

# Other relevant information

The Company hereby notifies you that:

- 1. The Shareholders' Ordinary General Meeting held today agreed to set the number of members of the Board of Directors at fifteen (15), within the established limits in the Articles of Association. Accordingly, it is approved to reduce the total number of members of the Board of Directors by one (1).
- 2. Furthermore, the Meeting approved to re-elect María Verónica Fisas Vergés as a member of the Board of Directors, under the category of independent director, as well as the appointment of Francisco Javier García Sanz, as a member of the Board of Directors, under the category of proprietary director, to cover the vacancy arising from the resignation tendered by fellow director, Marcelino Armenter Vidal, announced on 2 April. The appointment of Francisco Javier García Sanz is subject to the verification of his suitability as a director by the European Central Bank.

Following the resolutions to re-elect and appoint the aforementioned directors and considering that the director Francesc Xavier Vives will not be re-elected upon reaching the end of his term of office and the appointment of John S. Reed as Lead independent director, announced on 25 February, and for the purposes of holding the General Meeting, the composition of the Board of Directors will be as follows, once accepted:

Jordi Gual Solé	Chairman (proprietary)
Tomás Muniesa Arantegui	Deputy chairman (proprietary)
Gonzalo Gortázar Rotaeche	CEO (executive)
John S. Reed	Lead Independent Director (independent)
Fundación CajaCanarias represented by Natalia Aznárez Gómez	Director (proprietary)
María Teresa Bassons Boncompte	Director (proprietary)
María Verónica Fisas Vergés	Director (independent)

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Alejandro García-Bragado Dalmau	Director (proprietary)
Francisco Javier García Sanz	Director (proprietary)
Cristina Garmendia Mendizábal	Director (independent)
Ignacio Garralda Ruiz de Velasco	Director (proprietary)
María Amparo Moraleda Martínez	Director (independent)
Eduardo Javier Sanchiz Irazu	Director (independent)
José Serna Masiá	Director (proprietary)
Koro Usarraga Unsain	Director (independent)

3. In addition, the Board of Directors, at the suggestion of the Appointments Committee and the Audit and Control Committee, in this latter case with regard to the composition of the Appointments Committee, agreed to reorganise the composition of Board of Directors' Committees.

Specifically, the Board of Directors agreed to the appointment of Koro Usarraga Unsain (independent director) as a member of the Executive Committee and the appointment of Eduardo J. Sanchiz Irazu (independent director) as a member of the Appointments Committee, replacing, in both cases, Francesc Xavier Vives.

Similarly, the Board of Directors agreed to the appointment of the Cristina Garmendia Mendizábal (independent director) as a new member of the Audit and Control Committee, thus increasing the number of members of this committee by one (1), as well as her appointment as member of the Remuneration Committee, replacing Verónica Fisas.

It was also been agreed to appoint Verónica Fisas Vergés and Tomás Muniesa Arantegui as new members of the Risk Committee, subsequently increasing the number of members of this committee by two (2).

Lastly, the Board of Directors agreed to renominate the director Verónica Fisas Vergés, re-elected by the General Meeting held today, as a member of the Executive Committee.

4. In accordance with the above, the composition of the committees is as follows:

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### **Executive Committee**

Jordi Gual Solé	Chairman (proprietary)
Tomás Muniesa Arantegui	Committee member (proprietary)
Gonzalo Gortázar Rotaeche	Committee member (executive)
María Verónica Fisas Vergés	Committee member (independent)
María Amparo Moraleda Martínez	Committee member (independent)
Koro Usarraga Unsain	Committee member (independent)

## **Appointments Committee**

John S. Reed	Chairman (independent)
María Teresa Bassons Boncompte	Committee member (proprietary)
Eduardo Javier Sanchiz Irazu	Committee member (independent)

### **Audit and Control Committee**

Koro Usarraga Unsain	Chairwoman (independent)
Cristina Garmendia Mendizábal	Committee member (independent)
Eduardo Javier Sanchiz Irazu	Committee member (independent)
José Serna Masiá	Committee member (proprietary)

#### **Risks Committee**

Eduardo Javier Sanchiz Irazu	Chairman (independent)
Fundación CajaCanarias represented by Natalia Aznárez Gómez	Committee member (proprietary)
María Verónica Fisas Vergés	Committee member (independent)
Tomás Muniesa Arantegui	Committee member (proprietary)
Koro Usarraga Unsain	Committee member (independent)

### **Remuneration Committee**

María Amparo Moraleda Martínez	Chairwoman (independent)
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Alejandro García-Bragado Dalmau	Committee member (proprietary)
Cristina Garmendia Mendizábal	Committee member (independent)

## Innovation, Technology and Digital Transformation Committee

Jordi Gual Solé	Chairman (proprietary)
Gonzalo Gortázar Rotaeche	Committee member (executive)
Cristina Garmendia Mendizábal	Committee member (independent)
María Amparo Moraleda Martínez	Committee member (independent)

22 May 2020.

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