

To the Comisión Nacional del Mercado de Valores

Pursuant to current securities market legislation, Bankinter, S.A. hereby announces:

Additional price sensitive information

At its meeting on 17 March 2021, the Board of Directors of Bankinter, S.A. convened the **Annual General Meeting of the Company**, to be held at its registered office at **Paseo de la Castellana 29, Madrid, 28046**. **The Meeting will be held exclusively by remote means, on 21 April 2021 at 13.00** on first call. If the required quorum is not met, it will be held at second call on 22 April 2021 at the same place and time. Attached hereto are the full texts of:

- the announcement of the Annual General Meeting of Bankinter.
- Proposed resolutions Bankinter, S.A. Annual General Meeting 2021

The directors' reports required for certain items on the meeting agenda and other documents relating to the general meeting can be found on the company's corporate website, www.bankinter.com/webcorporativa.

Madrid, 17 March 2021

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2021 ANNUAL GENERAL MEETING

At its meeting on 17 March 2021, the Board of Directors of Bankinter, S.A. convened the **Annual General Meeting of the Company**, to be held at its registered office at **Paseo de la Castellana 29, Madrid, 28046**. **The Meeting will be held exclusively by remote means, on 21 April 2021 at 13.00** on first call. If the required quorum is not met, it will be held at second call on 22 April 2021 at the same place and time. The Meeting will deliberate upon the matters included in the following:

AGENDA:

- 1st. 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 2020.
- 2nd. Review and approval of the Non-financial Statement in accordance with Law 11/2018, of 28 December.
- 3rd. Review and approval of the Board of Directors' management and performance during the financial year ended 31 December 2020.
- 4th. Review and approval of the proposed distribution of earnings and dividends for the financial year ended 31 December 2020.
- 5th. Approval of partial amendments to the Corporate By-laws:
 - 5.1. Approve the modification of article 18 of the Corporate By-laws regarding the Annual General Meeting.
 - 5.2. Approve the modification of articles 33, 34 and 36 of the Corporate By-laws relating to Board Committees.

5.3. Approve the modification of article 41 of the Corporate By-laws regarding the payment of dividends.

6th. Approve the partial modification of article 10 of the Rules and Regulations of the Annual General Meeting to introduce the possibility of holding the Meeting remotely.

7th. Re-election of the auditor of the Company and the consolidated Group for 2021.

8th. Appointment, re-election and establishment of the number of directors:

8.1 Appointment of Cristina García-Peri Álvarez as an independent external director.

8.2. Re-election of Pedro Guerrero Guerrero, with the status of other external director.

8.3. Re-election of Marcelino Botín-Sanz de Sautuola y Naveda as an external proprietary director.

8.4. Re-election of Fernando Masaveu Herrero as an external proprietary director.

8.5. Establishment of the number of directors.

9th. Approval of a restricted capitalisation reserve pursuant to article 25.1.b) of Law 27/2014 of 27 November on corporate income tax.

10°. Resolutions on remuneration:

10.1 Approval of the remuneration policy for the directors of Bankinter, SA, for the years 2022, 2023 and 2024, which includes the maximum amount of annual remuneration to be paid to directors for the exercise of their functions.

10.2 Approval of the delivery of shares to executive directors for their executive duties, and to senior management as part of the annual variable remuneration accrued in 2020.

10.3 Approval of the maximum level of variable remuneration for certain staff whose professional activities have a material impact on the company's risk profile.

11th. Delegation of powers to the Board of Directors, including the power of substitution, to formalise, interpret, correct and execute the resolutions of the Annual General Meeting.

Item submitted to a consultative vote:

12th. Annual report on the remuneration of directors pursuant to article 541 of the Spanish Companies Act.

Items for information:

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

ADDENDUM TO THE ANNOUNCEMENT AND PRESENTATION OF MOTIONS:

Shareholders representing at least 3% of share capital may request that an addendum to the Annual General Meeting announcement be published including one or more items on the agenda and submit justified motions in respect of items that have already been, or should be, included on the agenda, in the manner provided for, and within the period stipulated, by law.

This right shall be exercised by due notification, which must be received at the registered office within five days from the publication of this announcement.

The exercise of these rights will be in accordance with the provisions of the Spanish Companies Act, the Corporate By-laws and the Rules and Regulations of the Annual General Meeting.

PROVISIONS RELATING TO THE RISK TO PUBLIC HEALTH CAUSED BY THE COVID-19 PANDEMIC

In response to the health crisis caused by COVID-19 and as provided for in the eighth final provision of Royal Decree-Law 5/2021, of 12 March, on extraordinary measures to support business solvency in response to the COVID-19 pandemic, which modifies Royal Decree-Law 34/2020, of 17 November, on urgent measures to support business solvency and the energy sector, and on tax matters, Bankinter's Board of Directors has decided **to hold the Annual General Meeting called by this announcement exclusively by remote means, to safeguard the general interests, health and safety of shareholders, employees and other persons involved in preparing and holding the Meeting, in accordance with current health regulations. This means that there will be no physical attendance by shareholders or their proxies.** However, the exercise of the rights of all shareholders shall be guaranteed at all times, as well as their identity and legitimacy and that of their proxies, ensuring that all attendees can effectively

participate in the meeting through remote communication channels under applicable legislation, exercising their rights to take part, receive information, make proposals and vote.

The Board of Directors of Bankinter offers the possibility of participating in the meeting through the following channels, to ensure that shareholders who wish to attend and exercise their right to vote can do so: (i) remote attendance; (ii) representation conferred on the Chairman of the Meeting by remote means of communication; (iii) early voting through remote communication means; and iv) other means made available by the company, which are detailed in the following sections, on "Rights of attendance, representation and remote voting" and "Remote attendance of the Annual General Meeting".

Likewise, the directors may attend the meeting by audio or video conference, regardless of the location of the Chairman of the Board.

RIGHT TO ATTEND, REPRESENTATION AND REMOTE VOTING:

Holders of 600 or more shares shall be entitled to attend the Annual General Meeting, provided that such shares were recorded in their name in the corresponding share ledger at least five days ahead of the meeting date, as provided for in the Corporate By-laws. Shareholders who own fewer shares may pool their shares to reach that minimum number, as provided for 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 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.

All shareholders may also **vote remotely**.

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 2021 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, these rights may be exercised through the following channels:

- By regular post to the registered office of Bankinter, S.A. (Paseo de la Castellana 29, 28046 Madrid), including the duly completed attendance/proxy/remote voting card.
- Delivery of the attendance/proxy/remote voting card to any Bankinter, S.A. branch or centre.
- Through the internet, at www.bankinter.com/webcorporativa. Customers (only natural persons) must use their Bankinter passwords and coordinates card. Non-customers must use their shareholder number and the alphanumeric code shown on the attendance/proxy/remote voting card sent to them by the Company.
- Via mobile telephone. Customers must directly access the mobile internet address (www.bankinter.com), the Bankinter mobile app or click on the link in the first SMS sent for these purposes by the Company. Customers with mobile phones without internet access will receive a second message from the Company, to which they must reply with the word VOTAR1 and the sum of the two numbers from their coordinates card displayed in the message. Non-customers may vote by sending a message to 217128 with the word JUNTA followed by a blank space and the alphanumeric code shown in the attendance/proxy/remote voting card provided by the Company.

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

For technical reasons, the only option allowed for conferring proxies by internet is to confer the proxy upon the Chairman, in which case the voting instructions shall be in favour of all proposed resolutions regarding all items on the agenda drawn up and approved by the Board of Directors. Only votes in favour of the resolutions may be cast via SMS.

The Company reserves the right to suspend the electronic proxy/remote voting mechanisms for technical or security reasons, informing shareholders, without prejudice to the validity of proxies already issued/remote votes already cast, and the rights to attend and representation for shareholders, as well as the right to ask shareholders for any additional means of identification it sees fit to guarantee the authenticity of the proxy or the vote. The Company shall not be held liable for any damage caused by surges,

breakdowns, line failures, connection failures or any similar events beyond its control that may temporarily prevent use of the electronic proxy 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.

REMOTE ATTENDANCE AT THE ANNUAL GENERAL MEETING

The Board of Directors has agreed that attendance at the Annual General Meeting shall be exclusively by remote means that allow real-time connection with the venue where the Meeting is to be held, as set out below and in the **Procedure for the exercise of the rights of information, assistance, proxy and remote voting by shareholders at the 2021 Annual General Meeting of Bankinter, 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:

- *Advance registration:* Shareholders entitled to attend, as indicated in the previous section, who wish to attend the Annual General Meeting remotely must register between 10.00 (CET) on 23 March 2021 and 13.00 (CET) on 20 April 2021, 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. Pre-registration connections will not be allowed outside the indicated times.

In order to guarantee their identity, shareholders and proxies who wish to attend the Annual General Meeting electronically must prove their identity by means of an electronic identity document or a recognised or advanced electronic signature, based on a recognised and current electronic certificate issued by the Spanish Public Certification Agency (CERES), which is part of the National Mint (Fábrica Nacional de Moneda y Timbre). The Company may enable additional identification measures to ensure the identity of shareholders.

Prior to registration, proxies must demonstrate their proxy by sending a scanned copy of their national identity document, foreign-national identification number or passport, and attendance card signed by the shareholder represented and by the proxy by email (ofiaccionista@bankinter.com). Representatives of legal persons should also send a scanned copy of their powers of attorney or other title by which they are empowered to represent the legal entity, to the above address.

Once the shareholder or their proxy has registered as indicated and within the established period, they may attend, take part and vote at the Annual General Meeting through remote means by connecting on the scheduled date of the Meeting, as set out in the following section.

The Company reserves the right to ask shareholders and their proxies for any additional means of identification it deems necessary to prove their identity and entitlement and the authenticity of their votes.

- *Demonstration that registered persons are shareholders:* From the end of the registration period until the connection is opened for remote attendance at the Annual General Meeting, the Company will verify the status of shareholders and their proxies in the manner and time established. Remote attendance is subject to verification that the shareholder's shares were registered in the appropriate accounting register at least five (5) days prior to the date set for the Annual General Meeting.
- *Connection to and attendance of the Annual General Meeting:* Once registered as set out above, shareholders (or their proxies) must connect to the Annual General Meeting using the means provided between 11.30 and 12.30 on 21 April 2021. If the Annual General Meeting cannot be held on first call, the shareholder must connect on the following day, in the same time period, for the Meeting to be held on second call. Connections for the exercise of remote attendance rights will not be accepted outside these periods. Shareholders who register beforehand but do not connect to the Meeting will be regarded as not in attendance.
- *Taking part and questions:* Contributions, requests for information or clarifications, and motions for resolutions on matters that, not being on the agenda, may, in accordance with the Law, be proposed during the Annual General Meeting, which those attending by remote means intend to submit must be sent to the company in writing in accordance with 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 2021 Annual General Meeting of Bankinter, S.A. when registering. The Secretary will recognise the shareholders' contributions in the period reserved for them. Such contributions will only appear in the minutes when this is 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 Meeting.

- Voting Notwithstanding the provisions for voting on the Internet or by mobile phone, votes may be cast on proposals related to the items on the agenda following the instructions on the corporate website, from the moment the shareholder or their proxy connects to the Annual General Meeting until the Chairman or, where appropriate, the Secretary announces the end of the voting period for the proposed resolutions. Remote attendees will be able to cast their votes on proposed resolutions on matters that do not need to appear on the agenda from the moment that the proposals are read so that they can be voted on.

For matters not expressly addressed in this announcement, the rules on voting and the adoption of resolutions in the Rules and Regulations of the Annual General Meeting for attendance in person will apply to shareholders who attend the Annual General Meeting remotely.

- Other questions: Remote attendance of the Annual General Meeting by the shareholder will be equivalent to attendance in person. Remote attendance will prevail over any votes cast remotely in advance and any proxies granted prior to the Annual General Meeting being held. The Company reserves the right to take measures in relation to the remote attendance mechanisms for the Annual General Meeting as required 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 control of the Company that prevent the use of the remote attendance mechanisms for the Annual General Meeting. 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 representatives.

The remote attendance mechanisms will be closed at the end of the Annual General Meeting or if the quorum is not reached.

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 must do so by following the instructions on the 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 have the right 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:

- 1st. 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 2020, 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).
- 2nd. The non-financial statement included in the management report for the financial year ended 31 December 2020.
- 3rd. Motions submitted for each item on the general meeting agenda and supporting reports by the Board of Directors for each motion.
- 4th. Directors' remuneration policy for 2022, 2023 and 2024.
- 5th. Report by the Remuneration Committee on the proposed to the remuneration policy for members of the Board of Directors, in accordance with article 529 novodecies of the Spanish Companies Act (Ley de Sociedades de Capital).
- 6th. Annual report on the remuneration of Bankinter, S.A. directors
- 7°. 2020 Annual Corporate Governance Report.
- 8th. 2020 annual activity report of the Audit and Regulatory Compliance Committee.
- 9th. 2020 annual activity report of the Appointments and Corporate Governance Committee.
- 10th. 2020 annual activity report of the Remuneration Committee.

- 11th. 2020 annual activity report of the Risk Committee.
- 12th. Procedure for the exercise of rights of information, attendance, proxy and remote voting by shareholders at the 2021 Annual General Meeting of Bankinter, S.A.
- 13th. Supporting reports from the Board of Directors for agenda item 8 assessing the competence, experience and merits of the candidates proposed for appointment and re-election as members of the Board of Directors. These reports also include the CVs of the proposed candidates for appointment and re-election, in accordance with Article 518 of the Corporate Enterprises Act (LSC).
- 14th. Any other statutory information regarding the Annual General Meeting.

All the documents related to the Annual General Meeting will be available on the corporate website of the Company (www.bankinter.com/webcorporativa) from publication of this announcement until the holding of the Annual General Meeting, at least. This information includes the model attendance, proxy and remote voting card (the, "attendance card") and the Procedure for the exercise of the rights of information, attendance, proxy and remote voting of shareholders at the 2021 Annual General Meeting of Bankinter, S.A. This contains the rules applicable to the exercise of the rights of the shareholders relating to the Annual General Meeting (including the right to information). 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.

ELECTRONIC SHAREHOLDERS 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 announcement 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. Duly registered shareholders may use the Forum to publish communications regarding:

- Motions they wish to add to the agenda in the announcement of the Annual General Meeting.
- Requests for other shareholders to back such motions.

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- Initiatives to reach the percentage required to exercise a legally conferred minority right.
- Offers and requests for voluntary representation.

The corporate website, www.bankinter.com/webcorporativa, provides access to the Electronic Shareholders Forum and its rules and regulations.

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:

- The Shareholders Office:
(ofiaccionista@bankinter.com, tel. (34) 91 339 83 30 - 91 339 75 00 - 901 88 80 44.
- Communications Department:
(comunicacion@bankinter.com, tel. (34) 91 339 83 38 - 91 339 78 55
- Investor Relations:
investor_relations@bankinter.com, tel. (34) 91 436 71 06.
- or any Bankinter, S.A. branch or centre.

PERSONAL DATA PROCESSING:

Bankinter, as the data controller, shall process personal data sent by shareholders or provided by custodians to call and conduct the Annual General Meeting.

You may exercise your rights of access, rectification, erasure, objection, restriction of processing and data portability at any time, in the circumstances and within the scope set out in 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. Madrid. 28760, or by e-mail: 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 at

https://webcorporativa.bankinter.com/stf/web_corporativa/accionistas_e_inversores/accionistas_y_accion/usted_primero/info-uso-datos-caracter-personal.pdf.

VERIFICATION OF VOTE COUNTING:

In application of the **Procedure for the exercise of the rights of information, attendance, proxy and remote voting by shareholders**, the count of votes at the 2021 Annual General Meeting of Bankinter, S.A. will be subject to review by an external audit firm other than the account auditor, as in previous years. A summary of the conclusions of this review will be published on the corporate website www.bankinter.com/webcorporativa.

ATTENDANCE OF A 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 Annual General Meeting is expected to be held at first call on 21 April 2021, at the place and time stated above.

The Annual General Meeting called in this announcement will be held exclusively by remote means, i.e. with no physical attendance by shareholders or their proxies, under the eighth final provision of Royal Decree-Law 5/2021, of 12 March, on extraordinary measures to support business solvency in response to the COVID-19 pandemic.

Madrid, 17 March 2021

Gloria Calvo Díaz

GENERAL SECRETARY AND SECRETARY OF THE BOARD OF DIRECTORS

Proposed resolutions

Bankinter, S.A. Annual General Meeting 2021

- 1st. 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 2020.**

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 2020, as authorised for issue by the Board of Directors of BANKINTER, S.A. at its meeting held on 22 February 2021 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 and Regulatory Compliance Committee and audited by PricewaterhouseCoopers Auditores, S.L.

- 2nd. Review and approval of the non-financial statement in accordance with Law 11/2018, of 28 December.**

To approve the non-financial information included in the non-financial statement of the consolidated group's management report for the financial year ended 31 December 2020, in accordance with Law 11/2018, of 28 December amending, among others, article 49.5 of the Code of Commerce.

3rd. Review and approval of the Board of Directors' management and performance during the financial year ended 31 December 2019.

To approve the Board of Directors' management and performance in 2020.

4th. Review and approval of the proposed distribution of earnings and dividends for the financial year ended 31 December 2020.

To approve the proposal for the distribution of earnings Bankinter, S.A. for financial year 2020, in the amount of 201,957 thousand euros, as follows:

- 44,724 thousand euros was paid before the date of the Annual General Meeting as interim dividends out of 2020 profit on 1 March 2021.
- No final dividend will be paid, since the amount paid as interim dividend, mentioned in the previous point, is the maximum amount allowed in accordance with the limit established by the recommendation of the European Central Bank of 15 December 2020.

Therefore, the total gross dividend for financial year 2020 is 0.04976381 euro per share.

4.2 - The remainder of Bankinter, S.A.'s 2020 profit, i.e. 157,233 thousand euros, is earmarked for the entity's voluntary reserves.

5th. Approval of partial amendments to the Corporate By-laws:

5.1. Approve the modification of article 18 of the Company By-laws regarding the Annual General Meeting.

Amend the current article 18 of the Company By-laws, after obtaining, where appropriate, the appropriate legal or regulatory authorisations, regarding the call of the Annual General Meeting, to regulate remote attendance:

The new wording of the articles to be amended and the article introduced will be as follows:

Article 18. Calling the General Meeting

The annual general meeting of shareholders must be called by means of an announcement to be posted at least one month ahead of the meeting date set

in the Official Gazette of the Companies Registry, or in one of the more widely circulated newspapers in Spain, and always on the Company's website and on the website of the Spanish National Securities Market Commission (Comisión Nacional del Mercado de Valores or 'CNMV').

Extraordinary general meetings must be called at least fifteen days in advance, subject to applicable law.

The announcement must state the date of the meeting at first call, the date by which shareholders must have had their shares recorded in their name to be able to attend and vote at the General Meeting, the place and the manner in which they may obtain the unabridged text of the documents and motions, the Company's website address where the information will be available, and any other information that may be required by law.

The announcement may also state a date on which the general meeting will be held on second call, if considered necessary. If a second call is included, at least twenty-four hours must separate the first and second meeting. However, the General Meeting will be deemed validly called and convened to address any business if all of share capital is present and the attendees unanimously agree to hold the meeting. The annual general meeting will be valid even if it is called or held outside the relevant timeframe.

Shareholders representing at least three per cent of share capital may ask that a supplement be added to the announcement of the annual general meeting to include one or more items on the agenda, or to propose motions relating to matters that were already included, or that should have been included, on the agenda for the convened meeting, all the foregoing in the manner and subject to the deadlines prescribed by the law.

The information stipulated in the Spanish Companies Act and in the Rules and Regulations of the Annual General Meeting shall be posted at all times on the corporate website from the time the announcement is published through to the time the general meeting is held.

Remote attendance at the meeting by remote and simultaneous means and the issuance of remote electronic voting during the meeting will be governed by the provisions of the Rules and Regulations of the Annual General Meeting. The holding of the meeting by remote means will be subject at all times to the identity and legitimacy of the shareholders and their representatives being duly guaranteed and that all attendees can effectively participate in the meeting by means of remote communication admitted at any time under the applicable legislation, and the exercise of the rights of intervention, information, proposal and vote to which they are entitled. The regulations of the General Meeting may

attribute to the Board of Directors the governance, with respect to the law, the statutes and the regulations of the meeting, of all the necessary procedural aspects, including, among other issues; the minimum notice with which the shareholder must make the connection to be considered present; the procedure and applicable rules so that shareholders attending remotely can exercise their rights; the time in advance of the constitution of the meeting by which, where appropriate, interventions and proposed resolutions to be formulated by those attending by remote means must be sent; the identification requirements required for said remote attendees and their influence on the system for creating the list of attendees.

In addition, as and when permitted under the applicable legislation and under the conditions set forth, general meetings may be called and held exclusively by electronic means, without the need for physical attendance by the shareholders or their representatives. In this case, the Meeting will be understood to be held at the registered office and the provisions of the preceding section will also apply.

The board members may attend the meeting by electronic means connection or, where appropriate, from the place where the meeting is broadcast.

5.2. Approve the amendment of articles 33, 34 and 36 of the Company By-laws relating to Board Committees.

Amend the current articles 33, 34 and 36 of the Company By-laws, after obtaining, where appropriate, the appropriate legal or regulatory authorisations, regarding Board Committees, to amend the name of said committees.

The new wording of the articles to be amended will be as follows:

Article 33. Audit Committee

The Audit Committee shall comprise a minimum of three and a maximum of seven external or non-executive Directors appointed by the Board of Directors, on the recommendation of the Appointments, Sustainability and Corporate Governance Committee and feature a majority of independent Directors. Members will be appointed for any term of office the Board of Directors deems fit.

One of the independent members of the Audit Committee shall be appointed Chairman of the Committee, in view of his or her knowledge, skills and experience in the field of accounting, auditing or both.

The Chairman of this committee and all its members must be non-executive Directors. The Chairman shall be replaced every four years at least, but may then be re-elected once one year has passed from the time he stepped down.

The head of internal audit services and the external accounts auditors may be asked to attend meetings, as may any other person named in the Rules and Regulations of the Board of Directors. The Rules and Regulations of the Board of Directors shall govern the composition, operations and remit of the Audit Committee.

The remit of the Audit Committee is as follows:

- a) Reporting to the general shareholders' meeting on any matters raised by shareholders regarding its remit.*
- b) Laying proposals before the Board of Directors, for submission by the board to shareholders at the general shareholders' meeting, regarding the selection, appointment, re-election and replacement of the external financial auditor, including the terms of its engagement, and receiving regular information from the external auditor about the audit plan and its results, while also safeguarding the external auditor's independence when performing its functions.*
- c) Supervising the effectiveness of the Company's internal control function, internal audit services and risk management systems (including tax risk), while discussing with the auditors any significant weaknesses they may have detected in the internal control system when conducting their audit.*
- d) Supervising the process of drawing up and presenting regulated financial information.*
- e) Building relations with the external auditors and receiving and scrutinising information on any matters that might threaten their independence, and on any other issues relating to the process of drawing up the financial statements, while also communicating and liaising with the auditors in accordance with applicable law on financial audits and technical auditing rules and regulations. The Audit Committee must invariably receive written confirmation from the account auditor once a year regarding its independence from the Company or entities directly or indirectly related thereto, as well as information regarding any non-audit services provided to such entities by the*

auditor or related persons or entities, pursuant to applicable accounting and auditing law.

f) To issue annually, prior to the issuance of the accounts audit report, a report in which an opinion on the independence of the auditors or audit firms shall be stated. This report must contain an opinion regarding the provision of any non-audit services mentioned in the preceding paragraph, whether considered individually or together, above and beyond the statutory audit service and in relation to the system of independence or applicable audit standards.

g) Reporting to the Board of Directors on any and all matters required by law, the Corporate By-laws and the Rules and Regulations of the Board of Directors, particularly in relation to the following matters:

(i) any financial information the Company must regularly disclose;

(ii) the issue or acquisition of shares in special purpose vehicles or entities domiciled in jurisdictions or territories classified as tax havens; and

(iii) related-party transactions.

h) Any other powers or authority conferred by the law or the Rules and Regulations of the Board of Directors. The Audit Committee shall report through its Chairman to the Board of Directors on its activities and work at meetings called for that specific purpose or at the next board meeting where the Chairman deems this necessary. It shall also make copies of the minutes of such meetings available to board members.

Article 34. Risk and Compliance Committee.

The Board of Directors shall set up a Risk and Compliance Committee, which shall be entrusted with risk control and monitoring. The Risk and Compliance Committee shall comprise a minimum of three and a maximum of seven external or non-executive Directors, appointed by the Board of Directors on the recommendation of the Appointments, Sustainability and Corporate Governance Committee, and feature a majority of independent Directors with an independent Chairman in all cases. Members shall be appointed for any term of office the Board of Directors deems fit. The Risk and Compliance Committee shall meet as often as it is called by the committee itself or by its Chairman. Any person belonging to the Company or from outside the Company may attend meetings as the committee sees fit. The Chairman of the Audit and Regulatory Compliance Committee shall report to the Board of Directors on all activity and work performed by the committee, whether at meetings scheduled for that specific purpose or at the very next meeting if the Chairman considers this necessary. It shall also provide board members with a copy of the minutes of all

such meetings. The Rules and Regulations of the Board of Directors shall govern the composition, operations and remit of the Audit and Regulatory Compliance Committee.

Article 36. Appointments, Sustainability and Corporate Governance Committee

The Board of Directors shall set up an Appointments, Sustainability and Corporate Governance Committee, which will be vested with general powers to propose and report on the appointment and removal of Directors in accordance with the law.

The Appointments, Sustainability and Corporate Governance Committee shall comprise a minimum of three and a maximum of seven external or non-executive Directors appointed by the Board of Directors, and feature a majority of independent Directors. Members shall be appointed for any term of office the Board of Directors deems fit.

The Appointments, Sustainability and Corporate Governance Committee must be chaired by an independent director.

The Rules and Regulations of the Board of Directors shall govern the composition, operation and remit of the Appointments, Sustainability and Corporate Governance Committee.

The Chairman of the Appointments, Sustainability and Corporate Governance Committee shall report to the Board of Directors on all activities and work performed by the committee at specific meetings called for that purpose or at the next board meeting if the Chairman deems this necessary. The committee shall provide board members with copies of the minutes of such meetings.

Authorise the Board of Directors to amend, where appropriate, the cross references in the articles due to the amendment of the new name of the Committees.

5.3. Approve the amendment article 41 of the Company By-laws.

Amend the current article 41 of the Company By-laws, after obtaining, where appropriate, the appropriate legal or regulatory authorisations, to include improvements deriving from applicable legislation.

The new wording of the articles to be amended will be as follows:

Article 41. The general meeting may resolve to pay a dividend, or distribute the share premium or any other unrestricted reserve, either fully or partly in the form of securities, provided the following requirements are met:

- (i) the securities to be distributed must be identical;*
- (ii) they must be traded on an official market at the time the resolution is approved, or the Company must have received due assurance that they will be admitted for trading within one year of the date on which the adopted resolution has been fully implemented; and*
- (iii) they may not be distributed for a value that is below the value at which they are reported on the Company's balance sheet at the time the resolution is adopted.*

Dividend distributions that are made in a way other than cash or equity instruments will be subject to compliance with the conditions set forth in the applicable legislation and, where appropriate, have the prior authorisation of the competent authority.

In the event of a capital reduction involving the return of capital contributions, shareholders may receive part or all of that payment in kind, provided the three conditions laid down in the immediately preceding paragraph are met simultaneously.

Authorise the Board of Directors to recast the text of the By-laws of Bankinter, S.A.

Pursuant to the provisions of article 4.2.c) of Law 10/2014, of 26 June, on the organisation, supervision and capital adequacy of credit institutions and article 10 of Royal Decree 84/2015, of 13 February, implementing Law 10/2014, of 26 June, on the organisation, supervision and capital adequacy of credit institutions, the above proposals for amending the By-laws are conditional on obtaining the corresponding administrative authorisation.

6th. Approve the partial amendment of article 10 of the Rules and Regulations of the Annual General Meeting.

Amend articles 10 of the Rules and Regulations of the Annual General Meeting to adapt their wording to the new proposed text of the By-laws. Authorise the Board of Directors to recast the text of the Rules and Regulations of the Annual General Meeting.

The new wording of the articles to be amended will be as follows:

Article 10. Right to attend

10.1 Holders of six hundred or more shares shall be entitled to attend general meetings provided that such shares were recorded in their own name in the corresponding share ledger at least five days ahead of the meeting date, in the manner described in the Corporate By-laws.

10.2 The legitimate owner of the shares will be, for all intents and purposes, the individual or legal entity in whose name the shares are registered, without prejudice to what the law has to say in the case of intermediaries or financial institutions acting on behalf of third parties.

10.3 If a shareholder, having previously delegated their voting right, then proceeds to transfer the shares, the proxy shall be considered invalid, without prejudice to the rights of the shareholder who acquired the shares.

10.4 Shareholders who own less than the number of shares stated in paragraph 10.1 above may pool their shares in order to reach that minimum number by granting a proxy to another Group shareholder. Otherwise, any of them may confer their proxy for the general meeting upon another shareholder who is entitled to attend and who is legally eligible to represent other shareholders, thus grouping their shares with those of the proxy shareholder.

10.5 Attendance at general meetings is conditional upon possession of the pertinent nominative attendance/proxy/remote voting card issued by the Office of the General Secretary of the Bank as per the standard form approved by the Board of Directors, although ownership and the number of shares may also be proved by any other legally valid means. The Company shall accept voting or proxy instructions from financial intermediaries or custodians of shares when received through any channel that proves the identity of the sender and bears its signature, subject in all cases to applicable legal requirements. The Company will be authorised to check the data against Iberclear records and may conduct any further checks specified in these Regulations.

10.6 Board members must attend the general meeting of shareholders, unless they provide the Chairman with valid grounds warranting their absence. The auditor must also attend the general meeting. However, the meeting shall be deemed validly quorate even in the absence of such persons.

10.7 The Chairman of the general meeting may authorise the attendance of any other person he sees fit to invite, although the general meeting may revoke that authorisation.

10.8 When entering the premises at which general meetings are to be held, shareholders will be provided with the full text of motions to be submitted before the general meeting, the annual report on the remuneration of the Directors and senior management, and any related supporting document or reports made available to shareholders when announcing the general meeting.

10.9. Shareholders with the right to attend may attend the General Meeting by remote means that can guarantee the identity of the shareholders, the correct exercise of their rights and the proper conduct of the meeting. Shareholders' attendance at the Meeting by remote means will be subject to the following rules, which may be developed and completed by the Board of Directors:

- a) The call will detail the advance notice with respect to the start of the meeting with which the shareholder who wishes to attend the Meeting must make the connection in order to be considered as a present shareholder. Any shareholder connecting to the meeting once the established deadline has passed will not be considered present.*
- b) Information and voting rights must be exercised through the remote communication method as provided in the By-laws and in these Regulations. The Board of Directors will determine the procedure and deadlines for the exercise of these rights during the course of the Meeting.*
- c) Under the provisions of article 182 of the Spanish Companies Act, when the General Meeting is called, the Directors may determine that the interventions and proposals for resolutions which, in accordance with the law, are intended to be formulated by those attending by remote means, be sent to the Company prior to the Meeting call.*
- d) Unless any of the refusal circumstances provided for in the Law, the By-laws or these Regulations concur, requests for information or clarification made by remote attendees during the Meeting will be answered in writing within seven days, without prejudice to the possibility of doing so during the course of the meeting.*
- e) Any shareholder wishing to attend the Meeting must identify himself/herself by means of an electronic signature or any other type of identification, under the terms established by the Board of Directors in a resolution adopted for that purpose and with provision of the adequate guarantees of authenticity and identification of the shareholder in question. The Board of Directors may establish and update the appropriate means and procedures to the state of the art to implement remote attendance and remote electronic voting during the Meeting, adapting, where appropriate, to the legal regulations that develop this system already provided for in the By-laws and in these Regulations. These means and procedures will be published on the*

Company's website. If, due to technical circumstances not attributable to the Company, remote attendance at the Meeting is not possible in the manner foreseen or an interruption in communication occurs during the Meeting or terminates it, this circumstance may not be invoked as an illegitimate deprivation of shareholder rights.

7th.Re-election of the auditor of the company and the consolidated group for 2021.

To re-elect, as the auditor of Bankinter, S.A. and its consolidated group for 2021, PricewaterhouseCoopers Auditores, S.L. with registered office at Torre PwC, Paseo de la Castellana 259 B, Madrid, tax ID number B-79031290, registered in Spain's Official Registry of Auditors under S-0242 and the Madrid Companies Registry on page 87250-1, folio 75, volume 9267, book 8054, section 3, pursuant to a proposal by the Audit and Regulatory Compliance Committee submitted to and approved by the Board of Directors.

8th.Appointment, re-election and establishment of the number of Directors:

8.1 Appointment of Cristina García-Peri Álvarez as an independent external director.

To appoint, as Director of the Bank for a term of four years, Cristina García-Peri Álvarez, of legal age, married, of Spanish nationality and domiciled for these purposes at Paseo de la Castellana, 29, Madrid and Tax ID Number (NIF): 403.203-T.

Cristina García-Peri Álvarez is appointed independent external director.

This proposal for the appointment of Director is consistent with the proposal made to the Board of Directors by the Appointments and Corporate Governance Committee and based on the favourable report by the Board of Directors provided in article 529 decies of the Spanish Companies Act (Ley de Sociedades de Capital), 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.

8.2. Re-election of Pedro Guerrero Guerrero, with the status of Other external director.

To reelect as Director of the Bank for a term of four years, Pedro Guerrero Guerrero, of legal age, married, of Spanish nationality, domiciled for these purposes at Paseo de la Castellana, 29, Madrid and holder of Tax ID Number (NIF): 50.282.577-T.

Pedro Guerrero Guerrero is reelected as non-executive "Other External Director".

This proposal for the re-election as director is consistent with the proposal made to the Board of Directors by the Appointments and Corporate Governance Committee and based on the favourable report by the Board of Directors provided in article 529 decies of the Spanish Companies Act (Ley de Sociedades de Capital), and complies fully with the definition of "Other external director" set forth in that Law. This report is available to shareholders since publication of the general meeting announcement.

8.3. Re-election of Marcelino Botín-Sanz de Sautuola y Naveda as an external proprietary director.

To reelect as Director of the Bank for a term of four years, Marcelino Botín-Sanz de Sautuola y Naveda, of legal age, married, of Spanish nationality, domiciled for these purposes at Paseo de la Castellana, 29, Madrid and holder of Tax ID Number (NIF): 13.744.431-E.

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 Appointments and Corporate Governance Committee and based on the favourable report by the Board of Directors provided in article 529 decies of the Spanish Companies Act (Ley de Sociedades de Capital), 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.

8.4. Re-election of Fernando Masaveu Herrero as an external proprietary director.

To reelect as Director of the Bank for a term of four years, Fernando Masaveu Herrero, of legal age, married, of Spanish nationality, domiciled for these purposes at Paseo de la Castellana, 29, Madrid and holder of Tax ID Number (NIF): 10.851.891-P.

Fernando 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 Appointments and Corporate Governance Committee

and based on the favourable report by the Board of Directors provided in article 529 decies of the Spanish Companies Act (Ley de Sociedades de Capital), 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.

8.5. Establishment of the number of Directors.

To establish at eleven (11) the effective number of members of the Board of Directors within the limit set forth in article 25 of the Company By-laws.

9th. 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.

To approve the formal funding and accounting recognition in 2020 of a capitalisation reserve in the amount of 19,990,932.84 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.

10°. Resolutions on remuneration:

10.1 Approval of the remuneration policy for the Directors of Bankinter, SA, for the years 2022, 2023 and 2024, which includes the maximum amount of annual remuneration to be paid to Directors for the exercise of their functions.

To approve, pursuant to the provisions of section 529 novodecies of the Spanish Companies Act, the Remuneration Policy for the Directors of Bankinter, S.A., for a maximum term of 3 years, the text of which has been made available to the shareholders together with the other documents relating to the General Shareholders' Meeting since the date of the call.

10.2 Approval of the delivery of shares to executive Directors for their executive duties, and to senior management as part of the annual variable remuneration accrued in 2020.

To approve, upon the terms set forth below and pursuant to article 219 of the Spanish Companies Act, the maximum number of Bankinter shares to be delivered to executive Directors (two Directors) and senior management (eight members) as part of the annual variable remuneration accrued in 2020.

The annual variable remuneration accrued in 2020 will be paid as follows:

- In the case of the chief executive officer:

- 40% of the annual variable remuneration will be paid in 2021, in halves and net of tax, in cash and in shares.
- The remaining 60% will be deferred in fifths and paid, where appropriate, in the following financial years (until financial year 2026). Every year, the amount will be paid net of taxes, with 60% paid in shares and 40% in cash.

- Vice Chairman and senior managers:

- 60% of the annual variable remuneration will be paid in 2021, in halves and net of tax, in cash and in shares.
- The remaining 40% will be deferred in fifths and paid, if applicable, in the following financial years (until financial year 2026). In each year, the corresponding amount will be paid, after taxes, half in cash and half in shares.

Application of the variable remuneration deferral clause	Chief executive officer		Vice-Chairman and senior managers	
	40% Not deferred	60% Deferred (five years)	60% Not deferred	40% Deferred (five years)
Cash	50%	40%	50%	50%
Shares	50%	60%	50%	50%

Delivery of Bankinter shares as deferred and non-deferred annual variable remuneration shall be made at a share price of 4.8014 euros/share; i.e. the average quoted price of the Bankinter share at the close of business for the trading sessions between 2 January and 20 January 2021, both inclusive.

Deliveries of company shares will be made net of tax and according to the following schedule:

- The maximum number of Bankinter shares to be delivered to executive Directors and senior managers for **non-deferred** variable remuneration accrued under the 2020 variable incentive is:

- 3,712 Bankinter shares to the Executive Vice Chairman,
- 3,740 Bankinter shares to be delivered to the CEO, and
- 23,574 Bankinter shares to senior managers.

The delivery of Bankinter shares for the non-deferred portion of the variable remuneration accrued in 2020 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 2020 variable incentive is:

- Chief executive officer:
 - 1,346 Bankinter shares will be delivered in the month of January 2022, corresponding to 1/5 of 60% of the deferred remuneration accrued by the variable incentive in 2020.
 - 1,346 Bankinter shares will be delivered in the month of January 2023, corresponding to 1/5 of 60% of the deferred remuneration accrued by the variable incentive in 2020.
 - 1,346 Bankinter shares will be delivered in the month of January 2024, corresponding to 1/5 of 60% of the deferred remuneration accrued by the variable incentive in 2020.
 - 1,346 Bankinter shares will be delivered in the month of January 2025, corresponding to 1/5 of 60% of the deferred remuneration accrued by the variable incentive in 2020.
 - 1,346 Bankinter shares will be delivered in the month of January 2026, corresponding to 1/5 of 60% of the deferred remuneration accrued by the variable incentive in 2020.
- Vice-Chairman and senior managers (aggregated):
 - 494 Bankinter shares for the Vice-Chairman and 3,140 shares for senior managers (seven individuals) shall be delivered in January 2022,

corresponding to 1/5 of 50% of the deferred variable remuneration accrued as part of the 2020 variable incentive.

- 494 Bankinter shares for the Vice-Chairman and 3,140 shares for senior managers (seven individuals) shall be delivered in January 2023, corresponding to 1/5 of 50% of the deferred variable remuneration accrued by the variable incentive in 2020.
- 494 Bankinter shares for the Vice-Chairman and 3,140 shares for senior managers (seven individuals) shall be delivered in January 2024, corresponding to 1/5 of 50% of the deferred variable remuneration accrued as part of the 2020 variable incentive.
- 494 Bankinter shares for the Vice-Chairman and 3,140 shares for senior managers (seven individuals) shall be delivered in January 2025, corresponding to 1/5 of 50% of the deferred variable remuneration accrued as part of the 2020 variable incentive.
- 494 Bankinter shares for the Vice-Chairman and 3,140 shares for senior managers (seven individuals) shall be delivered in January 2026, corresponding to 1/5 of 50% of the deferred variable remuneration accrued as part of the 2020 variable incentive.

Each year, the Remuneration Committee will assess whether any circumstances, risks or significant negative impacts arising in 2020 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 on each of the aforementioned dates when an increase in capital in the form of a bonus share issue and/or with a charge to reserves, a split or reverse split of the outstanding shares, or any other corporate transaction of a similar nature or having similar effects has been carried out between the date of approval of this resolution and the date of delivery.

The Board of Directors and the executive committee are authorised to supplement this resolution as may be required for the implementation hereof 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.

The Board of Directors and the executive committee are authorised to supplement this resolution as may be required for the implementation hereof 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.

10.3 Approval of the maximum level of variable remuneration for certain staff whose professional activities have a material impact on the company's risk profile.

Pursuant to article 34.1 g) of Law 10/2014 of 26 June concerning the organisation, oversight and capital adequacy of credit institutions, a proposal is made to approve the theoretical variable remuneration of the group of employees whose professional activities have a material impact on the Group's risk profile or who perform control functions and who are subject to the maximum level of variable remuneration of up to 200% of the fixed component of the total remuneration of such professionals, in accordance with the report of recommendations issued for these purposes by the Board of Directors of Bankinter, S.A. on 17 March 2021 and which has been made available to the shareholders since the date of call to this annual general meeting.

11th. 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.

Likewise, with respect to the filing of the annual accounts and the documents stipulated by the Regulations of the Companies Registry, authorisation is issued to the Chairman of the Board of Directors, Pedro Guerrero Guerrero, the representative of the executive vice-Chairman on the Board of Directors, Alfonso Botín Sanz de Sautuola y Naveda, the chief executive officer, María Dolores Dancausa Treviño, the general secretary and secretary to the Board of Directors, Gloria Calvo Díaz, so that any of them make take any action required to carry out such deposit, including the presentation of requests to the Companies Registry and the issue of any certificates, including the certification stipulated in article 279 of the Spanish Companies Act.

The Chairman of the Board of Directors, the vice-Chairman of the Board of Directors, the chief executive officer, the general secretary and secretary of the Board of Directors are authorised so that any of them may have the resolutions adopted by the shareholders at the general meeting executed in a public instrument and execute such public or private documents as may be required or appropriate to implement such resolutions, including the power to amend and correct the text thereof to the extent needed for such text to conform to the classification of the Companies Registry or of any administrative bodies or authorities.

Item submitted to a consultative vote:

12th. Annual report on the remuneration of Directors pursuant to article 541 of the Spanish Companies Act.

To approve, with a consultative nature, the Annual Report on the Remuneration of Directors of Bankinter, S.A. approved by the Board of Directors on the recommendation by the Remuneration Committee under the terms laid down by law and Circular 4/2013, of 12 June, of the Spanish National Securities Market Commission (Comisión Nacional del Mercado de Valores) (as amended by Circulars 7/2015, of 22 December, 2/2018 of 12 June and 1/2020, of 6 October, of 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 date of call.

Item of an informational nature:

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

The General Meeting is informed about the Amendment to the Rules and Regulations of the Board of Directors which, following a report from the Appointments and Corporate Governance Committee, and approved by the Board of Directors at its meeting held on 16 December 2020 and by which the following articles were amended: Article 1 (Purpose), Article 5 (Essential Powers), Article 11 (Removal of Directors), Article 27 (Chairman), Article 31 (Lead Director), Article 32 (Secretary), new Article 36 (Evaluation of the functioning of the Board and its Committees), article 38 (*previously 37*) (Executive Committee), article 39 (*previously 38*) (Audit and Regulatory Compliance Committee), article 40 (*previously 39*) (Risk Committee), article 41 (*previously 40*) (Remuneration

Committee), article 42 (*previously 41*) (Appointments and Corporate Governance Committee), Article 43 (*previously 42*) (Relationship with shareholders and other stakeholders) and the new article 44 (Policy for communication of economic-financial, non-financial, risk management and corporate information).

The purpose of said amendments is to include the replacement of the Secretary to the Board by the Vice Secretary, in the event of vacancy, absence or illness, as well as of conflict of interest, both on the Board and on the Committees; the supplementary application of the operating rules established for the Board to the Committees, if they are not expressly established; and the incorporation of the provision of a specific Regulation of the Audit and Regulatory Compliance Committee, as well as to introduce certain technical improvements.

The above articles of the Rules and Regulations of the Board of Directors are drawn up as follows:

Article 1. Subject and purpose

1. These rules and regulations dictate the guiding principles and the internal operation of the Board of Directors of Bankinter, S.A. and its committees, without prejudice to these having their own regulations governing their functioning, as well as the rights and duties of Directors, in accordance with applicable law and the Corporate By-laws. Their purpose is to ensure that the Company is managed in the best possible manner and to create an ethical, transparent and efficient model of corporate governance.

2. These rules and regulations shall apply to the Company's Directors and, where expressly stated, to the board's secretary and advisers.

3. All Directors must understand, accept, observe and enforce the terms of these rules and regulations.

4. The Rules and Regulations of the Board of Directors shall be reported at general meetings of shareholders, posted on the corporate website and disclosed in any other manner required by law. The Board of Directors shall take appropriate action to ensure that these rules and regulations are made known to shareholders, markets and institutional investors and to update their contents.

Article 5. Core remit

1. The Board of Directors is vested with the powers of representation, management and supervision under the Spanish Companies Act. It has the authority to exercise all

rights, and assume and fulfil all obligations in relation to the Company's business or dealings. Accordingly, the board can carry out all manner of legal business for administrative, disposal and control purposes, using any legal instrument, save for those matters that fall within the exclusive remit of general meetings of shareholders in accordance with the law, the Corporate By-laws and the Rules and Regulations of General Meetings of Shareholders.

2. The Board of Directors follows a policy of delegating the Company's ordinary management to the executive bodies and to the management team so that it may focus its own activities on the wider duty of supervision, whereby it directly assumes and exercises supervisory powers, without delegation, notably:

- 1. determining the Company's general policies and strategies and, in particular, approving the strategic or business plan, annual management and budget objectives, investment and financing policy, the sustainability policy, and the dividend policy, for both the parent and its Group.*
- 2. Establishing the risk management and control policy (which also covers tax risk) and supervising internal reporting and control systems. To this end, the board shall approve the risk management and control policy, while regularly monitoring internal reporting and control systems, including the risks associated with the marketing and sale of products and transparency with customers, as well as compliance with professional ethics and rules of conduct in the securities market.*
- 3. Determining the Company's tax strategy.*
- 4. Determining the corporate governance policy for the Company and the group of which it is the parent; organising and running the Company and its group; and, in particular, approving and amending their internal rules and regulations.*
- 5. Supervising the effective operation of any committees to have been set up and, in particular, the approval and amendment of its regulations; as well as the actions undertaken by any delegated bodies or officers who have been appointed.*
- 6. defining the structure of the corporate group of which the Company is the parent.*
- 7. The preparation of the of annual financial statements, in accordance with the accounting principles and criteria, and their presentation to the General Meeting.*
- 8. The approval the financial information that the Company is periodically required to disclose due to its status as a listed company. This includes the quarterly, half-yearly and annual earnings of both the Company and its Group, which must be verified by the Audit and Regulatory Compliance Committee prior to disclosure, the latter ensuring that the annual financial statements have been prepared in accordance with the accounting regulations.*

9. *Drawing up any reports required of the governing body by law, insofar as the transaction or deal discussed in such reports cannot be delegated.*
10. *Approving reporting and communication policies with shareholders, the markets and the public. The board shall see to it that reliable and accurate information is swiftly disclosed to the markets, particularly when the information concerns the shareholding structure, substantial amendments to the rules of governance, significant related-party transactions, or treasury shares.*
11. *Approving investments or transactions that are of strategic importance or that carry a high tax risk due to the amount involved or because of any other special circumstance, unless the matter must be approved by shareholders convened at a general meeting.*
12. *Approving the issuance or acquisition of shares or interests in special purpose vehicles or entities domiciled in jurisdictions or territories that qualify as tax havens; as well as similar transactions or operations the complexity of which could make the Company or its group less transparent.*
13. *Approving, upon a prior report submitted by the Audit and Regulatory Compliance Committee, any operations conducted by the Company or group companies with Directors, in accordance with the law, the Corporate By-laws and these rules and regulations; or with shareholders who own a significant stake, whether individually or jointly with others, including shareholders represented on the Board of Directors of the Company or any other group company; or with any persons related to those Directors or shareholders. The Directors concerned, or the persons who represent or are related to the shareholders concerned, shall refrain from discussing and voting on the board resolution in question. Transactions that meet all three of the following conditions shall be exempt from this approval:*
 - a) *transactions carried out under standard form contracts that large numbers of customers are asked to sign;*
 - b) *transactions carried out at prices or rates generally set by the supplier of the related product or service; and*
 - c) *where the amount involved does not exceed one per cent of the Company's annual revenues.*
14. *Authorising or waiving obligations under the duty of loyalty in accordance with the law.*
15. *Appointing and removing the Company's chief executive officers and establishing the terms of their contract.*
16. *Approving and removing officers who report directly to the board or to any of its members, while establishing the basic terms of their contracts, including remuneration.*

17. *Making decisions on director remuneration, in accordance with the Corporate By-laws and the remuneration policy approved by shareholders at the general meeting (where one exists).*
 18. *Calling general meetings of shareholders and preparing the agenda and motions.*
 19. *Drafting the policy on treasury shares.*
 20. *Any powers that shareholders convened at a general meeting may have delegated to the Board of Directors, unless the board has been expressly authorised to sub-delegate those powers.*
 21. *Interpreting, correcting, enforcing and implementing resolutions carried at general meetings of shareholders; designating the persons who are to execute or sign the related public or private documents, under the terms and conditions defined by shareholders at the general meeting; and resolving any doubts that may arise on how to interpret and implement the Corporate By-laws and these rules and regulations.*
 22. *Fulfilling any other duties explicitly set out in these rules and regulations or ascribed to the board by prevailing legislation and regulations.*
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3. *In urgent circumstances, corporate bodies or individuals delegated by the board may make decisions on any of the matters listed above, provided the decision in question is then ratified at the next meeting of the Board of Directors.*
 4. *The powers described in this article must be exercised after receiving a proposal or report from the competent Board Committee in those situations prescribed by these rules and regulations.*
 5. *The board shall conduct annual assessments of its own running and the running of its committees and approve, on the basis of its findings, an action plan to correct any related shortcomings. The findings of such assessments shall be recorded in the minutes of the corresponding board meetings or attached thereto as an appendix.*
 6. *Directors must have all the specific information they require in order to authorise the annual and half-yearly accounts for issue, and may likewise record any qualifications they deem relevant in meeting minutes.*
 7. *The Board of Directors shall see to the proper rotation of audit firms and engagement teams, prevent conflicts of interest from arising and disclose transparent information on the fees paid to the auditors for audit services and for any non-audit services, in accordance with the law. The Chairman of the Board of Directors, the vice-Chairman (if executive) or the chief executive officer may ask the external auditors to attend board meetings when they consider this necessary or desirable. The auditor*

shall submit an annual report to the Board of Directors on the findings of its audit and on the state of risk control at the Company and the group.

Article 11. Director removal

1. Directors shall step down from office when they have completed the mandate for which they were appointed, whereupon they may be re-elected. They shall also step down when so decided by shareholders convened at a general meeting or by the Board of Directors by virtue of the powers conferred upon them under applicable law or the Corporate By-laws.

2. Directors must offer to resign and, if the Board of Directors sees fit, tender their resignation in the following cases:

- 1. Where the significant shareholders who nominated them informs the company of their intention not to re-nominate them once their term of office comes to an end.*
- 2. When they are caught by any of the ineligibilities, prohibitions or legal grounds for dismissal or resignation, as set out in article 8 of these rules and regulations, including conflicts of interest and the duty not to engage in competing activities.*
- 3. When the Director performs actions or fails to take certain actions, in a way that is not consistent with the diligence and efficacy expected of it in discharging its duties, and when it seriously violates its duties as a Director, such as the duty of confidentiality or other duties as provided for under these Regulations.*
- 4. Where their continuance on the board could harm the Company's interests, whether directly or through their ties to related persons.*
- 5. Where the Director causes, for any other reason, serious damage or loss to the Company's interests, its good name or reputation, or to the board's own operation or, in general, where the director loses the board's trust for any justifiable reason.*
- 6. Where any other circumstance exists warranting a director's resignation in accordance with applicable recommendations on good corporate governance in force in Spain and embraced by the Company, insofar as the Board of Directors considers that circumstance to exist.*

In any of the cases described above, the Board of Directors may propose a director's dismissal after previously order the director to step down.

Notwithstanding the foregoing, the director will be obliged to inform the Board of Directors of any of the circumstances mentioned above, as well as of any criminal case in which he had the status of being investigated, as well as the progress of the proceedings.

When the Board of Directors has been informed, or becoming aware in another manner, of the concurrence of any of the circumstances foreseen in the preceding paragraphs of this article, it will adopt the appropriate measures, on the recommendation of the Appointments and Corporate Governance Committee, such as the opening of an internal investigation, requesting the resignation of the director or proposing his dismissal, and record the action taken in the minutes. This decision will be reported in the corresponding Annual Corporate Governance Report, unless there are special circumstances that justify its non-inclusion.

3. When Directors steps down before their terms have ended by resigning or otherwise, they shall explain the reasons for resigning in a letter to be sent to the other Board members. The company will publish the termination as soon as possible including sufficient reference to the reasons or circumstances provided by the director. The Annual Corporate Governance Report shall also report any resignations.

Article 27. Chairman

1. The Board of Directors shall appoint a Chairman from among its ranks, on the basis of a positive opinion from the appointments and corporate governance committee.

2. If an executive Chairman is to be appointed, two thirds of board members will need to vote in favour.

3. The Chairman of the Board of Directors is ultimately responsible for the effective operation of the Board of Directors. In doing so, he or she shall perform the functions and be vested with the powers conferred upon the Chairman by law, the Corporate By-laws, the Rules and Regulations of General Meetings of Shareholders and these rules and regulations. The Chairman's duties and authority shall include:

a) convening and presiding over board meetings, establishing the meeting agenda and steering discussions and deliberations;

b) presiding over general meetings of shareholders, unless the Corporate By-laws state otherwise;

c) ensuring that Directors receive sufficient information ahead of the meeting to be able to deliberate on the items included on the agenda;

d) encouraging Directors to debate and actively take part in board meetings, while safeguarding their freedom of opinion;

- e) ensuring that the Board devotes sufficient time to discussing strategic issues.*
- f) approving and reviewing programmes to update and refresh the skills of each director as and when required.*
- g) any other duties or powers the Board of Directors may ascribe or delegate to the Chairman.*

4. Under no circumstances may the posts of Chairman and chief executive officer be held by the same person at the same time.

5. If the post of Chairman falls vacant, the Board of Directors shall be promptly convened by the acting Chairman, following the procedure set out in the Corporate By-laws, these rules and regulations and the succession policy approved by the board, in order to appoint a new Chairman of the Board of Directors.

Article 31 - Lead director

When the Chairman of the Board of Directors is executive, the Board must appoint a lead director from among its independent Directors, with the executive Directors abstaining from the vote. The lead director shall have special powers to:

- a) preside over the Board of Directors in the absence of the Chairman and Vice Chairman, if any.*
- b) request that a board meeting be convened or that new items be added to the agenda for a board meeting already convened;*
- c) coordinate and arrange meetings of non-executive Directors, and voice their concerns,*
- d) coordinate the succession plan of the Chairman of the Board of Directors, and*
- e) oversee, where necessary, the regular process of assessing the performance of the Chairman of the Board of Directors.*

However, the Board of Directors may decide to appoint a lead director even when the Chairman is not executive, and to ascribe to the lead director any powers the board thinks fit.

Article 32 - Secretary

1. The duties of secretary and advisory counsel of the Board of Directors shall be held by the person appointed by the board for that purpose, who may or may not be a director.

2. *To ensure the independence, impartiality and professionalism of this post:*
- *The secretary of the board, acting in his or her position as such, shall only report to the Board of Directors and its Chairman.*
 - *The appointment and removal of the secretary of the board will be subject to a preliminary report from the appointments and corporate governance committee and must be approved by all board members.*
3. *In addition to the duties ascribed by law, the Corporate By-laws and the Rules and Regulations of the Board of Directors, the secretary shall also:*
- a) *safeguard the documentation of the Board of Directors, take minutes of all business discussed at board meetings and issue certificates confirming the business discussed at meetings and the resolutions carried;*
 - b) *Ensure that all actions of the Board of Directors comply with applicable legislation and the Company By-laws and other internal rules and regulations, and that they consider national and international recommendations on good governance, particularly those of the Good Governance Code that apply to the company.*
 - c) *assist the Chairman in ensuring that Directors receive sufficient information in due course so that they may discharge their duties.*
4. *The Board of Directors may also appoint a vice secretary, who need not be director, to stand in for the secretary of the Board of Directors if that post falls vacant, or if the regular secretary is absent or ill or encounters a conflict of interest. This substitution process shall also apply for the various committees attached to the Board of Directors.*
5. *If no vice secretary has been appointed, the secretary of the board shall be replaced in his or her duties by the youngest director from among all board members in attendance.*

Article 36. Evaluation of the Board and its committees

The full Board of Directors will meet in plenary session to evaluate its operation and that of its committees once a year. Said evaluation process will be led by the Appointments and Corporate Governance Committee, with the involvement of the Lead Director, if any. The results of said evaluation will be submitted by said committee to the Board of Directors for approval, together with a proposal for an action plan or with recommendations to correct any deficiencies detected or improve the functioning of the board or its committees.

The evaluation may be based on questionnaires or evaluation systems with more personal and direct participation and involvement of the Directors and must encompass at least the following:

- a) the quality and efficiency of the operation of the Board of Directors and the Board Committees, including the degree to which the board and its committees effectively use the contributions of its members, making any recommendations to the board with regard to possible changes, as applicable;*
- b) the structure, size, composition and diversity of the board and Board Committees;*
- c) the performance of the Chairman of the Board of Directors and, where appropriate, the Company's chief executive and other Directors with executive duties;*
- d) the performance and contribution made by each director, paying close attention to the chairmen of the various Board Committees;*
- e) meeting frequency and length;*
- f) the content of the agenda and the adequacy of the time devoted to dealing with the various items, according to their importance (taking into account specific examples or cases);*
- g) the quality of the information received; h) the scope and extent of debate; and*
- i) whether the decision-making process within the board is dominated or strongly influenced by one member or a small group of members.*

Every three years, the Board of Directors will rely upon the assistance of an external advisor for its evaluation, whose independence shall be verified by the Appointments and Corporate Governance Committee.

The process followed and areas evaluated should be detailed in the annual corporate governance report.

Article 38. Executive committee

- 1. The Executive Committee shall be made up of a minimum of three and a maximum of seven non-executive Directors, at least two must be non-executive Directors and one of these must be independent. The appointment of the members of the Committee will be made by the Board of Directors, on the recommendation the Appointments and Corporate Governance Committee and for the term determined by the Board of Directors.*
- 2. Committee chairmen shall be named by the Board of Directors from among its ranks. The secretary of the Board of Directors shall act as secretary to Board Committees.*
- 3. The permanent delegation of powers to the executive committee and the resolutions to appoint its members require the vote of at least two thirds of the board members.*

4. *All powers vested in the board may be permanently delegated to the executive committee, save for those that may not be delegated by law, the Corporate By-laws or these rules and regulations.*

Irrespective of this delegation of powers, the executive committee is expressly and permanently empowered to:

1. Authorise general credit transactions, up to the limit set by the Board of Directors. Transactions involving Directors, senior officers and other related transactions are excluded from this delegation of powers and must be approved by a fully-formed Board of Directors.

2. Authorise new businesses and individual transactions, provided they are non-strategic and do not carry any special tax risk for the Company or its group.

3. Monitor the different businesses, types of customers and their segmentation across the Bank, the Bank's sales networks and organisations, as well as the products and services offered, all in line with the strategic plan or business plan approved by the Board of Directors for such purpose.

4. Monitor any significant changes in the shareholding structure.

5. The executive committee shall meet as often as called by its Chairman. The executive committee may also be called at the request of three or more Directors who sit on the committee.

6. The secretary shall take minutes of the meetings, which shall be signed by the secretary and approved by the committee Chairman and subsequently sent out to all board members; however, resolutions carried by the committee will be effective regardless, without requiring subsequent ratification by the Board of Directors. The secretary of the committee shall be responsible for calling meetings and filing the minutes and any documentation submitted to the committee.

The executive committee shall report to the Board of Directors on all matters discussed and all decisions taken at its meetings, and it shall make copies of the minutes of all its meetings available to board members.

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

Article 39. Audit and Regulatory Compliance Committee

1. The Audit and Regulatory Compliance Committee shall comprise a minimum of three, and a maximum of, seven Directors, to be appointed by the Board of Directors on the

recommendation of the appointments and corporate governance committee. Committee members shall be appointed for such term as the Board of Directors sees fit. The Chairman of the committee must be replaced at least once every four years, but may be re-elected once one year has passed from the time he or she stood down.

2. The Chairman of the committee shall be an independent director and must, in particular -like the other members of this committee-, possess knowledge and experience in matters of accountancy, auditing or risk management, both financial and non-financial. All committee members shall be non-executive Directors, with a majority of independent Directors.

3. The secretary of the committee shall be the secretary of the Board of Directors.

4. The committee may instruct its own Chairman to invite the Bank's Chairman, vice-Chairman, chief executive officer, or other executive Directors or managers, to attend committee meetings.

5. The head of the audit division and the head of the regulatory compliance unit may attend committee meetings as speakers but not as members, doing so as often as the committee sees fit. The committee's Chairman may invite other people from the audit division to attend committee meetings, as well as any Company manager or employee, even without the presence of any other manager.

6. External auditors shall attend committee meetings whenever the committee's Chairman deems this necessary. They must always attend any meeting held to scrutinise their audit report on the Bank and its Group's annual and half-yearly financial statements and annual control report, as well as any other meetings that may be held to verify earnings before those reports are released.

7. As a general rule, the committee's remit will be to formulate good practice recommendations addressed to the pertinent areas of the Bank, though it may also carry resolutions on other matters that fall within its remit, without prejudice to those reserved to the Board of Directors, the executive committee, or other Company bodies in accordance with the law and the Corporate By-laws.

The provisions of these rules and regulations governing the running of the Board of Directors shall apply on a supplementary basis to the running of the audit and compliance committee. These rules must be applied so as to ensure the independence of the committee when going about its duties.

8. Broadly speaking, the committee shall meet as often as the Board of Directors. It shall also meet whenever convened by its Chairman, or when requisitioned by two or more committee members. In the absence of its Chairman, the meeting shall be chaired by the independent director appointed for that purpose by the committee.

9. The secretary shall take minutes of meetings, which shall be signed by the secretary with the counter-signature of the committee's Chairman, and then sent out to all board members. The secretary shall convene committee meetings and file the minutes and any documentation presented at the meeting.

10. The Board of Directors has entrusted the audit and regulatory compliance with the task of supervising and controlling the Company's activity, ensuring the accuracy, objectivity and transparency of the Company's accounts and economic and financial information, and enforcing compliance with all applicable law and regulations.

The Bank's audit division will be attached to the Audit and Regulatory Compliance Committee but shall report functionally to the Chairman of the Board of Directors.

11. The Audit and Regulatory Compliance Committee has the following remit in accordance with the law and the Corporate By-laws:

- 1. Reporting to general meetings, through its Chairman, on the current situation of control at the Company, on the committee's activities over the course of the financial year, and on any matters raised by shareholders that fall within the committee's remit.*
- 2. Proposing the selection, appointment, re-election or replacement of external account auditors to the Board of Directors, so that the board may lay the matter before for shareholders at a general meeting. The committee may also propose the terms and conditions and scope of their engagement.*
- 3. Supervising and overseeing non-audit activities and ensuring that the Company notifies the market, via a significant event filing (hecho relevante), of any change of auditor, accompanied by a statement explaining any disagreement that may exist between the Company and the outgoing auditor.*
- 4. Ensuring that the external auditor holds an annual meeting with the Board of Directors to report on its work and discuss any relevant changes in the Company's accounts and risk position.*
- 5. Submitting the annual report of the Audit and Regulatory Compliance Committee to the Board of Directors for approval.*
- 6. Supervising the efficacy of internal controls, internal auditing services at the Company and systems to control risks, financial and non-financial (including tax risks), so as to safeguard the independence and effectiveness of the internal audit function, while also discussing with the auditors any significant weaknesses it may have noticed in the internal control systems while conducting the audit.*

7. *Understanding and supervising the process of drawing up financial information and ensuring the integrity of that information and the Company's internal control systems and, as the case may be, those of the Group. The committee shall also review compliance with regulatory requirements, the accurate mapping of the consolidation perimeter, and the proper application of accounting standards and principles.*
8. *Ensuring that adequate internal control systems are in place to guarantee sound management of the Company's financial and non-financial risks, while regularly reviewing the proper operation of those systems.*
9. *Safeguarding the independence of the external auditor, while ensuring that the auditor's fees for its work will not compromise the auditor's independence or the quality of its work. The committee shall also receive and scrutinise information from the auditor on matters that may jeopardise the latter's independence; any other matters relating to auditing the accounts; and on all other communications envisaged in applicable legislation on accounts auditing and technical auditing rules. The committee must also receive a written statement from the account auditor each year, confirming its independence from the Company or companies related directly or indirectly to the Company, and containing information on any non-audit services the auditor, or any persons or entities related to the auditor in accordance with applicable legislation on accounts auditing, may have provided to those companies.*
10. *Ensuring that the Company and the external auditor comply with applicable rules on the provision of non-audit services, the restrictions on auditor business concentration and, generally, all other rules related to the independence of the auditors. In doing so, the committee shall, before issuing the audit report, release a separate report containing its opinion on the independence of the auditors or audit firms. This report must, without fail, describe any non-audit services to have been provided, as mentioned in the previous section and discussed individually and as a whole, other than legal audit services and in relation to the independence regime or auditing regulations.*
11. *To make a prior report to the Board of Directors on all the matters established by law, the Bylaws and these regulations, and specifically on:*
 - a) *the financial information that the Company must periodically disclose;*
 - b) *the issue or acquisition of shares in special purpose vehicles or entities domiciled in jurisdictions or territories classified as tax havens; and*
 - c) *related-party transactions.*
12. *Analysing any restructurings or other corporate changes the Company may be planning, and reporting its findings to the board in relation to the financial and*

economic ramifications and any impact the transaction may have on the accounts and, generally, on the proposed exchange ratio.

- 13. Acting as a conduit for communication between the Board of Directors and the external and internal auditors, evaluating the results of audit reports and compliance with the observations and conclusions formulated, and discussing with the auditors any significant weaknesses they may have detected in the internal control system while performing the audit.*
- 14. Supervising compliance with the terms of the audit agreement and ensuring that the opinion on the annual accounts and the main contents of the audit report are both accurate and transparent.*
- 15. If the external auditor resigns, examining the circumstances to have prompted its resignation.*
- 16. Helping to ensure that the Group's auditor also audits the Group's other companies.*
- 17. Reporting to the board on the imminent or planned incorporation of companies, businesses, associations, foundations, or any other kind of legal entity (including special purpose vehicles), as well as any other similar transactions or operations that may make the Group less transparent due to their complexity. All such information must be provided before the board makes a decision on whether to proceed.*
- 18. Scrutinising any reports the supervisory bodies may issue in relation to the Company following inspection proceedings, and seeing to it that the Company implements the measures and acts on the recommendations found in those inspection reports.*
- 19. Ensuring the reliability and transparency of all internal and external information on the Bank's earnings and activities and, in particular, verifying the integrity and consistency of the Bank's and the Group's quarterly and half-yearly financial statements, as well as the annual accounts, annual report and management report prior to their approval by or submission to the Board of Directors and subsequent release; and supervising the Bank's policy in relation to prospectuses and other forms of public information.*
- 20. Receiving information on any disciplinary measures that may affect the Bank's executives and managers as a result of breaches of employment obligations or the internal rules of conduct, while relaying the pertinent policies and instructions to the relevant Company bodies and having the final say where the committee considers the matter to be of particular importance.*

21. *Upholding the independence, autonomy, and Group-wide scope of the internal audit function, and proposing the internal auditing budget.*
22. *Supervising the Bank's and the Group's internal audit function and, therefore, approving its annual work schedule and annual activities report, and ensuring that the main risk areas and internal control systems and procedures are duly reviewed. Receiving periodic information on the Bank's activities and checking that the senior management is mindful of the conclusions and recommendations set out in the committee's reports.*
23. *Approving or modifying the Bylaws of the internal audit function, which shall contain its duties and remit.*
24. *Approving the appointment or replacement of the head of the audit division, based on a proposal received from the Chairman of the board, the vice-Chairman (if executive), or the chief executive officer.*
25. *Ensuring that sufficient equipment and resources are set aside for the audit division and the regulatory compliance unit.*
26. *Supervising compliance with the internal Rules of Conduct in the Securities Market and the Bankinter Group Code of Professional Ethics, while overseeing the functions ascribed to the Bank's regulatory compliance unit, the crime prevention and professional ethics committee, and the departments responsible for personal data protection and anti-money laundering. The committee shall also scrutinise all reports and proposals it receives from those units and departments.*
27. *Approving or modifying the Bylaws of the Regulatory Compliance Function, which shall set out its duties and remit.*
28. *Approving the appointment or replacement of the head of the regulatory compliance unit at the behest of the Chairman of the board, the vice-Chairman (if executive), the chief executive officer or the general secretary; proposing budgets for the unit and approving its annual work plan and annual activity statement or report; receiving regular information on the unit's activities; and checking that the senior management is mindful of the conclusions and recommendations set out in the committee's reports.*
29. *Reporting on related transactions involving Directors and significant shareholders, including the power, if needed, to authorise such transactions under the terms laid down in these rules and regulations.*
30. *Receiving information and reports on any material irregularities, breaches or risks observed during the control actions undertaken by the Bank's competent departments.*

31. Reviewing any other matter within its remit that the Board of Directors, the Chairman, the Vice-Chairman (if executive), or the Chief Executive Officer may bring to its attention.

32. Any other functions or duties that may be ascribed to the committee by these rules and regulations or by the Board of Directors.

12. The Audit and Regulatory Compliance Committee shall supervise and ensure the effectiveness of the whistleblowing procedure whereby employees may report any potentially significant irregularities or breaches they may notice within the Company, particularly those relating to finances and accounting.

13. The Audit and Regulatory Compliance Committee shall have access to all information and documentation needed for it to discharge its duties, and it may request the assistance of auditors, advisers, consultants, experts and other independent professionals. If previously authorised by the committee, the committee Chairman may, directly or acting through the audit division, procure the services of any such professionals, who shall work directly and exclusively for the committee.

If the audit report contains any significant reservations or qualifications, the Committee Chairman shall report on the Committee's findings concerning the content and scope at a General Meeting of Shareholders.

The terms of this article may be further specified in the Rules and Regulations of the Audit and Regulatory Compliance Committee.

Article 41. Remuneration Committee

1. The Remuneration Committee shall comprise a minimum of three and a maximum of seven Directors, appointed by the Board of Directors on the recommendation of the Appointments and Corporate Governance Committee. These Directors shall have the knowledge, skills and experience to exercise the duties assigned to this Committee. Committee members shall be appointed for such term as the Board of Directors sees fit.

2. The Chairman of the committee shall be an independent director. All committee members shall be non-executive Directors, with a majority of independent Directors.

3. The committee's secretary will be the secretary of the Board of Directors.

4. *The committee may instruct its own Chairman to invite the Bank's Chairman, vice-Chairman (if executive), chief executive officer, or any other executive Directors or senior officers to attend committee meetings called to discuss and vote on executive Directors or senior officers other than those in attendance, or to discuss matters concerning the remuneration of senior officers. The committee must always consult the Chairman, vice-Chairman (if executive) and the chief executive officer before carrying any resolution or drawing up any report in relation to those matters.*

5. *All decisions taken by the committee on matters that fall within its remit shall be treated as motions to be laid before the Board of Directors. The provisions of these rules and regulations on the operation of the Board of Directors shall also govern the operation of the Remuneration Committee. These rules must be applied so as to ensure the independence of the committee when going about its duties.*

6. *The Remuneration Committee shall also meet whenever convened by its Chairman or when requisitioned by two or more committee members. In the absence of its Chairman, the meeting shall be chaired by the independent director appointed for that purpose by the committee.*

7. *The secretary shall take minutes of meetings, signing them with the counter-signature of the committee's Chairman. Once signed, the minutes shall be reported to the Board of Directors and delivered to all board members. The secretary shall be responsible for filing the minutes and all documents laid before the committee, except where the committee decides that certain information should be filed differently to ensure its absolute confidentiality.*

8. *The Remuneration Committee shall, acting through its Chairman, report to the Board of Directors on its activities and work, doing so at meetings called for that specific purpose or at the next board meeting where the Chairman deems this necessary. It shall also make copies of the minutes of such meetings available to board members.*

9. *The remit of the Remuneration Committee is as follows:*

1. *Submitting the director remuneration policy and the individual remuneration of Directors to the Board of Directors for its approval, along with the corresponding annual director remuneration report, which the board shall then lay before shareholders at a general meeting for a consultative vote.*
2. *Submitting a proposal to the Board of Directors on the individual remuneration of executive Directors and, as the case may be, external Directors, for the performance of duties other than those of a director and other terms and conditions of their contracts.*

3. *Proposing the remuneration policy for the senior management, including managing Directors or those who perform senior management duties and report directly to the board, to executive committees or to chief executive officers, as well as their individual remuneration and other basic terms and conditions of their contracts.*
4. *Setting the remuneration of members who do not belong to the senior management but who receive significant remuneration (especially variable remuneration), and whose activities may have a significant impact on the Group's risk profile.*
5. *Verifying the extent of compliance with the remuneration policy in general during the financial year and enforcing compliance.*
6. *Conducting regular reviews of remuneration programmes; assessing their implementation and effectiveness; and ensuring that director remuneration conforms to standards of moderation and the Bank's results.*
7. *Ensuring transparent remuneration and its inclusion in the annual report and in any other annual reports containing information on director remuneration; and, to this end, submitting relevant information to the Board.*
8. *Reporting on incentive plans for senior managers or employees that are pegged to the performance of the Bank's listed share price or other variable indices, as well as on remuneration systems for the Bank's management team based on collective insurance systems or deferred remuneration systems, if applicable.*
9. *Performing such other duties as may be delegated to the committee under these rules and regulations or by the Board of Directors.*
10. *The Remuneration Committee shall have access to all information and documentation needed to properly discharge its duties and will be free to engage the services of advisers, consultants, experts and other independent professionals. If authorised by the committee, the committee Chairman may procure the services of such professionals, who shall work directly and exclusively for the committee.*
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.*

Article 42. Appointments and corporate governance committee

1. *The Appointments and Corporate Governance Committee shall comprise a minimum of three and a maximum of seven Directors, appointed by the Board of Directors on the recommendation of the committee. These Directors shall have the knowledge, skills and*

experience to exercise the duties assigned to this Committee. Committee members shall be appointed for such term as the Board of Directors sees fit.

2. The Chairman of the committee shall be an independent director. All committee members shall be non-executive Directors, with a majority of independent Directors.

3. The committee's secretary will be the secretary of the Board of Directors.

4. The committee may instruct its Chairman to invite the Bank's Chairman, vice-Chairman (if executive), chief executive officer or any other executives or senior managers to attend committee meetings. In general, the Bank's Chairman, vice-Chairman (if executive) and/or chief executive officer will be called to attend committee meetings that are convened to discuss and vote on matters regarding executives or senior managers other than those in attendance, or regarding the appointment of senior executives. The committee must always consult the Chairman, vice-Chairman (if executive) and the chief executive officer before carrying any resolution or drawing up any report in relation to those matters.

5. All decisions taken by the committee on matters that fall within its remit shall be treated as motions to be laid before the Board of Directors. The provisions of these rules and regulations on the operation of the Board of Directors shall also govern the operation of the appointments and corporate governance committee. These rules must be applied so as to ensure the independence of the committee when going about its duties.

6. The appointments and corporate governance committee shall meet whenever convened by its Chairman, or when requisitioned by two or more members. In the absence of its Chairman, the meeting shall be chaired by the independent director appointed for that purpose by the committee.

7. The secretary shall take minutes of meetings, signing them with the counter-signature of the committee's Chairman. Once signed, the minutes shall be reported to the Board of Directors and delivered to all board members. The secretary shall be responsible for filing the minutes and all documents laid before the committee, except where the committee decides that certain information should be filed differently to ensure its absolute confidentiality.

8. The Chairman of the appointments and corporate governance committee shall report to the Board of Directors on all activities and work performed by the committee, doing so at meetings called for that specific purpose or at the next board meeting if the Chairman considers this necessary. It shall also deliver copies of the minutes of such meetings to all board members.

9. The remit of the appointments and corporate governance committee is as follows:

- 1. Nominating independent Directors and board advisers for appointment, ratification, re-election and removal. In the case of independent Directors, it shall indicate the nature of their appointed role on the board. As regards the appointment of Directors, the committee shall ensure that selection procedures for filling vacancies are free from implicit biases that might hinder the selection of female Directors, seeking to find and include, among potential candidates, women who meet the desired professional profile when the number of female Directors is already low or non-existent.*
- 2. Proposing the appointment, re-election and removal of the chairmen and members of committees attached to the Board of Directors.*
- 3. Determining whether a suitable and necessary balance of powers, expertise, diversity and experience exists within the Board of Directors and its Committees. For this purpose, it shall define the functions and aptitudes necessary in the nominees who are to fill each vacancy, and assess the time and commitment required for them to properly discharge their duties.*
- 4. Assessing, at least once a year, the suitability of the various board members and of the board as a whole, and reporting its findings to the Board of Directors.*
- 5. Setting a representation target for the less represented gender on the Board of Directors, and drawing up guidelines on how to achieve that target, with the specific objective of ensuring the company has a significant number of women in senior management roles.*
- 6. Having its Chairman report to shareholders at general meetings (before they are held) on the committee's activities during the financial year and responding to any questions raised by shareholders on matters that fall within the committee's remit, in accordance with the Rules and Regulations of General Meetings of Shareholders.*
- 7. Determining whether current and up-to-date succession plans exist for the Chairman, the Vice-Chairman (where appropriate) and the CEO and senior management of the Company on a yearly basis; and, if necessary, escalating its findings to the Board of Directors so as to ensure an organised and well-planned succession process.*
- 8. Reporting on proposals for the appointment, discharge and removal of the Company's senior officers.*
- 9. Regularly reviewing the Board of Directors' policy on the selection and appointment of the members of senior management and submitting recommendations.*
- 10. Reporting on appointments and removals of Directors or senior managers at subsidiaries or affiliates who act on behalf of, or who have been nominated by, the Bank.*

- 11. Submitting to the Board of Directors a guidance programme to provide new Directors with adequate information about the Bank, its operation and its corporate governance rules, including the possible implementation of refresher programmes for serving Directors if deemed advisable in the circumstances.*
- 12. Monitoring corporate governance at the Company so as to enforce compliance with the rules approved by the Company and ensure a suitable balance of powers, the sound running and operation of the Bank's administrative and management bodies, the independence of Directors; and adjusting the system accordingly in response to new rules and recommendations and best national and international practices.*
- 13. Checking that conditions remain conducive to the effective independence of independent Directors, and ensuring their ongoing independence in such fundamental aspects as attitude, debating capacity and effective participation.*
- 14. Ensuring that the atmosphere on the Board of Directors and relations between Directors are conducive to debate and the unhindered participation of all board members, and that board meetings give the matters debated and resolved the importance and scrutiny they deserve.*
- 15. Ensuring that the calendar of annual meetings of the Board of Directors and its committees covers key matters of the most importance to the Company.*
- 16. Presenting the Company's Annual Corporate Governance Report to the Board of Directors for approval.*
- 17. Reporting on the Company's main projects and regulations on corporate governance for approval by the Board of Directors.*
- 18. Submitting proposals to the Board of Directors in connection with any practices it believes would improve corporate governance at Bankinter; and advising the Chairman of the Board of Directors on this matter.*
- 19. Supervising the strategy for communicating and maintaining relations with shareholders and investors, including small and medium-sized shareholders.*
- 20. Reviewing the company's sustainability policy and ensuring that it is aimed at creating value.*
- 21. Monitoring the sustainability strategy and practices and evaluating their level of achievement.*
- 22. Reviewing any matters within its remit that the Board of Directors, the Chairman, the Vice-Chairman or the CEO may bring to its attention.*

23. Performing such other duties as may be delegated to the committee under these rules and regulations or by the Board of Directors.

10. The appointments and corporate governance committee shall have access to all information and documentation needed for it to discharge its duties, and it may request the assistance of advisers, consultants, experts and other independent professionals. If authorised by the committee, the committee Chairman may procure the services of such professionals, who shall work directly and exclusively for the committee.

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.

Article 43. Relationship with shareholders and other stakeholders

1. The Board of Directors shall define and champion a policy on communication and relations with shareholders, institutional investors and proxy advisers. The Company shall post this policy on its website.

2. In accordance with the policy mentioned in the preceding paragraph, the Board of Directors shall also put adequate mechanisms in place to exchange information regularly with institutional investors who are Company shareholders and with proxy advisers.

3. Under no circumstances may the Board of Directors' relations with those stakeholders entail the disclosure to them of any inside or other information that might afford them privileges or advantages over other shareholders.

Article 44. Policy for the communication of economic-financial, non-financial, risk management and corporate information

1. The Board of Directors, notwithstanding the legal obligations to disseminate inside information and other types of regulated information, will also define and promote internally a general policy regarding the communication of economic-financial, non-financial and corporate information through the channels it deems appropriate (media, social networks or other channels) that helps to maximise the dissemination and quality of information available to the market, investors and other stakeholders.

2. The Board of Directors will maintain an updated website for the Company that complies with prevailing legislation and contains all information required by law, regulations and the Company By-laws.

