REGULATIONS

OF THE

AUDIT AND CONTROL COMMITTEE

CAIXA GERAL DE DEPÓSITOS S.A.
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1. OBJECTS

These Regulations set out the rules for the composition and the appointment, powers, organization and functioning of the Audit and Control Committee (“CAC” or “Committee”) of Caixa Geral de Depósitos, S.A. (“CGD”), in addition to all legal and statutory provisions, with which its interpretation shall comply.

2. COMPOSITION AND APPOINTMENT

2.1. The Audit and Control Committee is composed of 3 (three) to 6 (six) Members, as defined by the Board of Directors, who are not Members of the Executive Committee.

2.2. The Members of the Audit and Control Committee and its Chairperson shall be appointed by the Board of Directors.

2.3. The Members of the Audit and Control Committee shall possess the professional qualification and experience required for carrying out their duties.

3. POWERS

3.1. Without prejudice to the Supervisory Board’s legal powers nor to the Risk Committee’s remit, the Audit and Control Committee is responsible for the following duties:

a) To monitor the activity of the Executive Committee of CGD’s Board of Directors;

b) To promote and monitor compliance with all legal and regulatory provisions, CGD’s Articles of Incorporation, rules and recommendations issued by supervisory authorities, as well as internally established general policies, standards and practices;

c) To follow up on (i) the process of preparation and disclosure of financial statements; (ii) the adequacy and compliance with the policies, criteria and accounting practices adopted by CGD, pursuant to the applicable accounting framework; (iii) the statutory auditing and other work carried out by the Statutory Audit Firm/External Auditor;

d) To assess and promote the effectiveness and efficiency of the Internal Audit Function, ensuring this function’s direct reporting;

e) To critically assess CGD and CGD Group’s Internal Control System, ensuring, within the scope of its remit, that the institution’s organizational culture and its governance and internal control systems are suitable and effective and foster a sound and prudent management.

f) To follow up on the selection and appointment process of the Statutory Audit Firm and assess its independence, namely in what concerns the provision of additional non-audit services to CGD.
3.2. Upon the performance of the duties mentioned in section 3.1. (a), it is incumbent upon the Audit and Control Committee to:

a) Be informed about the minutes of the Executive Committee on a regular basis, at least every quarter, through its analysis during the meetings of the Committee, and promote potential actions or initiatives it deems necessary in view of the content of the deliberations made therein;

b) Participate in meetings of the Executive Committee, at least once every semester, or whenever a subject that is proposed in its agendas is deemed relevant for carrying out the Committee’s duties.

3.3. Upon the performance of the duties mentioned in section 3.1(b), it is incumbent upon the Audit and Control Committee to:

a) Promote, at CGD and at other companies of the CGD Group subject to supervision on a consolidated basis, the pursuit of the fundamental objectives in matters of internal control and risk management set by the Bank of Portugal and the European Central Bank, as well as by supervisory guidelines addressed at credit institutions and financial companies;

b) Be informed about inspection procedures performed by the European Central Bank, the Bank of Portugal and other competent entities on CGD and other CGD Group companies that are subject to supervision on a consolidated basis.

3.4. For the performance of the duties set out in sub-paragraph (c) of section 3.1., the Audit and Control Committee shall follow up on and assess the following:

a) CGD's financial statements pertaining to separate and consolidated activity and the reports to be issued by the Statutory Audit Firm/External Auditor on such statements;

b) The reliability of the accounting information to be disclosed internally and externally;

c) External audit activities, issuing an opinion on the Activity Plans, to be further assessed and approved by the Supervisory Board.

3.5. For the performance of the duties provided for in section 3.1. (d), the Audit and Control Committee shall have the following responsibilities:

a) Assessing and approving the budget, the Internal Audit Function multi-annual activity plan and training plan, following up on and promoting its implementation;

b) Assessing and approving the proposals for the revisions of the Internal Audit Function Regulations and remaining policies and playbooks applicable to this Function, monitoring their implementation and enforcement;

c) Approving and following up on the key performance indicators (KPI) of the Internal Audit Function and assessing the Internal Audit Function’s general manager, in cooperation with the Supervisory Body;
d) Assessing the evolution of the main processes under the responsibility of the Internal Audit Function, particularly those related to the adequacy and qualification of human resources and technological innovation;

e) Previously approving the outsourcing of services supporting the Internal Audit Function;

f) Fostering the maintenance and following up on the results of programs aimed at promoting the improvement of the Internal Audit quality and ensuring a regular follow-up on the shortcomings detected within the Function;

g) Promoting a direct reporting line with the Internal Audit Function that allows it to be immediately informed on any obstacles and impediments to the development of its activity or that may hamper the Function’s independence and objectivity;

h) Assessing the conclusions of the corresponding audit procedures and conveying to the Executive Committee and the Supervisory Board any recommendations it may deem appropriate regarding the audited matters;

i) Following up on the activity of the Central Internal Audit Function in promoting the activities of the local Functions of Group Entities and aligning group-wide methodologies.

3.6. In the fulfilment of the powers provided for in section 3.1(e), the Audit and Control Committee is responsible for:

a) Regularly assessing the Internal Control Deficiencies Corporate Model, with a special emphasis on the deficiencies classified as high-risk or critical, pursuant to the provisions of the Internal Control Deficiencies Management Policy;

b) Being informed about the Plans and Activity Reports of the Compliance and Risk Management Functions, including those of the Internal Control Area, after their assessment by the Risk Committee;

c) Assessing the annual Internal Audit Function report on the function’s independence and on the internal control deficiencies it faces, fostering and monitoring their resolution, and being informed about analogous reports drafted by the Risk Management and Compliance Functions;

d) Assessing the annual Control Functions reports of the second and third lines of defense, with a summary of the identified deficiencies, mainly focusing on those classified as an F3 “high” risk or F4 “severe” risk;

e) Annually assessing the self-assessment reports on the suitability and effectiveness of the organizational culture and the internal control and governance systems – individual and Group-wide – provided for in Notice No. 3/2020 of the Bank of Portugal, contributing to the self-assessment that is incumbent on the Management Body and acknowledging the assessment that is incumbent on the Supervisory Body.

3.7. In the fulfilment of the power provided for in section 3.1(f), the Audit and Control Committee is responsible for:
a) Following up and supervising the activity of the Statutory Audit Firm/External Auditors;

b) Issuing an opinion to submit to the Supervisory Board on the hiring of additional non-audit services to be provided to CGD and other CGD Group companies by the Statutory Audit Firm and the Entities within its Network, in order to ensure independence and compliance with applicable laws and regulations to which the activity of statutory auditors is subject.

3.8. The powers incumbent on the Audit and Control Committee apply not only to CGD, but also to the companies that are, at any given time, in a controlling or group relationship with the Bank, irrespective of the location of their registered office, main headquarters and effective head office of their management bodies or their primary place of business ("CGD Group").

3.9. The Audit and Control Committee shall immediately report to the Board of Directors any event it deems to be high-risk.

3.10. The Audit and Control Committee shall implement relevant internal procedures to communicate with the Board of Directors, the Executive Committee, the remaining Special Committees and the Supervisory Board.

4. ACTIVITY PLAN AND ACTIVITY REPORT

4.1. The Audit and Control Committee shall annually approve the activity plan for the following year and submit it to the Board of Directors by 15 December.

4.2. The Audit and Control Committee shall prepare one activity report per semester, providing the Board of Directors with information on its activity. The last half-year report shall include the activities carried out during the calendar year.

4.3. The Activity Reports shall include, inter alia, the assessment of the degree of compliance with the Activity Plan, the main constraints and potential action measures, and the activities referred to in paragraphs 8.1 and 8.2 below, and shall be submitted to the Board of Directors by the end of the month following each calendar semester.

5. MEETINGS

5.1. The Audit and Control Committee shall hold regular meetings at least once a month, and whenever convened by its Chairperson or at the request of any of its Members.

5.2. Meetings of the Audit and Control Committee shall be convened at least 5 (five) days in advance, or on a shorter notice, if necessary, provided that it allows for the timely participation of all Members of the Committee. The meeting may be convened via any written means of communication and sent to the addresses (e-mail or otherwise) provided by the Members of the Committee, or may be addressed by the Chair by simple verbal communication. The scheduling of meetings, with the corresponding date and time, approved during a meeting of the Audit and Control Committee or communicated by the Chairperson of the Committee is equivalent to convening said meetings.

5.3. The convening of each meeting, to be carried out pursuant to the preceding paragraph, shall be accompanied by information on the Agenda of the meeting.
5.4. The Agenda shall be determined by the Chairperson of the Audit and Control Committee, and any member of the Committee may request the inclusion of items in the Agenda. This request shall be submitted to the Chairperson as soon as possible before the date of the meeting, together with the corresponding supporting documents.

5.5. Supporting documents for the several Agenda items shall be made available to all Members of the Audit and Control Committee at least 5 (five) days prior to the date of the meeting, preferably at the same time as the notice of the meeting or, if this is not possible, with due notice, so as to allow its timely analysis by the Members of the Audit and Control Committee.

5.6. Unless otherwise indicated in the notice and without prejudice to the use of telematic means, the meetings of the Audit and Control Committee shall be held at CGD’s head office.

5.7. The meetings of the Audit and Control Committee may be held using telematic means, such as videoconference or conference call, provided that CGD ensures the authenticity of the statements and the security of the communications, as well as the recording of the contents and the corresponding participants.

5.8. The meetings of the Audit and Control Committee shall be chaired by its Chairperson, or, in his/her absence or impediment, by the member of the committee appointed for that purpose by the other members.

5.9. The Company Secretary, or the person appointed by him/her for that purpose, shall support the functioning of the Audit and Control Committee and the holding of its meetings.

5.10 In addition to the Members of the Audit and Control Committee, Directors, company officers or third parties may also be present at the meetings, provided they are invited or authorized by the Chairperson or his/her alternate at such meeting, whenever suitable, in view of the matters to be discussed.

6. RESOLUTIONS

6.1. The Audit and Control Committee may not deliberate without the presence or representation of the majority of its Members.

6.2. The decisions of the Audit and Control Committee shall be made by simple majority of the votes cast, the Chairperson or his/her alternate having a casting vote in the event of a tie.

7. MINUTES

7.1. Minutes of all meetings of the Audit and Control Committee shall be drafted and include the information provided for in the applicable rules, namely, the identification of the Company, the place, date, time and duration of the meeting, the name, function and signature of all the attendees, as well as the specific indication of the form of participation of non-present Members, the presented proposals and the corresponding supporting documents.
7.2. The minutes of the Audit and Control Committee shall also include the debates, comments and contributions provided by its Members and by all participants during the meeting, the deliberations made and the corresponding rationale/justification, and the explanations of vote provided by any member during the meeting, the description of potential recommendations made and the identification of subjects that need to be followed up during future meetings.

7.3. The minutes shall be drafted and approved by the Members present at the meeting as shortly after the meeting or during the subsequent meeting, and shall also be signed by the person acting as secretary.

7.4. All minutes of the Audit and Control Committee meetings shall be kept in the corresponding minutes book, by paper or electronic means, according to the Company’s logistics, and a copy of each minutes shall be filed in a secure digital format with restricted access.

7.5. The minutes shall be drafted in Portuguese, without prejudice of English translations being provided whenever necessary.


8.1. The articulation between the Audit and Control Committee and the Board of Directors, the Executive Committee, the remaining Special Committees of the Board of Directors and the Supervisory Board shall be ensured by the Chairperson of the Audit and Control Committee and by the Chairpersons of each of the bodies concerned.

8.2. The articulation with the other Special Committees may also be ensured through:

   a) The participation of Members of the Audit and Control Committee in those Committees;

   b) The occasional attendance of Members of the Audit and Control Committee in the meetings of other Committees;

   c) The sharing of agendas and minutes of meetings of the Audit and Control Committees with the remaining Special Committees.

8.3. Without prejudice to other established procedures, the Audit and Control Committee, whenever deemed appropriate, may request that the heads of CGD’s Divisions provide the necessary information for the performance of its duties, including information concerning Group entities.

9. **SUPPORT STRUCTURES**

9.1. The Audit and Control Committee may suggest to the Chairperson of the Board of Directors, within the budgeted amount, the hiring of services of technical expertise and specialists deemed necessary for the performance of its duties.
9.2. The Audit and Control Committee may appoint, whenever deemed necessary, one or more resources, with acquired experience in its areas of responsibility, so as to provide information and carry out projects supporting the corresponding assessments and conclusions.

10. CONFLICTS OF INTEREST

The prevention and management of situations that constitute actual or potential conflicts of interest is regulated by the Global Conflict of Interest Prevention and Management Policy in force at CGD, published in the Internal Standards System.

11. AMENDMENTS

11.1 Amendments to these Regulations shall be approved by the majority of the Members of the Board of Directors.

11.2 Without prejudice to the remit of the Board of Directors, the Audit and Control Committee shall submit proposals for the revision of these Regulations whenever deemed necessary.

12. FINAL PROVISIONS

12.1 The provisions of the Regulations of the Board of Directors shall apply to all matters not provided for in these Regulations.

12.2 In case of conflict between the articles of these Regulations and the Regulations of the Board of Directors, the provisions of the latter shall prevail.