



*The following English translation is provided by the Company for information purposes only, based on the original and official document in Spanish available on the Company's website (www.caf.net). In the event of any discrepancy between the English version and the Spanish original document, the latter will prevail.*

## **REPORT PRESENTED BY THE BOARD OF DIRECTORS WITH REFERENCE TO THE AMENDMENT OF ITS RULES, APPROVED SINCE THE LAST GENERAL MEETING.**

### **I. Introduction and purpose of the report**

On June 26, 2020, the CNMV approved the partial revision of the Code of Good Governance of Publicly Listed Companies (hereinafter “the Code”) whereby several of its recommendations were updated and adapted. As a consequence of this, the CNMV Notice 1/2020 of October 6 was approved, which amended the Annual Report on Corporate Governance and the Annual Report on Remuneration of Directors, and whose transitional provision established that, at the end of the FY 2020, the corporate texts and policies must be adapted to the partial modification of the Code in order to comply with the amended recommendations in the 2020 Annual Report on Corporate Governance.

Given these circumstances, the Board of Directors of the Company, at its meeting held on December 17, 2020, unanimously adopted a resolution to amend certain articles of its Rules, mainly in order to adapt them to the partial modification of the Code and in order to comply with the amended recommendations for the Annual Report on Corporate Governance for FY 2020.

This report has been prepared in accordance with the provisions of article 528 of the Capital Companies Act, which stipulates that the Board of Directors of publicly listed companies must keep the General Shareholders' Meeting informed of the rules contained in its Rules.

### **II. Information on the amendments made to the Rules of the Board of Directors since the last General Shareholders' Meeting**

#### **1. Purpose of the revision of the Board's Rules**

The modification of the Board's Rules mentioned in the paragraph above had the following specific objectives:

- i) To include the recommendations amended in the partial modification of the Code of Good Governance of June 2020 in the Rules of the Board of Directors.
- ii) To include other recommendations of the Code of Good Governance that the Company actually complies with in the Rules of the Board of Directors.
- iii) To expressly regulate remote attendance of Board meetings.
- iv) To include other technical improvements, enhancing their wording.

#### **2. Scope of the modification**

The amended articles of the Board's Rules are as follows:

Article 3 (Amendment).

Article 5 (General Function of Supervision).  
Article 6 (Creation of Shareholder Value and Other Interests)  
Article 8 (The Chairman of the Board)  
Article 9 (The Secretary of the Board)  
Article 10 (Committees of the Board of Directors)  
Article 11 (The Audit Committee)  
Article 13 (Meetings of the Board of Directors)  
Article 14 (Holding Sessions)  
Article 16 (Appointment of External Directors)  
Article 17 (Term of Office)  
Article 18 (Removal of Directors)  
Article 19 (Objectivity)  
Article 21 (Expert Support)  
Article 22 (Remuneration of the Board)  
Article 23 (General Duty of Care)  
Article 34 (Relations with Auditors)

The remaining articles remain unchanged.

3. Final text of the amended articles

The amended articles, as currently drafted, are shown below:

***“Article 3. Amendments.***

*1.- These Rules can only be amended at the request of the Chairman or of at least three Directors, or of any of the Committees, which must accompany the proposal with the relevant justification.*

*2.- The text of the proposal must be attached to the call notice of the Board meeting which must deliberate on the matter in question.*

*3.- For an amendment of these Rules to be valid, an agreement must be reached by a majority of two thirds of the Directors attending or represented at the session, unless the amendments have been imposed by mandatory regulation.*

***Article 5. Functions and Competencies of the Board of Directors.***

*1.- Except for the issues exclusively reserved for the General Shareholders’ Meeting, the Board of Directors is the competent body to adopt agreements regarding all kinds of matters that make up the corporate purpose.*

*2.- The Board of Directors dedicates its activity to defining and supervising the strategic guidelines of the Company and its Group, with the ordinary management and direction of the Company corresponding to the management team.*

*3.- Notwithstanding any delegated matters, the Board shall deal, in addition to the matters specifically listed in the Rules, with all of the relevant matters of the Company and is specifically obliged to directly exercise the following responsibilities, which cannot be delegated:*

- a) *Supervision of the effective operation of the Committees that the Board may have created, as well as of the proceedings of the delegated bodies and of the managers it would have appointed.*
- b) *The definition of the general policies and strategies of the Company and its Group.*
- c) *The authorization or waiver of the obligations resulting from the duty of loyalty pursuant to Law and in the present Rules.*
- d) *Its own organization and operation.*
- e) *Preparation of the annual accounts and their presentation to the General Shareholders' Meeting.*
- f) *The formulation of any type of report required by Law to the Board of Directors, if the operation it relates to cannot be delegated.*
- g) *Appointment and dismissal of the managing directors of the Company, as well as the establishment of the terms and conditions of their contracts.*
- h) *The appointment and dismissal of the directors directly depending on the Board of Directors or of any of its members, as well as the establishment of the basic terms and conditions of their contracts, including their remuneration.*
- i) *Decisions related to the remuneration of the Directors, within the statutory framework and the remuneration policy approved by the General Shareholders' Meeting.*
- j) *The call of the General Shareholders' Meeting and the preparation of the agenda and the draft agreements.*
- k) *The policy regarding the treasury shares.*
- l) *The approval of the strategy or business plan, the management objectives and the annual budget, the investment and financing policy, the environmental, sustainability and the dividends policy.*
- m) *The determination of the risk assessment and management policy, including tax risks, and the monitoring of internal information and control systems.*
- n) *The determination of the corporate governance policy of the Company and of the group that it is the parent of and in particular, the approval and modification of its own Rules.*
- o) *The supervision of the process of preparing and presenting the financial information and the management report, which shall include, where appropriate, the mandatory nonfinancial information that, due to its status as a listed company, must be made public by the Company on a regular basis.*
- p) *The definition of the structure of the corporate group that the Company is the parent of.*
- q) *The approval of any investments or transactions which, given their significant amount or special characteristics have a strategic nature or special tax risk, unless their approval corresponds to the General Shareholders' Meeting.*

r) *The approval of the creation or acquisition of shares in special purpose vehicles or entities resident in jurisdictions considered tax havens, and any other transactions or operations of a comparable nature whose complexity might impair the transparency of the Company and its group.*

s) *The approval, upon prior report from the Audit Committee, of the operations that the Company or companies of its group perform with Directors, in the terms of the Capital Companies Act, or with significant shareholders, either individually or by agreement with others, including shareholders represented on the Board of Directors of the Company or of other companies which belong to the same corporate group or with people related to them. Only those operations which simultaneously meet the following three characteristics will be exempted from this approval:*

*1.º those governed by standard contracts applied on an across-the-board basis to a large number of clients.*

*2.º those made at market rates that are generally set by suppliers of the goods or services in question, and*

*3.º those worth less than 1% of the Company's yearly revenues.*

t) *The determination of the tax strategy of the Company.*

u) *The powers that the General Shareholders' Meeting would have delegated on the Board of Directors, unless it would have been expressly authorized by the General Shareholders' Meeting to sub-delegate them.*

*4.- Under urgent and duly justified circumstances, decisions regarding the matters between letters (l) and (t) (both inclusive) of the previous section, may be made by the delegated bodies or persons, but must be notified at the first meeting of the Board of Directors held after the decision is made.*

*5.- The Board of Directors must conduct an evaluation of how it functions and how its Committees function and, based on the results thereof, propose an action plan to remedy the deficiencies detected. The results of the evaluation will be recorded in the minutes of the session or will be included as an appendix.*

#### ***Article 6. Creation of Value for the Shareholder and other interests.***

*1.- The Board of Directors shall carry out its functions with unity of purpose and independence of mind, it shall treat all shareholders in the same position equally and shall be guided by the company's interest, understood as the achievement of a profitable and sustainable business in the long term, which promotes its continuity and the maximization of the Company's economic value for the shareholder for which purpose the Board will determine and review the Company's business and financial strategies.*

*2. In the pursuit of the social interest, in addition to respect for laws and regulations, and conduct based on good faith, ethics and respect for commonly accepted customs and good practices, the Board of Directors shall endeavor to reconcile its own social interest with, as appropriate, the legitimate interests of its employees, suppliers, customers and other*

*stakeholders that may be affected, as well as the impact of the Company's activities on the community as a whole and on the environment.*

*3.- Within the scope of the corporate organization, the Board of Directors shall adopt the necessary measures in order to guarantee:*

*a) That Company's general management seeks to create value for its shareholders and has the adequate resources to do so.*

*b) That Company's general management is under the effective supervision of the Board of Directors.*

*c) That no person or reduced group of persons have decision-making powers which are not subject to counterbalances and controls.*

*d) That no Shareholder receives a privileged treatment compared to other shareholders.*

#### **Article 8. The Chairman of the Board.**

*1.- The Chairman of the Board of Directors will be appointed from amongst its members, following a report from the Appointments and Remuneration Committee. If this role is vested with executive functions, the Board of Directors must decide on the matter and agree on the content of the relevant delegation of powers with a favorable vote from two thirds of its members.*

*2.- The Chairman bears the overall responsibility for the efficient operation of the Board of Directors and, in addition to the functions provided for by Law, the Articles of Association and these Rules, he has the following duties:*

*a) To call the Board of Directors and create the agenda for its meetings. However, the Chairman must call the Board and include in the agenda the corresponding relevant matters when so requested by at least one third of the Directors.*

*b) Submit to the Board of Directors a program of dates and issues to be discussed.*

*c) Ensure that Directors receive sufficient information in advance to discuss the items on the agenda.*

*d) Chair the sessions, direct and encourage debate, ensuring that sufficient discussion time is devoted to strategic issues, as well as the active participation of Board members during the sessions, safeguarding their free position, granting and withdrawing the right to speak to Board members and those whose presence may have been required, and chairing the General Meeting.*

*e) Organize and coordinate the periodic evaluation of the Board, as well as, if appropriate, that of the Company's top executive.*

*f) To agree and review the training programs for each Director, when circumstances so advise.*

*3.-The Board of Directors, following a report from the Appointments and Remuneration Committee, may appoint one or more Vice-Chairmen, who shall replace the Chairman in*

*the event of a vacancy, impossibility or absence. If no Vice-Chairman has been appointed, the coordinating Director shall replace the Chairman.*

*4.- If the Chairman of the Board of Directors is also the Company's top executive, the Board of Directors, with the abstention of the executive Directors and at the proposal of the Appointments and Remuneration Committee, shall appoint a coordinating Director among the independent Directors, who will be particularly empowered to call the Board of Directors or to include new points in the agenda of a Board Meeting that has already been called, to coordinate and convene the non-executive Directors and to address the Board of Directors' periodic assessment of its Chairman. The coordinating Director will also be empowered to: chair the Board of Directors in the absence of the Chairman and Vice-Chairmen, if any; voice the concerns of non-executive Directors; maintain contact with investors and shareholders to gain insight on their perspectives so as to form an opinion of their concerns, particularly regarding the corporate governance of the Company; and coordinate the Chairman succession plan.*

**Article 9. The Secretary of the Board.**

*1.- The Secretary of the Board of Directors may or not be a Director, as determined by the Board of Directors at each given moment. The Board of Directors will agree on the appointment of the Secretary of the Board of Directors following a report from the Appointments and Remuneration Committee. The same procedure will be followed for the separation of the Secretary.*

*2.- The Secretary shall be responsible for assisting the Board in its duties and shall ensure the Board's proper operation, especially, providing advice to the Directors who may so request, recording properly the progress of the meetings in the minutes book and attesting to the agreements of the Body.*

*3.- The Board Secretary will discharge the function of the Board's Legal Advisor, provided that the Secretary is a Lawyer.*

*4.- Aside from the roles assigned by Law and the Articles of Association or the present Rules, the Secretary of the Board must perform the following functions:*

*a) Keep the documentation of the Board of Directors, record the progress of the meetings in the minutes book and attest to their content and the resolutions adopted.*

*b) Ensure the Board of Directors' actions meet all applicable standards and are in accordance with the Articles of Association and other internal standards.*

*c) Assist the Chairman so that the Directors receive the relevant information to discharge their roles, sufficiently in advance and in the appropriate format.*

**Article 10. Committees of the Board of Directors.**

*1.- Notwithstanding the individual delegations of powers to the Chairman or to any other Director, if any, and the Board's right to set up an Executive Committee, with whatever decision-making powers granted, there will always be an Audit Committee and an Appointments and Remuneration Committee with informational, advisory and proposal powers in the matters established in the Articles of Association, in these Rules and in its*

*own operating Rules, being able to create any other internal advisory committees when it considers it appropriate for the Company .*

*2.- The Board of Directors might set up a Monitoring and Control Committee whose composition and operating rules are in line with those applicable to the mandatory committees, including:*

*a) That it is constituted exclusively by non-executive Directors, with a majority of independent Directors.*

*b) That it is chaired by an independent Director.*

*c) That the Board of Directors appoints its members with regard to the knowledge, skills and experience of its Directors and each committee's terms of reference; discuss their proposals and reports; and provide report-backs on their activities and work at the first plenary Board of Directors following each committee meeting, of its activity and that it is accountable for the work done.*

*d) That the Commission may engage external advice, when they feel it necessary for the discharge of their functions.*

*e) The Meeting proceedings should be minuted and a copy made available to all board members.*

***Article 11. The Audit Committee.***

*1.- The composition, functions and functioning standards of the Audit Committee will be adapted to the provisions stipulated by Law, the Articles of Association, and these Rules of the Board and the Audit Committee Rules.*

*2.- The Audit Committee will consist of at least three and no more than five non-executive Directors appointed by the Board of Directors of the Company, the majority of whom must be independent directors. The members of the Audit Committee as a whole, and in particular its Chairman, will be appointed taking into account their knowledge and experience in accounting, auditing and financial and non-financial risk management, thus bringing together the relevant expertise in relation to the sector of activity to which the Company belongs.*

*3.- The Auditing Committee shall adopt its resolutions with the absolute majority of the Directors attending the meeting, whether present or represented by proxy.*

***Article 13. Meetings of the Board of Directors.***

*1.- The Board of Directors shall meet at least eight times a year in a regular session with sessions held at least once every quarter.*

*The Board will also meet at the Chairman's request, as many times as this person deems appropriate for the smooth running of the Company, or when requested by at least one third of the members of the Board, indicating the agenda. Should the Chairman also be the Company's top executive, the Board of Directors will also meet at the request of the independent coordinating Director.*

- 2.- *The Board will prepare an annual plan of the ordinary sessions.*
- 3.- *The call for regular sessions shall be issued in writing by post, fax, telegram or email, or by any other means that provides evidence of receipt, which will be issued by the Chairman or, under his instructions, by the Secretary. The call shall be made at least five days in advance. The call shall always include the meeting's agenda.*
- 4.- *Once the call has been received, any Director can separately propose other points of the agenda that had not initially been included.*
- 5.- *When, in an exceptional case, the Chairman wishes to submit decisions or agreements that were not included in the agenda for the approval of the Board of Directors, the express consent of the majority of the Directors attending the meeting must first be provided.*
- 6.- *Any extraordinary sessions of the Board can be called by telephone and the notice period will not apply, nor will any other requirements indicated in the previous three sections, when, to the Chairman's judgement, the circumstances require a session and the call is immediately confirmed by fax or email.*
- 7.- *The Board shall also be understood to be validly constituted without prior notice, when all its members are present or represented and unanimously agree to hold the meeting.*
- 8.- *Agreements can also be adapted in writing and without holding a session, providing the requirements established in corporate legislation are met.*
- 9.- *Exceptionally, when circumstances so require, meetings of the Board of Directors may be called by multiple telephone call, videoconference or any other remote communication means provided that the identity and participation of those attending in real time is duly guaranteed. In this case, the meeting will be understood to have taken place at the registered office.*

*In addition, the Chairman of the Board of Directors may authorize the attendance at the meeting of one or more Directors using remote connection systems to duly guarantee the identity and participation of the Directors, who shall be considered for all purposes as attending the meeting of the Board of Directors.*

#### **Article 14. Holding of Sessions.**

- 1.- *Regarding the voting and attendance quorum, this shall be governed by the provisions of the Law and the Articles of Association.*
- 2.- *Directors shall make their best efforts to attend Board meetings and, when unable to attend a meeting in person, they shall delegate their vote to another Director with no restriction on the number of proxies each member may hold to consider the meeting convened. Proxy may be granted in writing through any media and shall include the direction of the vote for each of the matters mentioned in the agenda.*
- 3.- *Non-executive Directors can only designate their representation to another non-executive member.*



4.- *The Chairman will lead the discussion and will aim to encourage the participation of all the Directors in the Board's deliberations.*

5.- *The discussions and resolutions of the Board of Directors shall be recorded in the minutes to be drawn up by the Secretary and approved at the same meeting or at the immediately subsequent one, and signed by the Chairman and the Secretary.*

6. *The Board of Directors and its Committees meeting minutes shall be available to all members of the Board of Directors.*

**Article 16. Appointment of external Directors.**

1.- *When selecting a candidate, the Board of Directors shall attempt to ensure that that person has acknowledged solvency, competence and experience, with special care being taken when selecting persons to hold office as independent Directors.*

2.- *Independent Directors are those who have been appointed in view of their personal and professional qualifications and can carry out their duties without being compromised by their relationships with the Company or its group, its significant shareholders or its managers.*

3.- *Independent Directors shall in no case be designated if:*

a) *They have been employees or executive Directors in group companies, unless 3 or 5 years, respectively, have passed since they ceased to be so.*

b) *They receive any amount or benefit from the Company or its group companies for any reason other than remuneration of their directorship, unless it is insignificant for the Director.*

*Dividends or pension supplements received by the Director for his/her former professional or labor relationship shall not be taken into account, for the purposes of the paragraph above, insofar as such supplements are unconditional and, therefore, their accrual cannot be discretionally suspended, modified or revoked by the paying company without breach of its obligations.*

c) *They are individuals who are or have been in the last 3 years partners to the external auditor or person responsible for the auditing report, whether such period's audit corresponds to the Company or any other group company.*

d) *They are executive Directors or senior managers of a different company where an executive Director or senior manager of the Company holds an external Director position.*

e) *They are individuals who maintain or have maintained in the last year an important business relationship with the Company or group companies, whether on his/her behalf or as significant shareholder, Director or senior manager of an entity maintaining such relation either at present or in the past.*

*Business relations will be those of supplier of goods or services, including financial ones, or of advisor or consultant.*

*f) They are significant shareholders, executive Directors or senior managers of an entity receiving donations from the Company or its group currently or in the last 3 years.*

*Mere trustees of a Foundation receiving donations are excluded from this list.*

*g) Spouses, individuals with an analogous relationship, or relatives up to the second degree of an executive Director or senior manager of the Company.*

*h) Individuals not proposed by the Appointments and Remuneration Committee, whether for appointment or re-election.*

*i) Individuals how have been Directors for a continuous period of more than 12 years.*

*j) Individuals who, with respect to a significant shareholder or shareholder represented on the Board, meet the conditions of paragraphs a), e), f) or g). In cases of family relationships described under letter g), such restriction shall be applied not only to the shareholder, but also to his/her dominical Directors in the investee company.*

*4.- Dominical directors shall be considered to be those who hold a shareholding equal to or greater than that legally considered being significant or who have been appointed because of - 13 - their status as shareholders, even if their shareholding does not reach that amount, as well as those who represent shareholders of the aforementioned.*

*Dominical Directors who loose such a title following the sale by the shareholder they represent of their shareholding may only be re-elected as independent Directors when the shareholder they represented up to that moment sold his/her entire shareholding in the Company.*

*5.- A Director with Company shares may be an independent Director provided that he/she meets all the requirements pursuant to this Section 3 and, plus, does not hold a significant shareholding.*

**Article 17. Term of Position.**

*1.- Directors shall stay in office for the term established in the Articles of Association at each given moment.*

*2.- If a Director has been co-opted, he/she shall stay in office until the first General Meeting is held, in the applicable legislation terms at each given moment. If the vacancy occurs after the General Meeting has been called and before it is held, the Board of Directors may appoint a Director until the next General Meeting is held.*

**Article 18. Removal of Directors.**

*1.- Directors removal will occur under the terms of the legislation in force at each given time.*

*2.- Directors must place their position at the disposal of the Board of Directors and formalize, if it deems it appropriate, the corresponding resignation, in the following cases:*

*a) When the specific reasons for which they were appointed disappear, and in particular in the case of a dominical Director, they should tender their resignation when the shareholder they represent sells its entire shareholding or reduces it to a level that requires a reduction in the number of its dominical Directors.*

*b) When they are involved in any of the cases of incompatibility or prohibition provided by law.*

*c) When processed for any alleged criminal offence or when subjected to disciplinary measures for serious or very serious breach determined by supervising authorities.*

*d) When seriously reprimanded by the Board of Directors upon prior report from the Appointments and Remuneration Committee upon breaching of Director's obligations.*

*e) When involved in a situation that raises a conflict of interest with the Company and they violate their duty of disclosure and abstention.*

*f) When the non-competition obligation is not met.*

*3.- Directors must inform the Board and, if appropriate, resign when situations arise that affect them, whether or not they are related to their actions in the Company itself, that could damage the Company's credit and reputation and, in particular, before any criminal case in which they appear as being under investigation, as well as their legal proceedings.*

*The Board of Directors, having been informed of or otherwise become aware of any of the situations mentioned in the previous paragraph, will examine the case as soon as possible and, in view of the specific circumstances, will decide, following a report from the Appointments and Remuneration Committee, on the measures to be adopted. All of this shall be reported in the Annual Corporate Governance Report, unless special circumstances warrant it, which shall be recorded in the minutes. Notwithstanding the information that the Company must disseminate, if appropriate, when the corresponding measures are adopted.*

*4.- The Board of Directors shall not propose the dismissal of an independent Director before the expiry of their tenure as mandated by the Articles of Association, except where just cause is found by the Board of Directors, based on a proposal from the Appointments and Remuneration Committee.*

*5.- When a Director leaves his/her position before the end of his/her term of office, he/she must sufficiently explain the reasons for his/her resignation or, in the case of non-executive Directors, his/her opinion on the reasons for the removal by the Meeting, in a letter to be sent to all members of the Board of Directors.*

#### **Article 19. Voting Secrecy.**

*All votes of the Board of Directors concerning the appointment, re-election or dismissal of Directors shall be secret, if so requested by the Chairman or any Director.*

**Article 21. Experts Support.**

1.- Directors shall propose expert advice on legal, accounting, financial, or other matters at the Company's expense to be aided during furtherance of their duties. The request must necessarily deal with concrete problems of certain complexity.

2.- The request must be made to the Chairman of the Board of Directors and may be vetoed by the Board of Directors if:

- a) It is not necessary for the appropriate performance of the duties entrusted to Directors.
- b) The cost is not reasonable in view of the importance of the problem and of the assets and income of the Company.
- c) The assistance requested may be adequately provided by the Company's in-house experts and technicians or other professionals already hired by the same.
- d) It may entail a risk to the confidentiality of the information that must be processed.

**Article 22. Remuneration of the Board.**

1.- Board members shall have the right to any remuneration that may be due to them, in accordance with the Articles of Association. In any case, they shall have the right for reimbursement for any travel and accommodation expenses incurred while performing their duties as Board Members, supported by documentary evidence.

2.- The Board shall ensure that the remuneration of its members is determined in consideration of the market and, in any case, shall be such as is necessary to attract and retain Directors with the desired profile and to remunerate the dedication, qualification and responsibility required by the position, but not so high as to compromise the independence of criteria of the nonexecutive Directors.

3.- Board remuneration shall be transparent and the Annual Report and Annual Report regarding Directors' remuneration shall provide information on this, in the terms and conditions required by the applicable Law at any time.

**Article 23. General Duty of Care.**

1.- Pursuant to Article 6 of these Rules, Director's function is to guide and control the Company's management in order to maximize the value of the Company to the benefit of its Shareholders.

2.- Directors must perform their duties and fulfil whatever obligations imposed by Law, the Articles of Association and these Rules with the proper diligence of a loyal representative, bearing in mind the nature of the position and the functions attributed to each one of them, and being specifically obliged to:

- a) Prepare thoroughly and gather all the relevant information for the meetings of the Board of Directors and any Bodies or committees to which they belong. In the performance of their functions, Directors are obliged to demand, and have the right to receive from the Company, the appropriate and necessary information to fulfil their obligations.

*b) Show appropriate dedication and adopt the measures required for the proper management and control of the Company.*

*None Director can belong simultaneously to more than four Boards of Directors of listed companies not related to the Company and to its group.*

*c) Attend the meetings of the Bodies or committees to which they belong and become actively involved in the discussions in order to contribute in an efficient manner to the decision-making process. If, for good reason, he/she cannot attend the meetings to which he/she has been convened, he/she must inform, insofar as is possible, the Director who is to represent him/her, subject to sections 2 and 3 of article 14 of these Rules.*

*d) Perform any specific task entrusted to him/her by the Board of Directors that seems reasonably included within his/her dedication commitment.*

*e) Investigate any irregularity in the management of the Company that has come to his/her notice and monitor any potentially risky situation.*

*f) Urge the persons with the capacity to convene the Board of Directors to call for an extraordinary meeting and include items in the agenda that they deem appropriate.*

*g) Inform the Appointments and Remuneration Committee of any other professional obligations, in case they might interfere from the necessary dedication.*

*3.- The diligence of a loyal representative shall be deemed to have been exercised when the director has acted in good faith, without any personal interest in the matter under consideration, with sufficient information and in accordance with an appropriate decision-making procedure.*

#### **Article 34. Relations with Auditors.**

*1.- The Board of Directors' relations with the Company's external Auditors shall be channeled through the Audit Committee, pursuant to the Articles of Association and the Rules of the Audit Committee.*

*2.- The Board of Directors shall inform in the Annual Report the remuneration paid to the audit entity in each period for services other than auditing.*

*3.- The Board of Directors will present to the General Meeting the Annual Accounts prepared in accordance with the accounting regulations. In the event that the Auditor includes a qualification, the Chairman of the Audit Committee will clearly explain the Committee's opinion on its content and scope at the General Meeting. A summary of this opinion will also be made available to shareholders at the time of publication of the call of the meeting, along with the other proposals and reports of the Board.”*

### **III. Subsequent actions**

The text of the amended Rules was registered with the Guipúzcoa Corporate Register on January 14, 2021 and sent to the CNMV on January 20, 2021. Since then, it has also been published on CAF's corporate website ([https://www.caf.net/upload/accionista/reglamento-del-consejo-de-administracio%CC%81n-17122020\\_en.pdf](https://www.caf.net/upload/accionista/reglamento-del-consejo-de-administracio%CC%81n-17122020_en.pdf)).

Beasain, on April 29, 2021.