



UNIÓN DE CRÉDITOS INMOBILIARIOS, S.A., E.F.C.

GOVERNING BODIES

1.- BOARD OF DIRECTORS

2.- BOARD COMMITTEES.

1.- BOARD OF DIRECTORS.

The Board of Directors is composed of the following members:

- Matías Rodríguez Inciarte (Chair)
- Remedios Ruiz Maciá (Member)
- Alain Van Groenendael (Member)
- Michel Falvert (Member)

None of the Directors has been delegated powers of the Board of Directors or holds the post of Executive Director.

2.- BOARD COMMITTEES.

2.1.- AUDIT AND RISK COMMITTEE.

The Audit and Risk Committee is composed of the following Directors:

Remedios Ruiz Maciá (Chair).

Michel Falvert (Member)

The Audit and Risk Committee has the following functions:

A) Audit functions

1. Report at the General Shareholders' Meeting on the matters raised by shareholders in matters within its competence.
2. Proposal to the Board of Directors for submission to the General Shareholders' Meeting regarding the appointment of the external account auditors referred to in Article 204 of the amended text of the Public Limited Companies Act, approved by Royal Legislative Decree 1564/1989, of 22 December.
3. Supervision of internal audit services and their activity.
4. Knowledge of the financial information process and the company's internal control systems.
5. Relations with external auditors to receive information on matters that may jeopardize the latter's independence and any other matters related to the account audit process, as well as any other communications envisaged in audit legislation and in prevailing audit standards.

6.- Approval of the Annual Capital Self-Assessment Report, as provided in RULE ONE HUNDRED AND SEVEN of Bank of Spain Circular 3/2008, of 22 May.

7.- Verification and approval of the document "Information of Prudential Relevance", envisaged in RULE ONE HUNDRED AND NINE of Bank of Spain Circular 3/2008, of 22 May 22.

8.- Verification of the information to be published annually on Remuneration policy and practices included in the "Information on Prudential Relevance", in compliance with the provisions established in section 3 of RULE ONE HUNDRED AND SEVENTEEN BIS of Bank of Spain Circular 3/2008, of 22 May 22.

9.- Follow-up and modification of the approved Standard Form for the calculation of capital requirements for Operational Risk, and the approval, where appropriate, of new standard documents other than the Standard Form.

B) Risk-related functions

1. Advise the Board of Directors on the overall current and future risk propensity of the company and its strategy in this area, and assist in monitoring the implementation of that strategy.
2. Ensure that the pricing policy of the products offered to customers takes full account of the entity's business model and risk strategy. Otherwise, the Committee shall submit a plan to the Board of Directors to correct the aforementioned policy.
3. Determine, together with the Board of Directors, the nature, quantity, format and frequency of information on risks that the Committee itself and the Board of Directors should receive.
4. Collaborate to ensure the implementation of rational remuneration policies and practices. To this end, the Committee shall determine, without prejudice to the functions of the Appointments and Remuneration Committee, whether the incentive policy established in the compensation system takes into account risk, capital, liquidity and the probability of, and opportunity for, obtaining profits.

2.2.- REMUNERATION AND SUITABILITY ASSESSMENT COMMITTEE

The Remuneration and Suitability Assessment Committee is composed of the following two directors:

- Matías Rodríguez Inciarte (Chair)
- Alain Van Groenendael (Member)

The Remuneration and Suitability Assessment Committee has the following competences:

- a) Formulate and review the criteria that must be followed for the assessment of the Board of Directors, as well as the assessment of candidates proposed for the position of Director.
- b) Report, objectively and taking into account company interests, the candidates proposed for appointment and re-election as Directors, as well as the appointment of the members of all commissions/or committees created within the Board of Directors.
- c) Report proposals regarding the appointment, removal or dismissal of the Chairman, Chief Executive Officer, Deputy Chairman, Secretary and, as the case may be, Deputy Secretary or Deputy Secretaries of the Board of Directors.
- d) Assess or communicate, as required, the suitability of key function holders and directors in accordance with the Suitability Manual, and define other competences and functions attributed to them in said Manual.
- e) Communicate appointments and dismissals of senior managers.
- f) Propose, within the framework established in the By-laws, the remuneration system of the Board of Directors as a whole and individually, both in terms of the remuneration components, their amounts and the system of payment, as well as other basic conditions of their contracts.
- g) Propose to the Board of Directors the remuneration policy for senior executives, including the basic conditions of contracts, as well as the remuneration of other managers who, despite not belonging to senior management, receive significant remuneration.
- h) Determine and approve annually the annual remuneration, including all remuneration items, that senior executives should receive, as well as the remuneration of other directors who, despite not belonging to senior management, receive significant remuneration.
- i) Ensure compliance with the company's remuneration policy and periodically review the remuneration policy for directors and senior managers.
- j) Review and approve information on remuneration that must be made public or submitted to regulatory or supervisory entities.
- k) Ensure the transparency of remuneration and submit any relevant information to the Board of Directors.
- l) Evaluate the functioning and quality of work of the Committee at least once a year.
- m) Any other competences assigned in this Regulation, the Suitability Manual, or attributed to the Committee by decision of the Board of Directors.