period, they may attend, take part and vote at the Annual General Meeting remotely by logging in on the scheduled date for the Annual General Meeting, as set out in the following section.

The Company reserves the right to request from shareholders or their representatives any additional means of identification it deems necessary to verify their status as shareholders or representatives and to guarantee the authenticity of the vote.

- *Proof that registered attendees are shareholders:* From the end of the registration period up until when shareholders attending remotely can log in to the Annual General Meeting, the Company will check that they are shareholders or their proxies in the manner and time established. Telematic attendance will be subject to verification that the registered shareholder has registered the shares in the corresponding accounting register at least five (5) days in advance of the date set for the General Meeting.
- *Connection and attendance at the General Meeting:* Once registered as set out above, shareholders (or their proxies) must connect to the Annual General Meeting using the means provided between 11.00 (CET) and 12.00 (CET) on 27 March 2025. If the Annual General Meeting cannot be held at first call, such circumstance will be reported via the online attendance platform itself and the shareholder (or their proxy) must log on the following day, at the same time, when it will be held at second call. Log-ins for exercising remote attendance rights will not be accepted outside the set period. Shareholders or proxies who register beforehand but do not log in to the meeting will be treated as not in attendance.

- Speaking and asking questions: Contributions, requests for information or clarifications, and motions for resolutions which, in accordance with the law, may be proposed during the Annual General Meeting by those attending by remote means, must be sent to the Company in writing as set out in the terms and conditions on the corporate website and in the Procedure for the exercise of rights of information, attendance, proxy and remote voting by shareholders at the 2025 Annual General Meeting of Bankinter, S.A. 2025, upon pre-registration or during the period for connecting to the General Meeting, that is, between 11:00 (CET) and 12:00 (CET) on 27 March 2025, if the General Meeting is held on the first call. The Secretary will recognise the shareholders' contributions in the period reserved for them. Interventions will only be recorded in the minutes of the meeting when expressly requested. Responses to shareholders who exercise their right to request information while the Annual General Meeting is in session will be provided in writing within seven days of the end of the Annual General Meeting.
- Voting: Notwithstanding the provisions for voting online or by mobile phone, votes may be cast on proposals relating to the items on the agenda following the instructions on the corporate website, from when the shareholder or their proxy logs in to the Annual General Meeting until the chair or, where appropriate, the Secretary announces the end of the voting period for the proposed resolutions. As regards proposals for resolutions on matters not included in the agenda, those attending remotely will be able to cast their votes from the moment that said proposals are read and it is indicated that voting can be carried out via the remote attendance platform. For matters not explicitly outlined in this announcement, the rules on voting and adopting resolutions in the rules and regulations of the Annual General Meeting for attendance in person will apply to shareholders attending the Annual General Meeting remotely.
- Other issues: Shareholders' telematic attendance will be equivalent to in-person attendance at the General Meeting. Remote attendance will prevail over any votes cast remotely in advance and any proxies granted before the Annual General Meeting is held, but not over physical attendance. The Company reserves the right to take any required measures in relation to the remote attendance mechanisms for the Annual General Meeting for technical or security reasons. The Company will not be liable for any damage that may be suffered by shareholders as a result of faults, surges, line and connection failures or any other issues beyond the Company's control that prevent the remote attendance systems for the Annual General Meeting from being used. This is without prejudice to the adoption of the measures that each situation requires, including temporary suspension or extension of the Annual General Meeting if this is necessary to ensure the full exercise of their rights by shareholders and their proxies.

For those persons who attend the Meeting remotely, the remote attendance mechanisms will be closed at the end of the General Meeting or, where appropriate, when it is confirmed that there is no sufficient quorum.

RIGHT TO INFORMATION:

Shareholders have until five days ahead of the date of the Annual General Meeting, or following the instructions provided if they plan to attend remotely, to ask the board of directors for further information or explanations in connection with the items on the agenda and the public information disclosed by the Company to the CNMV since the previous Annual General Meeting and the auditor's report. Shareholders wishing to exercise their right to information may do so by following the detailed instructions on the Company's corporate website: www.bankinter.com/webcorporativa.

From the date of publication of this call notice and within the legal term until the Annual General Meeting is held, shareholders are entitled to request and obtain delivery or free shipping of the following documents, which they can also examine at the registered office of Bankinter, S.A. (Paseo de la Castellana 29, 28046 Madrid) or on www.bankinter.com/webcorporativa:

1. Annual financial statements (balance sheet, income statement, statement of changes in equity, statement of cash flows and the notes to the financial statements), management report and the proposed distribution of earnings of Bankinter, S.A. and of its consolidated group for 2024, and the related auditor's reports, and the declaration of responsibility of directors stipulated in article 122 of the Spanish Securities Market Act (Ley del Mercado de Valores).
2. Consolidated non-financial and sustainability statement of the Bankinter Group, which is part of the consolidated management report, for the year ended 31 December 2024.
3. Proposals for resolutions corresponding to each of the points on the Agenda of the General Meeting and supporting reports from the Board of Directors on each of the proposals referred to.
4. Annual Report on the remuneration of Directors of Bankinter S.A. 2024.
5. Corporate Governance Annual Report 2024.
6. 2024 annual activity report of the audit committee.
7. 2024 annual activity report of the sustainability and appointments committee.
8. 2024 annual activity report of the remuneration committee.

9. 2024 annual report on the activity of the risk and compliance committee.
10. 2024 annual report by the audit committee on the auditor's independence.
11. 2024 annual report by the audit committee on related-party transactions.
12. Procedure for the exercise of rights of information, attendance, proxy and remote voting by shareholders at the 2025 Annual General Meeting of Bankinter, S.A. 2025.
13. Supporting reports from the board of directors and, as applicable, the sustainability and appointments committee, for agenda item 6 assessing the competence, experience and merits of the candidates proposed for appointment and re-election as members of the board of directors. The aforementioned reports also include the CVs of the candidates proposed for appointment and re-election, in accordance with art. 518 LSC.
14. As well as the rest of the legal information relating to the General Meeting.

From the publication of this notice and, at least, until the holding of the General Meeting, all documentation relating to the General Meeting will be available on the Company's corporate website (www.bankinter.com/webcorporativa). This information includes the model attendance, proxy and remote voting card and the Procedure for the exercise of the rights of information, attendance, proxy and remote voting of shareholders at the 2025 Annual General Meeting of Bankinter, S.A. 2025, which contains the rules applicable to the exercise of the rights (including the right to information) of shareholders in relation to the General Meeting.

The corporate by-laws, the rules and regulations of the board of directors, the rules and regulations of the Annual General Meeting and the Company's other corporate governance rules and regulations are also available on the corporate website.

SHAREHOLDER ELECTRONIC FORUM:

In accordance with the Spanish Companies Act, Bankinter, S.A. has made the Electronic Shareholders Forum available on its corporate website to all shareholders, to facilitate communication among them from the call notice to the day immediately before the date of the meeting. This forum is available to individual shareholders and shareholders who have formed groupings in accordance with the law. Through it, once registered, you can send, for publication in the Forum, communications that have the following as their objective:

- Proposals intended to be presented as supplements to the agenda announced in the call for the meeting.
- Requests for other shareholders to back such motions
- Initiatives to achieve a sufficient percentage for the exercise of a minority right provided for by law.
- Offers or requests for voluntary representation.

Access to the forum and instructions on how to use it are available on the corporate website at, www.bankinter.com/webcorporativa.

ADDITIONAL INFORMATION FOR SHAREHOLDERS:

Shareholders wanting additional information on the Annual General Meeting or on attendance, proxies and remote voting, may visit the corporate website, www.bankinter.com/webcorporativa or contact:

- Shareholder Office:
(ofiaccionista@bankinter.com, tels. (34) 91 339 83 30 - 91 339 75 00 – 901 88 80 44)
- Communication Department:
(comunicacion@bankinter.com, tel. (34) 91 339 83 38 - 91 339 78 55)
- Investor Relations:
(investor_relations@bankinter.com, tel. (34) 91 128 98 18)
- or any Bankinter, S.A. branch or centre.

PROCESSING OF PERSONAL DATA:

As the data controller, Bankinter will process the personal data sent directly by shareholders, or personal data provided by banks and securities companies and agencies with which shareholders have deposited or hold shares, to manage the call and holding of the Annual General Meeting and to fulfil the Bank's legal obligations.

You may exercise your rights of access, rectification, erasure, objection, restriction of processing and data portability in the circumstances and under the scope established by the applicable legislation currently in force. You can exercise your rights through your usual branch or by writing to Bankinter, S.A. Operations-Data Protection. Calle Pico San Pedro 1, Tres Cantos, 28760 Madrid. or by sending an email to privacidad@bankinter.com, attaching a copy of your national identity document or equivalent document proving your identity.

You can find additional information about how and why Bankinter processes your data [here](#).

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VERIFICATION OF VOTE COUNTING:

Under the "Procedure for exercising information, attendance, proxy and remote voting rights by shareholders at the 2025 Annual General Meeting of Bankinter, S.A." , to which this call notice relates, will be subject to review, as in previous years, by an external audit firm other than the account auditor.

PRESENCE OF NOTARY:

The board of directors has resolved to request the attendance of a notary to take minutes of the Annual General Meeting in accordance with the Spanish Companies Act.

Planned date of the Annual General Meeting:

The General Meeting is expected to take place on the first call, that is, on March 27, 2025, at the place and time indicated at the beginning of this notice. Registration of attendance cards will begin one hour before the time scheduled for the General Meeting.

Madrid, 21 February 2025

Gloria Calvo Diaz
GENERAL SECRETARY AND SECRETARY OF THE BOARD OF DIRECTORS

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**Resolutions proposed
To the Annual General
Meeting of
Bankinter, S.A.**

27 March 2025

19 February 2025

Agenda:

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1.		Review and approval of the individual annual accounts (balance sheet, profit and loss account, statement of changes in equity, statement of cash flows and notes) and the individual management report of Bankinter S.A., as well as the consolidated annual accounts and the management report of the consolidated group, corresponding to the financial year ended 31 December 2024.	3
2.		Review and approval of the Non-financial and Sustainability Statement of the Bankinter Group, which is part of the consolidated management report, for the year ended 31 December 2024.	4
3.		Review and approval of the board of directors' management and performance during the financial year ended 31 December 2024.	5
4.		Review and approval of the proposed distribution of earnings and dividends for the financial year ended 31 December 2024.	6
5.		Re-election of the auditor of the company and the consolidated group for 2025.	7
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6.2.		Appointment of Mr. Juan Antonio Zufiria Zatarain as independent external director.	8
6.3.		Appointment of Mr. Alfonso Villanueva Rodríguez as independent external director.	9
6.4.		Re-election of Mr. Marcelino Botín-Sanz de Sautuola y Naveda as an External Proprietary Director.	9
6.5.		Re-election of Mr. Fernando María Masaveu Herrero as an External Proprietary Director.	10
6.6.		Re-election of Mrs. Cristina García-Peri Álvarez as an Independent External Director.	10
7.		Approval of a restricted capitalisation reserve pursuant to the provisions of Article 25.1.b) of Law 27/2014 of 27 November on Corporate Income Tax.	11
8.		Authorisation for the board of directors, with express authority to delegate such power to the executive committee, for the derivative acquisition of treasury shares by the Company and/or its subsidiaries, under the terms and conditions established in applicable legislation, with express power to dispose of or redeem such shares through a reduction in the amount of share capital, cancelling the power delegated by the shareholders at previous general meetings to the extent of the unused amount.	12
9.		Remuneration agreements:	
9.1.		Setting the maximum amount of annual remuneration for all directors in their capacity as such.	14
9.2.		Approval of the delivery of shares to the Directors for their executive duties during 2024, and to Senior Management, as part of the variable remuneration accrued in 2024.	14
9.3.		Approval of the maximum level of variable remuneration for certain employees whose professional activities have a significant impact on the risk profile of Bankinter or its Group.	19
10		Delegation of powers to the board of directors, including the power of substitution, to formalise, interpret, correct and execute the resolutions carried by the general meeting.	20
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11		Annual report on Director remuneration, pursuant to Article 541 of the Spanish Companies Act.	21
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12		Information on the partial amendment of the Rules and Regulations of the Board of Directors, pursuant to Article 528 of the Spanish Companies Act	22

1. Review and approval of the individual annual accounts (balance sheet, profit and loss account, statement of changes in equity, statement of cash flows and notes) and the individual management report of Bankinter S.A., as well as the consolidated annual accounts and the management report of the consolidated group, corresponding to the financial year ended 31 December 2024.

To approve the Financial Statements (Balance Sheet, Income Statement, Statement of Changes in Equity, Statement of Cash Flows and the Notes to the Financial Statements) and the Management Reports of BANKINTER, S.A. and BANKINTER Group, for the year ending 31 December 2024, as authorised for issue by the Board of Directors of BANKINTER, S.A. at its meeting held on 19 February 2025 being formulated in electronic format eXtensible HyperText Markup Language (XHTML), and including the consolidated annual financial statements labelled using the eXtensible Business Reporting Language (XBRL) standard, in accordance with the provisions of Directive 2004/109/EC and Delegated Regulation (EU) 2019/815.

These financial statements have been verified by the audit committee and audited, without qualification, by PricewaterhouseCoopers Auditores, S.L.

2. Review and approval of the Non-financial and Sustainability Statement of the Bankinter Group, which is part of the consolidated management report, for the year ended 31 December 2024.

Approve the consolidated non-financial and sustainability statement, which forms part of the management report of Bankinter, S.A. and its consolidated Group and which accompanies the financial statements of Bankinter and its consolidated Group, for the financial year ended 31 December 2024, having been approved by the Board of Directors of Bankinter, S.A. at its meeting held on 19 February 2025.

This sustainability information has been verified by the Audit Committee in light of the unqualified verification report prepared by PricewaterhouseCoopers Auditores, S.L.

3. Review and approval of the board of directors' management and performance during the financial year ended 31 December 2024.

Approve the management and performance of the Board of Directors in the financial year 2024.

4. Review and approval of the proposed distribution of earnings and dividends for the financial year ended 31 December 2024.

To approve the proposal for the distribution of earnings Bankinter, S.A. for 2024, in the amount of 827,840 thousand euros, as follows:

- 476,486 thousand euros to the payment of dividends. Of which:
 - 365,524 thousand euros has been paid out before this Annual General Meeting, in the form of interim dividends charged to the profits obtained in 2024, on 26 June 2024, and 2 December 2024, approved at the Board of Directors meetings held on 19 June 2024 and 20 November 2024.
 - 110,962 thousand euros (0.1234737 euros gross per share) will be paid as a final dividend on 3 April 2025 (with the ex-date being 1 April 2025 and the record date: 2 April 2025). This leaves a total gross dividend for 2024 of 0.53021433 euros per share.
- The remainder of Bankinter, S.A.'s 2024 profit; i.e. 351,354 thousand euros, is earmarked for the entity's voluntary reserves.

5. Re-election of the auditor of the company and the consolidated group for 2025.

To re-elect PricewaterhouseCoopers Auditores, S.L., *whose registered office is located in Madrid, at Torre PwC, Paseo de la Castellana 259 B, Tax ID Number B-79031290, entered under number S0242 of Spain's Official Registry of Auditors and registered in the Companies Register of Madrid, sheet M-63,988, folio 75, volume 9267, book 8,054, section 3, as auditor of Bankinter S.A. and its Consolidated Financial Group for 2025 pursuant to the proposal made by the Audit Committee to the Board of Directors and approved thereby.*

6. Appointment, re-election and determination of the number of directors:

6.1. Establishment of the number of directors.

To establish at twelve (12) the effective number of members of the board of directors within the limit set forth in article 25 of the corporate by-laws.

6.2. Appointment of Mr. Juan Antonio Zufiría Zataráin as independent external director.

To appoint Mr. Juan Antonio Zufiría Zataráin, of legal age, married, of Spanish nationality, whose address for these purposes is at Paseo de la Castellana, 29, Madrid and holder of Spanish National Identity Document/TIN 15.925.705-E as director of Bankinter, S.A., for the statutory term of four years.

The appointment of Mr. Juan Antonio Zufiría Zataráin as an independent external director is proposed.

It is hereby stated that the proposed appointment of Mr. Juan Antonio Zufiría Zataráin as an independent external director has been made by the Sustainability and Appointments Committee and has received the backing of the Board of Directors pursuant to the provisions of Article 529 decies of the Spanish Companies Act and that he complies with the definition of independent director included in the aforementioned Act in all its terms. This report has been made available to shareholders since the publication of the notice of the Ordinary General Meeting of Shareholders.

6.3. Appointment of Mr. Alfonso Villanueva Rodríguez as an Independent External Director.

To appoint as director of Bankinter, S.A., for the statutory term of four years, Mr. Alfonso Villanueva Rodríguez, of legal age, married, of dual Spanish and American nationality, with address for these purposes at Paseo de la Castellana, 29, Madrid and with valid Spanish passport number XDD320797.

The appointment of Mr. Alfonso Villanueva Rodríguez as an independent external director is proposed.

It is hereby stated that the proposed appointment of Mr. Alfonso Villanueva Rodríguez as an independent external director has been made by the Sustainability and Appointments Committee and has received the backing of the Board of Directors pursuant to the provisions of Article 529 decies of the Spanish Companies Act and complies fully with the definition of "independent director" set forth in that Law. This report has been made available to shareholders since the publication of the notice of the Ordinary General Meeting of Shareholders.

6.4. Re-election of Mr. Marcelino Botín-Sanz de Sautuola y Naveda as an External Proprietary Director.

To re-elect as director of Bankinter, S.A., for the statutory term of four years, Mr. Marcelino Botín-Sanz de Sautuola y Naveda, of legal age, married, of Spanish nationality and with address for these purposes at Paseo de la Castellana, 29, Madrid and with NIF: 13.744.431-E.

Mr. Marcelino Botín-Sanz de Sautuola y Naveda is re-elected as an external proprietary director.

This proposal for the re-election as director is consistent with the proposal made to the Board of Directors by the Sustainability and Appointments Committee, with the backing of the Board of Directors as provided in Article 529 decies of the Spanish Companies Act and complies fully with the definition of "external proprietary director" set forth in that Law. This report has been made available to shareholders since the publication of the notice of the Ordinary General Meeting of Shareholders.

6.5. Re-election of Mr. Fernando María Masaveu Herrero as an External Proprietary Director.

To re-elect as director of Bankinter, S.A., for the statutory term of four years, Mr. Fernando María Masaveu Herrero, of legal age, married, of Spanish nationality and whose address for these purposes is at Paseo de la Castellana, 29, Madrid and holder of TIN: 10.851.891-P.

Mr. Fernando María Masaveu Herrero is re-elected as external proprietary director.

This proposal for the re-election as director is consistent with the proposal made to the Board of Directors by the Sustainability and Appointments Committee, with the backing of the Board of Directors as provided in Article 529 decies of the Spanish Companies Act and complies fully with the definition of "external proprietary director" set forth in that Law. This report is available to shareholders since publication of the general meeting announcement of the Ordinary General Meeting of Shareholders.

6.6. Re-election of Mrs. Cristina García-Peri Álvarez as an Independent External Director.

To re-elect, as a Director of Bankinter, S.A. for a statutory term of four years, Mrs. Cristina García-Peri Álvarez, of legal age, married, of Spanish nationality and domiciled for these purposes at Paseo de la Castellana, 29, Madrid and TIN: 406.203-T.

Mrs. Cristina García-Peri Álvarez, is re-elected as an independent external director.

This proposal for the re-election as director is consistent with the proposal made to the board of directors by the sustainability and appointments committee and based on the favourable report by the board of directors provided in article 529 decies of the Spanish Companies Act and complies fully with the definition of independent director in that Act. This report is available to shareholders since publication of the general meeting announcement of the Ordinary General Meeting of Shareholders.

7. Approval of a restricted capitalisation reserve pursuant to article 25.1.b) of Law 27/2014 of 27 November on corporate income tax.

To approve the formal funding and accounting recognition in 2024 of a capitalisation reserve in the amount of 52,143,668.08 euros, as a restricted reserve for a term of five years, to be kept fully separate and identified with a proper description pursuant to the provisions of article 25.1.b) of Law 27/2014 of 27 November on Corporate Income Tax.

8. Authorisation to the Board of Directors, with express authority to delegate such power to the Executive Committee, for the Company and its subsidiaries to acquire treasury shares.

- I. To expressly authorise the Board of Directors at the Company, with express authority to delegate such power to the Executive Committee, to carry out buy-back transactions of treasury shares, by means of any valuable consideration admitted by law, directly or through any of the subsidiaries in its Group, as well as to subsequently sell or cancel them, pursuant to Articles 146, 509 and applicable articles of Royal Legislative Decree 1/2010, of 2 July, approving the revised text of the Spanish Companies Act (hereinafter the "Spanish Companies Act").

Acquisitions may be made at any time, and as many times as deemed appropriate and, in any form, or manner, within the limits and pursuant to the legal requirements in force during the validity of this authorisation.

The price or equivalent value per share will range between a minimum equivalent to its nominal value and a maximum that shall be no higher than the higher of (i) the price of the most recent independent transaction or (ii) the highest independent offer at that time at the trading venue where the purchase is made or the transaction is agreed, increased by up to 10 percent.

The nominal value of the maximum number of shares to be acquired, directly or indirectly, at any time, in addition to those already held by the company or its subsidiaries, may not exceed 10% of the Company's share capital at any time or, where applicable, a higher figure that is legally permitted during the term of this authorisation, notwithstanding the scenarios stipulated in article 144 referred by article 509 of the Spanish Companies Act.

The shares acquired by Bankinter or its subsidiaries under this authorisation may be dedicated, in whole or in part, to their sale or amortisation or for delivery to the Company's directors and employees, when there is a recognised right, either directly or as a result of the exercise of share options held by them, for the purposes set out in the last paragraph of Article 146(1)(a) of the Spanish Companies Act, or to cover any share-based remuneration plan or linked to share capital.

In the case of the acquisition of own shares as a result of the fulfilment of obligations established in agreements or in option contracts, share repurchase programmes directed to all shareholders, forward sales or similar, previously formalised by the Company, including those involving convertible or exchangeable shares and bonds or those that are or must be delivered directly to directors or employees of the Company or are a result of the exercise of option rights held by them, the applicable price will be the one agreed in the corresponding agreement or contract, with the understanding that the maximum price per share will be calculated taking into account the price on

the day on which the transaction is agreed or executed, as the case may be.

The board of directors is authorised, with express authority to delegate such power to the executive committee, to approve a reduction in share capital in order to redeem the treasury shares acquired subject to this resolution and to set the terms and conditions and purpose of the capital reduction, agree to delist the shares, amend article 5 of the Corporate By-laws accordingly, and the board of directors is also authorised, with express authority to delegate such power to the executive committee, to modify the par value of the shares without increasing or reducing the amount of share capital.

This authorisation is valid for five years from the approval date of this resolution and covers all treasury stock transactions carried out within its terms.

- II. To revoke, as regards the unused portion, the authorisation granted by the Annual General Meeting of 19 March 2020 (Resolution Nine) to the Board of Directors for the buy-back of treasury shares by the Company and/or by its subsidiaries, upon the maturity of the validity period of said authorisation.

9. Remuneration agreements:

9.1. Setting the maximum amount of annual remuneration for all directors in their capacity as such.

Pursuant to Articles 217 and 529 septdecies of the Spanish Companies Act, to set the maximum amount of the annual directors' remuneration in their capacity as such at the amount of 3,000,000 euros.

This amount will remain in effect until its modification is approved by the General Shareholders' Meeting.

9.2. Approval of the delivery of shares to the Directors, for their executive duties during 2024, and to Senior Management, as part of the variable remuneration accrued in 2024.

To approve, subject to the terms set out below and pursuant to the provisions of Article 219 of the Spanish Companies Act, the maximum number of Bankinter shares as part of the variable remuneration accrued in 2024 to be delivered to directors for the performance of their executive functions in 2024 and to members of Senior Management.

In this regard, it is important to describe the changes that have occurred during the 2024 financial year both in the composition of the Board, in relation to the executive directors and in Senior Management.

Board of Directors:

- Mrs. María Dolores Dancausa Treviño was CEO from 1 January to 21 March 2024, at which time she was appointed non-executive Chairwoman of Bankinter.
- The current CEO, Mrs. Gloria Ortiz Portero was appointed on 21 March 2024.

Senior Management:

- The current CEO, Mrs. Ortiz, was Managing Director (Senior Management), between January 1 and March 21, 2024.
- Additionally, on 1 April 2024, there was 1 resignation and 4 new additions to Senior Management.

The Directors, who performed executive functions in 2024 (3 directors) and the Senior Management (8 people¹) during 2024, have accrued annual variable remuneration in 2024, according to the basic characteristics and the accrual of variable remuneration described for each of them in the Directors' Remuneration Report, submitted to a consultative vote at the Annual General Meeting, under item eleven of the agenda, available on the corporate website for consultation from the time of publication of the call to this Meeting. Bankinter does not have specific variable remuneration systems for executive directors and senior management but instead applies the same variable incentive system as for other staff whose activities have a significant impact on the Bankinter Group's risk profile ("**identified staff**").

The variable remuneration accrued in 2024 consists of, on one hand, an **annual incentive** reflecting performance, as measured through fulfilling specific objectives set to assess the earnings obtained in a fiscal year in relation to a series of indicators that take into account the Group's strategic priorities. Variable remuneration must be compatible with and

¹ One of the members of Senior Management, as at 31 December 2024, who earned annual variable remuneration in 2024 is no longer a senior executive as of the date of this resolution. Another joined

promote suitable and effective risk management and not offer incentives to take risks that exceed the levels tolerated by the Bank.

In any case, appropriate and duly balanced ratios are established between the fixed and variable components of remuneration for employees in general, and for executive directors and senior management in particular, with the fixed component constituting a sufficiently high portion of the total remuneration. In the case of executive directors, the ratio of total variable remuneration to fixed remuneration is within the limits established in the Directors' Remuneration Policy.

The variable remuneration accrued in 2024 will be paid deferred over a period of 5 years (2026 to 2030), with at least 50% of the deferred and non-deferred portions being paid in shares.

In the deliveries of the shares under both the deferred and the non-deferred portions, the price of the Bankinter share will be 8.0054 euros/share, this being the average quoted price of the Bankinter share at the close of business for the trading sessions between 2 January and 20 January 2025, both inclusive.

Deliveries of the company's shares will be made net of taxes and in accordance with the schedule indicated below:

this group effective 1 January 2025 and was not a senior executive at the time that the annual variable remuneration was accrued.

➤ The maximum number of Bankinter shares to be delivered to directors, for the exercise of executive functions during 2024, and senior managers as part of **non-deferred** variable remuneration accrued under the 2024 variable incentive is:

- 13,466 Bankinter shares to Mr. Alfonso Botín-Sanz de Sautuola y Naveda as Executive Vice President.
- 8,028 Bankinter shares to Mrs. Gloria Ortiz Portero for the performance of her duties as CEO since her appointment on 21 March 2024 and as Managing Director (Senior Management) from January 1 to March 21, 2024.
- 3,175 Bankinter shares to Mrs. Maria Dolores Dancausa Treviño, for the proportional part corresponding to her for the exercise of her executive duties between 1 January 2024 and 21 March
- 33,685 Bankinter shares to Senior Management (8 people).

The delivery of Bankinter shares for the non-deferred portion of the variable remuneration accrued in 2024 will be carried out within 15 trading days following the date of approval by shareholders at the general meeting.

➤ The maximum number of Bankinter shares to be delivered to executive directors and senior managers for **deferred** variable remuneration accrued under the 2024 variable incentive is:

- **Mr. Alfonso Botín-Sanz de Sautuola y Naveda as the executive vice chairman:**
 - 1,795 Bankinter shares will be delivered during January 2026, corresponding to 1/5 of the deferred portion of the annual variable remuneration accrued in 2024.
 - 1,795 Bankinter shares will be delivered during January 2027, corresponding to 1/5 of the deferred portion of the annual variable remuneration accrued in 2024.
 - 1,795 Bankinter shares will be delivered during January 2028, corresponding to 1/5 of the deferred portion of the annual variable remuneration accrued in 2024.
 - 1,795 Bankinter shares will be delivered during January 2029, corresponding to 1/5 of the deferred portion of the annual variable remuneration accrued in 2024.
 - 1,795 Bankinter shares will be delivered during January 2030, corresponding to 1/5 of the deferred portion of the annual variable remuneration accrued in 2024.

- **Mrs. Gloria Ortiz Portero for the exercise of her functions as CEO since her appointment on 21 March 2024, and as Managing Director (Senior Management) from 1 January to 21 March 2024:**
 - 2,890 Bankinter shares will be delivered during January 2026, corresponding to 1/5 of the deferred portion of the annual variable remuneration accrued in 2024.
 - 2,890 Bankinter shares will be delivered during January 2027, corresponding to 1/5 of the deferred portion of the annual variable remuneration accrued in 2024.
 - 2,890 Bankinter shares will be delivered during January 2028,

corresponding to 1/5 of the deferred portion of the annual variable remuneration accrued in 2024.

- 2,890 Bankinter shares will be delivered during January 2029, corresponding to 1/5 of the deferred portion of the annual variable remuneration accrued in 2024.
 - 2,890 Bankinter shares will be delivered during January 2030, corresponding to 1/5 of the deferred portion of the annual variable remuneration accrued in 2024.
- **Mrs. Maria Dolores Dancausa Treviño for her duties as CEO from 1 January 2024 to 21 March 2024:**
 - 423 Bankinter shares will be delivered throughout the month of January 2026, which corresponds to 1/5 of the deferred portion of the annual variable remuneration accrued in 2024.
 - 423 Bankinter shares will be delivered throughout the month of January 2027, which corresponds to 1/5 of the deferred portion of the annual variable remuneration accrued in 2024.
 - 423 Bankinter shares will be delivered throughout the month of January 2028, which corresponds to 1/5 of the deferred portion of the annual variable remuneration accrued in 2024.
 - 423 Bankinter shares will be delivered during January 2029, corresponding to 1/5 of the deferred portion of the annual variable remuneration accrued in 2024.
 - 423 Bankinter shares will be delivered during January 2030, corresponding to 1/5 of the deferred portion of the annual variable remuneration accrued in 2024.

- **Senior management (8 people):**
 - 4,042 Bankinter shares will be delivered during January 2026, corresponding to 1/5 of the deferred portion of the annual variable remuneration accrued in 2024.
 - 4,042 Bankinter shares will be delivered in the month of January 2027, corresponding to 1/5 of the deferred portion of the annual variable remuneration accrued in 2024.
 - 4,042 Bankinter shares will be delivered during the month of January 2028, which corresponds to 1/5 of the deferred portion of the annual variable remuneration accrued in 2024.
 - 4,042 Bankinter shares will be delivered in the month of January 2029, corresponding to 1/5 of the deferred portion of the annual variable remuneration accrued in 2024.
 - 4,042 Bankinter shares will be delivered in the month of January 2030, corresponding to 1/5 of the deferred portion of the annual variable remuneration accrued in 2024.

Each year, the remuneration committee will assess whether any circumstances, risks or significant negative impacts arising in 2024 have affected the entity's earnings or assets warranting a full or partial review of the shares ultimately to be delivered within each deadline.

The board of directors is authorised to modify and adjust the number of shares to be delivered as part of the variable remuneration and change the rules on settlement and the payment schedule when, prior to the date of effective delivery special situations, events or circumstances have arisen due to internal or external factors, such as laws or requirements or recommendations by regulators of supervisors or corporate transactions

affecting the Bank (e.g. capital increases, stock splits or reverse stock splits, structural modifications or similar operations, public takeover bids, etc.), and in the opinion of the board of directors such modification, adjustment or change is warranted to maintain the value of the consideration and/or the balance of the remuneration system. These amendments, adjustments or changes will be disclosed in the annual report on director remuneration.

The board of directors and the executive committee are authorised to supplement this resolution as may be required in order to implement it and, specifically, to establish exceptional cases, independently of the provisions of the preceding paragraph, in which termination of a director's executive duties or membership of the board or termination of the special employment relationship binding any senior manager entails the loss of the right to receive any shares pending delivery on the scheduled dates.

9.3. Approval of the maximum level of variable remuneration for certain employees whose professional activities have a significant impact on the risk profile of Bankinter or its Group.

Pursuant to Article 34.1(g) of Law 10/2014 of 26 June, on the organisation, supervision and solvency of credit institutions, a motion is submitted to approve the theoretical variable remuneration of the group of employees whose professional activities have a significant impact on Bankinter, S.A.'s risk profile or its Group or who perform control duties and who are subject to the maximum level of variable remuneration of up to 200% of the fixed component of the total remuneration for these types of professionals, in accordance with the report of recommendations issued for these purposes by the board of directors of Bankinter, S.A. on 19 February 2025 and which has been made available to the shareholders since the date on which the call to this Annual General Meeting was published.

10. Delegation of powers to the board of directors, including the power of substitution, to formalise, interpret, correct and execute the resolutions carried by the general meeting.

The board of directors is delegated, with express powers of substitution in favour of the executive committee, the broadest powers that may be required by law to interpret, correct, supplement and execute the resolutions adopted by shareholders at the general meeting and to delegate by substitution the powers granted by the shareholders.

Additionally, in relation to filing the annual accounts and the documents specified in the Regulations of the Trade and Companies Register, the chairwoman of the board of directors, the executive vice chairman of the board of directors, the chief executive officer, the office of the general secretary and the secretary of the board of directors, are authorised such that any of them, acting severally, may perform any acts needed to file these documents, including the submission of applications to the Trade and Companies Register and the issue of certificates of any kind, and in particular, the certificate provided for in Article 279 of the Spanish Companies Act.

The chairwoman of the Board of Directors, the Executive Vice Chairman of the Board of Directors, the Chief Executive Officer and the General Secretary to the Board of Directors are all empowered to notarise the resolutions adopted by the General Meeting at this session and to issue

public or private documents as may be required or appropriate to execute them, including the power of modification and correction. of its content to the extent necessary to adjust it to the classification of the Commercial Registry or any administrative bodies or authorities.

Item put to and Advisory point:

11. Annual report on the remuneration of directors pursuant to article 541 of the Spanish Companies Act.

To approve, on an advisory basis, the Annual Report on Director Remuneration of Bankinter, S.A., as approved by the board of directors on the recommendation of the remuneration committee, under the terms set out in the Spanish Companies Act and in Circular 4/2013 of 12 June, of the Spanish National Securities Market Commission (as subsequently amended by Circulars 7/2015 of 22 December; 2/2018 of 12 June; 1/2020 of 6 October; and 3/2021 of 28 September, all issued by the Spanish National Securities Market Commission). The full text of this report has been made available to shareholders along with the rest of the general meeting documents on the publication date of the call.

Following the entry into force of Act 5/2021 of 12 April, amending the consolidated text of the Spanish Companies Act, as enacted by Royal Legislative Decree 1/2010 of 2 July, and other financial regulations, with regard to the encouragement of long-term shareholder engagement in listed companies *"companies that have issued securities admitted to trading on a regulated market of any Member State of the European Union shall disclose an annual corporate governance report as a specific section of their annual report. Listed companies must also include an annual report on director remuneration as part of their annual report."*

Informational point:

12. Information on the partial amendment of the Rules and Regulations of the Board of Directors pursuant to Article 528 of the Spanish Companies Act.

The General Meeting is informed about the amendments to the Rules and Regulations of the Board of Directors which, following a report from the Sustainability and Appointments Committee, were approved by the Board of Directors at its meeting held on 22 May 2024; the purpose of these amendments was to ensure alignment with the changes included in the Charter of the Corporate Control and Compliance Function in relation to the head of the risk management function.

These modifications, Article 40 of the Regulations of the Board of Directors, have been registered in the Commercial Registry of Madrid and are as follows:

Article 40. Risk and compliance committee

1. *The Risk and Compliance Committee will be composed of a minimum of three and a maximum of seven Directors, appointed by the Board of Directors, at the proposal of the Sustainability and Appointments Committee. Committee members shall be appointed for such term as the board of directors sees fit.*

2. *The risk and compliance committee shall exercise supervisory powers over risk-related matters.*
3. *The individual acting as committee chairman shall be an independent director who (like the other committee members) must have particular expertise and experience in matters relating to risk. All members of the Committee will be non-executive directors with a majority of independent directors.*
4. *The committee's meetings may be attended, as speakers but not as members, by the officers responsible for the functions it supervises. At the decision of the committee chairman, other managers and employees of the Company may be asked to attend meetings.*
5. *The Committee will ensure the independence and effectiveness of the risk management function, based on the information it receives directly from the person holding said function in the Bankinter Group, who will report directly to the Board of Directors, through the Risk and Compliance Committee.*
6. *The risk and compliance committee has the following remit in accordance with the law and the corporate by-laws:*

- a) Advise the Board of Directors on the entity's current and future overall risk appetite and its strategy in this area and assist in monitoring the implementation of that strategy.
 - b) Examine whether the prices of assets and liabilities offered to customers fully take into account the entity's business model and risk strategy. Otherwise, the Risk Committee will submit a plan to the Board of Directors to remedy the situation.
 - c) Reviewing the general risks map for both the Bank and the Group and submitting the corresponding proposals to the board.
 - d) Proposing to the board of directors the nature, quantity, format and frequency of the information on risks to be received by the committee itself and the board of directors.
 - e) Collaborate to establish rational remuneration policies and practices. To this end (and without prejudice to the duties of the remuneration committee), the risk and compliance committee shall examine whether the incentives envisaged in the remuneration system take into consideration risk, capital, liquidity, and probability and opportunity for profit.
 - f) To supervise, without prejudice to the powers of the Audit Committee, the internal control and risk management systems, both financial and non-financial, so that the main risks are identified, managed and adequately disclosed.
 - g) Supervising the corporate risk management, regulatory compliance, anti-money laundering and counter terrorist financing, and control of outsourced services functions.
 - h) After listening to the chief executive office and receiving the opinion of the sustainability and appointment committee, making recommendations to the board on the appointment or removal of the head of the corporate risk management function, and the approval of its by-laws.
 - i) Approve, at the proposal of the CEO, the remuneration of the person in charge of the risk management function.
 - j) Appointing or removing the heads of the regulatory compliance and anti-money laundering and counter terrorist financing functions and approving the by-laws of these functions.
 - k) Receiving information about the appointment or removal of the head of the risk control and internal validation unit, and approving the unit's by-laws.
 - l) Scrutinising any reports that the supervisory bodies may issue in relation to the Bank following inspection proceedings, and seeing to it that the Bank implements the measures and acts on the recommendations found in those inspection reports.
 - m) Be informed of any irregularities, non-compliance or relevant risks detected during the control actions of the competent areas of the Bank.
 - n) Propose to the Board of Directors the approval of the Annual Report of the Commission.
- 7.** To discharge its duties properly, the risk and compliance committee shall have unhindered access to information on Bankinter's risk situation and (if necessary) to the risk management unit and specialised external advice.
- 8.** The Risk and Compliance Committee will meet as many times as it is convened by agreement of the Committee itself or its Chairman and any person from the Company or from outside it who is deemed appropriate by the Committee itself may attend the meetings.

9. Meeting minutes shall be signed by the secretary and counter-signed by the committee chairman and sent to all members of the board of directors. The Secretary of the Committee shall be responsible for convening the meeting and for filing the minutes and documentation submitted to the Commission.

10. The chairman of the risk and compliance committee shall report to the board on its activities and work, doing so at meetings held for that specific purpose or at the next board meeting if the chairman deems this necessary.

11. Any matters not explicitly envisaged in this article shall be governed by these rules and regulations for the board of directors, insofar as applicable.