



Banco Finantia

[Free translation into English for information purposes only]

Policy for the Selection, Assessment of Suitability and Succession of Members of the Management and Supervisory Bodies and Key Function Holders

28th May 2024

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1 Introduction

This document defines the Policy for the Selection, Assessment of Suitability and Succession of Members of the Management Body, Supervisory Body and Key Function Holders (hereinafter the "**Policy**") of Banco Finantia, S.A. (hereinafter the "**Bank**"), which includes, among other things: (i) the scope of application and the body responsible; (ii) the selection and assessment procedures adopted; (iii) the suitability requirements demanded; (iv) the rules and procedures for succession planning; (v) the rules on the prevention, communication and resolution of conflicts of interest; and (vi) the professional training to be made available.

2 Applicable legislation

This Policy has been drawn based on the following legislation:

- a General Regime for Credit Institutions and Financial Companies, approved by Decree-Law no. 298/92, of 31 December, as amended ("RGICSF");
- b Bank of Portugal Notice no. 3/2020, of 29 June ("Notice no. 3/2020");
- c Instruction 23/2018 of the Bank of Portugal, as amended ("Instruction 23/2018");
- d EBA Guidelines "Guidance on assessing the suitability of members of the management body and key function holders" (EBA/GL/2021/06);
- e EBA Guidelines "Guidance on internal governance under Directive (EU) 2019/2034" (EBA/GL/2021/14) (together with point d) above referred to as the "EBA Guidelines");
- f Banco de Portugal Q&A on the assessment and authorisation of members of governing bodies, available at <https://www.bportugal.pt/page/perguntas-frequentes-de-avaliacao-e-autorizacao-dos-membros-de-orgaos-sociais>;
- g Guide to fit and proper assessments, May 2017, issued by the European Central Bank

This policy considers the nature, size and complexity of the activities carried out by the Bank and the demands and responsibilities of the specific functions to be performed, for the purposes of the principle of proportionality referred to in Article 30(5) of the RGICSF and takes into account the Bank's current governance model and corporate structure.

3 Scope of Application and Responsible Body

3.1 Scope of application

This Policy defines the Bank's procedures for (i) the first-line assessment and reassessment of individual suitability, as well as, where applicable, collective assessment, (ii) the identification and description of detailed job profiles; (iii) the drawing up of a list of possible candidates; and (iv) the process of selecting and assessing potential successors, and is applicable to:

- i Members of the Management and Supervisory Bodies (hereinafter "Governing Bodies");

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- ii Key Function Holders (as defined below).

"Key Function Holders" include the heads of the Internal Control Functions (*i.e.* Head of the Risk Management Function, Head of the Internal Audit Function, Head of the Compliance Function and Head of the AML Function), as well as other employees whose functions may be identified by the Bank as having a significant influence on the Bank's management or which are defined through regulations by the Bank of Portugal.

This Policy applies to the Bank's Branch Managers regarding the procedure for assessing individual suitability, and they are subject to the same requirements as members of the Corporate Bodies, with the necessary adaptations.

This Policy also applies to Finantia UK Limited, and may apply to other regulated subsidiaries of Banco Finantia, as may be required by local legislation, regardless of the geographies in which they are located, with the necessary adaptations arising, in particular, from the activity carried out and the nature of the functions to be performed, as well as the need for compatibility or compliance with specific requirements, procedures or formalities.

3.2 Responsible body

The Nomination Committee, made up of three non-executive directors selected for this purpose by the Board of Directors ("**Nomination Committee**"), is responsible for monitoring, under the terms of this Policy, the process of identifying, selecting, evaluating, and succeeding members of the Governing Bodies and Key Function Holders.

The Nomination Committee may invite other directors, shareholders, heads of Internal Control functions or other departments, as it sees fit, to attend its meetings as guests and in a purely consultative capacity.

The Nomination Committee may also call upon the support of the Board of Directors whenever necessary or convenient, particularly about identifying potential candidates for positions on this body, as well as shareholders and/or the Human Resources Department.

If a Nominations Committee is not appointed, its functions will be carried out by the Supervisory Body.

4 Selection and evaluation procedures

4.1 Selection and Evaluation Procedure

It is up to the shareholders to elect the person(s) who should join the Bank's Governing Bodies at any given time. Without prejudice to the final choice and consequent election being made by the

Bank's General Meeting, the purpose of this Policy is to help ensure that the conditions are met for a prudent, appropriate, swift, and effective process that supports the shareholders in selecting and evaluating the members of the Governing Bodies.

The suitability of the members of the Governing Bodies, as well as the Key Function Holders, to carry out their respective duties is subject to an individual suitability assessment and aims to

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ensure that the persons in question fulfil the requirements of suitability, professional qualification, independence and availability, as applicable, and will take into account the nature, size, complexity of the activity and the demands and responsibilities associated with the specific duties to be carried out.

If the assessment of suitability concerns one of the members of the Nomination Committee, the assessment will be carried out by the other members of the Nomination Committee, and the person being assessed may not intervene in the assessment.

The assessment of the collective suitability of the Governing Bodies must take into account the individual characteristics of the members of each body, as well as the overall composition of the Governing Bodies, in order to ensure that it reflects a broad diversity of qualifications, competences and experience.

4.1.1 Members of the Governing Bodies

Under the terms of the Bank's Articles of Association, the Bank's Board of Directors is made up of a minimum of 3 (three) and a maximum of 17 (seventeen) members, as decided by the General Meeting. The Board of Directors may delegate day-to-day management to an Executive Committee, to whom responsibilities will be assigned and who will act as executive directors of the Board of Directors

In accordance with the Articles of Association, the Audit Committee, which is part of the Board of Directors, is made up of 3 (three) non-executive directors and acts as a Supervisory Body.

In the context of the process of identifying potential candidates and successors for the Governing Bodies, a sufficient number of possible candidates must be found to replace the number of members appointed for each term of office.

In general terms, an attempt should be made to identify possible candidates who represent the broadest possible range of academic and professional backgrounds, with *track-records* appropriate to the duties to be performed, taking into account the nature, scope and complexity of the activities actually carried out by the Bank, as well as the governance and internal control system implemented.

For the purposes of assessing the suitability of the persons to be appointed to the Governing Bodies, the following documents relating to the person(s) in question must be submitted to the Nomination Committee:

- i Simple photocopy, front and back, of ID document;
- ii A written statement containing all the information considered relevant and necessary to assess its suitability, in accordance with the model in Annex I to this Policy;
- iii Individual questionnaire to be sent to Bank of Portugal duly completed or, alternatively, all the relevant and necessary information to assess its suitability, in accordance with the model approved by Bank of Portugal;
- iv Valid and up-to-date criminal record certificate;

- v Collective assessment matrix in Annex II of Bank of Portugal Instruction, duly completed with the self-assessment of the person to be appointed.

As part of the process of assessing the suitability of the members of the Board of Directors, the Nomination Committee may request, if it deems it necessary or convenient, that the Compliance Department identifies whether there are any situations that could potentially generate conflicts of interest, identifying, as applicable, the existing control mitigants and/or any additional mitigation mechanisms or mechanisms for cancelling this risk.

Notwithstanding the above, the delegation and distribution of responsibilities by the executive members of the Board of Directors will be subject to prior assessment by the Compliance Department, to identify any real or potential conflicts of interest, assess their relevance and the possible application of additional mitigation measures.

The results of the evaluation, both individual and collective, must be set out in a report specifically drawn up for this purpose by the Nomination Committee ("Evaluation Report"):

- a Sent to the Chairman of the Board of the General Meeting, to be made available to shareholders as part of the preparatory information for the General Meeting;
- b Submitted for ratification by the shareholders at the first following General Meeting, in the case of co-option of members of the management body;
- c Sent together with the application for authorisation to be submitted to the Bank of Portugal, or, in the case of a reassessment, be made available to the Bank of Portugal as soon as it has been completed.

If the Nomination Committee concludes in the Assessment Report that the person assessed does not fulfil the suitability requirements for the post, he or she may not be appointed.

The Assessment Report drawn up and presented by the Nomination Committee must contain, at least for the person(s) assessed, an autonomous and reasoned analysis of the verification of suitability for the position to be filled in accordance with the requirements of chapter 5 below, as well as an indication of any recommendations made in this regard and must be carried out on the basis of the profile described in Annex II to this Policy, which forms an integral part of it.

4.1.2 Key Function Holders

For the purposes of assessing their suitability, Key Function Holders must submit to the Nomination Committee, prior to their appointment, all the documentation listed above, with the necessary adaptations, as well as all other information relevant to the assessment of their individual suitability for the position to which their appointment is being proposed, the above being applicable, with the necessary adaptations.

The results of the assessment of Key Function Holders must be included in an Individual Suitability Assessment Report, which may take the form of minutes. The results of the assessment of Key Function Holders must be made available to the Board of Directors and the Audit Committee and must also be made available to the Bank of Portugal on request.

4.2 Continuous Monitoring and Reassessment Procedure

The Nomination Committee continuously monitors the members of the Governing Bodies and Key Function Holders to identify, in the light of any relevant supervening facts, situations in which there are concerns regarding individual or collective suitability and in which a reassessment of suitability appears necessary.

For the purposes of this Policy, are supervening facts, the facts that occurred after the appointment as well as previous facts that only came to light after the appointment.

The Nomination Committee, in the case of Governing Bodies, and the Board of Directors, in the case of Key Function Holders, must be informed of any supervening facts which (i) alter the content of the statements made in the initial assessment or which (ii) alter or may alter - according to a reasonable judgement - the assessment of their individual aptitude, suitability, experience, competence and knowledge, availability or suitability for the duties assigned.

In the event of relevant supervening facts, the Nomination Committee shall carry out an individual or collective reassessment of the Governing Bodies, as applicable, taking into account the individual or collective performance, the relevant situation or event that led to the reassessment and the impact of such situation or event on the existing or required suitability.

Notwithstanding the above, every year if a Nominating Committee is set up and at least every two years if the Supervisory Body fulfils this function, a periodic reassessment should be carried out on (i) the structure, size, composition and performance of the Governing Bodies and, if justified, it should issue recommendations to the Governing Bodies with a view to possible changes; and (ii) the knowledge, skills and experience of each of the members and of the Governing Bodies as a whole.

In any case, the individual and collective suitability of the Governing Bodies will be subject to reassessment in the event of a new mandate, even if they are reappointed.

In the event that the Nomination Committee concludes in the Reassessment Report that the person reassessed, or the body as a whole, does not fulfil one or more of the required suitability requirements, it shall, whenever possible and within a reasonable period of time, adopt the following measures with a view to remedying them, which may include, inter alia:

- a adjustments of responsibilities between the members of the Governing Bodies or Key Function Holders;
- b proposal to replace certain members of the Governing Bodies or Key Function Holders;
- c recruitment of additional members to the Governing Bodies or Key Function Holders;
- d suspension of the functions of certain members of the Governing Bodies or Key Function Holders;
- e dismissal of certain members of the Governing Bodies or Key Function Holders;
- f training, both at individual level and at the level of the body, to ensure that the individual professional qualification of the person or collective qualification of the body is sufficient;

- g the possible application of measures to mitigate conflicts of interest.

The results of the individual and collective (re)assessment of the governing bodies should be included in a report drawn up by the Nomination Committee, which should be made available to the Board of Directors.

5 Suitability Requirements

The Nomination Committee shall take into account in its assessment, the nature, size and complexity of the activities carried out by the Bank, as well as the requirements and responsibilities associated with the specific duties to be performed by the person to be assessed.

5.1 Governing Bodies

5.1.1 Individual Suitability Requirements

Suitability: Suitability will be assessed on the basis of objective criteria, based on information that is as complete as possible about the member's past duties as a professional and the most outstanding characteristics of their profile.

In general, a member of the Governing Bodies is considered to be of good repute if there are no material elements to suggest otherwise, nor any well-founded reasons to doubt it.

When assessing good repute, the circumstances and situations set out in the RGICSF and the assessment factors set out in the EBA Guidelines must also be taken into account.

Professional Qualification and Experience: the members of the Governing Bodies must have the necessary experience, knowledge, skills, and professional qualifications to carry out their duties, considering the responsibilities underlying the exercise of the competences assigned to them, the complexity of the activity and the size of the Bank, and the need to ensure sound and prudent management.

The assessment of the person's experience takes into account both experience gained through academic courses and training, as well as practical experience gained in previous positions.

In order to assess the suitability of the knowledge, skills and experience of the members of the management and supervisory bodies, the EBA/GL/2021/06 guidelines should be considered, taking into account the duties and responsibilities of the position held or to be held by the person being assessed, as well as the applicable job profiles set out in Annex II.

Independence: the independence requirement aims to prevent the risk of members of the Governing Bodies being subject to undue influence from other people or entities, by promoting conditions that allow them to carry out their duties impartially.

In assessing the independence of the members of the Governing Bodies, a distinction is made between the notion of "independence of mind", applicable to all members, and the principle of "being independent", based on the provisions of the applicable legislation, in particular the EBA/GL/2021/06 Guidelines.

All members of the Governing Bodies must possess the necessary behavioural skills, including the conviction and strength to effectively evaluate and confront decisions proposed by other members of the Governing Bodies, the ability to ask relevant questions and be able to resist "group pressure" ("independence of mind").

A person is considered independent if they are not associated with any specific interest group in the company, nor are they in any circumstance likely to affect their impartiality in analysing or making decisions, in the light of the applicable legal requirements. The Audit Committee must be made up of a majority of independent members, including its Chairman.

The assessment of independence takes into account all situations, current or that have occurred in the last five years, which could affect the independence of the person concerned.

The existence of possible situations of conflict of interest does not necessarily mean that the person being assessed lacks the necessary "independence of mind" and is not considered suitable for the job. It is up to the Nomination Committee to make this assessment, which may establish possible mitigation or cancellation mechanisms in the event of significant risks. In accordance with point 4.1.1 above, it may also call on the support of the Compliance Department to carry out an assessment of the same.

Availability: the members of the Governing Bodies must demonstrate that they are able to devote sufficient time to carrying out their duties and responsibilities, including understanding the activity of the Bank and the Group, its main risks and the implications of the activity and risk strategy.

In order to assess this requirement, the assessment factors set out in the EBA Guidelines and the legal rules on the accumulation of positions must be observed, and the Nomination Committee must take into account the circumstances of the specific case, the particular requirements of the position to be held, and the nature and complexity of the Bank's activity. For the purposes of analysing the accumulation of positions, executive or non-executive positions on the Governing Bodies of credit institutions or other entities included in the same supervision perimeter on a consolidated basis, companies in the same Group or in which the Bank has a qualifying holding are considered to be a single position.

5.1.2 Key Function Holders

The individual assessment of the suitability of Key Function Holders will take into account the fulfilment of the requirements of Suitability, Professional Qualification and Independence required of the members of the Governing Bodies mentioned above, with the appropriate adaptations.

The Board of Directors is responsible for selecting the people who are to fulfil the positions identified as Key Function Holders.

In the event of the replacement of any of those responsible for Internal Control Functions, the decision of the Board of Directors: (i) must be duly substantiated; (ii) requires the prior binding opinion of the Audit Committee; and (iii) must be accompanied by a report assessing the suitability of the replacement, under the terms of the RGICSF and Notice 3/2020. The replacement decision with the respective grounds must be immediately communicated to the competent supervisory authority.

5.1.3 Collective Suitability Requirements of Corporate Bodies

In the case of collegiate bodies, the individual assessment of each member must be accompanied by a collective assessment of the body, with a view to verifying that the body itself, considering its composition, has sufficient professional qualifications and availability to fulfil its legal and statutory duties in all relevant areas of activity, as detailed below:

Knowledge, skills, and experience: the Governing Bodies must be made up of members who collectively have sufficient knowledge and practical experience in banking and finance, among others.

In addition, the members of the Board of Directors must demonstrate that they have as a whole, the technical skills and experience to understand the main activities carried out by the institution and the main risks, including the risks of money laundering, terrorist financing, the prevention of corruption and the management of environmental, social, and good governance risks.

Availability: the Governing Bodies as a whole, must have members who have sufficient time to fulfil their duties.

Diversity: diversity should be promoted in the composition of the Governing Bodies, namely gender diversity, diversity of professional backgrounds and generational diversity, to improve the performance of the respective body and to ensure greater balance in its composition.

For the purposes of complying with the rules on gender diversity, the Bank has set itself the objective of ensuring that each Governing Body has at least 20 per cent members of the under-represented gender.

As a way of complementing the collective assessment of the qualifications and professional experience of the Governing Bodies, the Nomination Committee must analyse and complete the "Matrix of collective assessment by the institution of the Governing Bodies" in accordance with

the current model approved by the Bank of Portugal, which must be included as an annex to the Assessment Report.

In the event of a new term of office for the Governing Bodies, and even if there is total coincidence between the new composition and the previous composition of the body, a new collective assessment matrix must be sent to Banco de Portugal under the terms set out above.

6 Succession procedure

6.1 Identification

The Nomination Committee is responsible for identifying and assessing the needs in terms of the composition and organisation of the Governing Bodies, drawing up and approving for this purpose a detailed description of the responsibilities and duties to be performed by each of its members and the profile of skills and professional experience required for this purpose.

The Nomination Committee is also responsible for identifying and assessing potential candidates for membership of its governing bodies, in order to ensure the sound and prudent management of the Bank at all times ("List of potential successors").

For the purposes of drawing up the list of potential successors, the Nomination Committee may take into account:

- a internal candidates, i.e. employees of the Group who have demonstrated high capabilities and whose characteristics and competences and professional experience, in particular in the institution, are appropriate to the respective profile of the position to be filled; and
- b external candidates, i.e. in situations where it is considered that there are no suitable profiles of potential candidates within the Group, or if it is deemed necessary or convenient to obtain a wider or more diversified range of potential candidates. The Nomination Committee may initiate a process to identify, select and evaluate possible successors from outside the Bank.

6.2 Selection and Evaluation

The process of identifying, selecting, and evaluating candidates and potential successors to the members of the Bank's Governing Bodies, must take into account the following guiding principles:

- a protecting the interests of the Bank's shareholders and other stakeholders, as well as the financial market in general;
- b the search for duly qualified professionals whose profile, in addition to meeting the applicable legal and regulatory requirements and being suitable for the specific job, is aligned with the Bank's mission, values and organisational culture, as well as its risk profile;
- c the concern to ensure an adequate complementarity of profiles within the Governing Bodies, both in terms of professional skills and experience and interpersonal characteristics;
- d commitment to the objectives set by the Bank in terms of diversity to ensure greater balance in the composition of the Governing Bodies, namely gender diversity, diversity of professional skills and generational diversity;
- e ensuring the appropriate succession of the members of the Governing Bodies, with a view to maintaining a sufficient level of knowledge and experience, both individually and collectively, to guarantee that these positions will be filled by people with the appropriate characteristics and competences.

Vacancies occurring on the Board of Directors during the term of office may be filled by co-option, under the terms laid down in the Bank's Articles of Association, as indicated by the members of the Board of Directors, with the co-option being submitted for ratification by the Shareholders at the first General Meeting to be held after the co-option.

6.3 Drawing up and maintaining a list of potential successors

Following the process of identifying, selecting, and evaluating potential candidates under the terms set out above, a list of internal and/or external candidates identified as potential successors to the Governing Bodies will be drawn up with the support of the Human Resources Department and submitted to the Nomination Committee for approval.

The list approved under the terms of the previous paragraph shall be kept on file by the Human Resources Department, and the Nomination Committee shall endeavour to review and update it whenever necessary or convenient.

The Bank will collect and maintain the personal data of potential candidates that are necessary for the pursuit of the objectives and procedures set out in this Policy, namely name, contact details, academic qualifications, and professional career.

6.4 Succession Process Ordinary

The ordinary succession process begins before the end of the current term of office.

In such circumstances, the Nomination Committee shall consider the suitability of the list of potential candidates for membership of the Governing Bodies, in accordance with the criteria for assessing individual and collective suitability referred to above, taking into account the job profiles detailed in Appendix II for the positions in question.

The Nomination Committee must first consult, directly or indirectly, even informally, namely through any of its members, with the main shareholders.

Following the work carried out by the Nomination Committee under this Policy, a proposal signed by the proposing shareholders will be sent to the General Meeting for possible approval.

6.5 Extraordinary Succession Process

In the event of the need to fill positions on the Governing Bodies as part of an unexpected termination, the extraordinary succession process is initiated immediately, and the Governing Bodies and the Nomination Committee must be informed so that the replacement procedures can be activated.

The list of potential successors drawn up under the terms of this Policy will be taken into account in the context of the replacement of a member of the Bank's Board of Directors, by co-option or through an election process by the General Meeting, following the procedure described above for ordinary succession.

7 Rules on the Prevention, Communication and Remedy of Conflicts of Interest

Members of the Governing Bodies, as well as Key Function Holders, must avoid any situation that could give rise to conflicts of interest. Conflict of interest situations will be dealt with in accordance with the internal rules applicable to the Bank, namely the Code of Conduct, the Conflict of Interest Policy and the internal regulations governing the functioning of the Governing Bodies.

Members of the Governing Bodies and Key Function Holders must notify Banco Finantia in advance of any activity outside their duties, so that potential conflicts of interest or incompatibilities can be checked.

In the event that the members of the Governing Bodies and Key Function Holders do not comply with the Bank's internal regulations on the prevention and management of conflicts of interest, the specific situation will be reported by the Compliance Department to the Audit Committee. The Audit Committee will promote the initiatives that may be necessary to remedy the conflict of interest situation, the possible accountability resulting from the action taken and the adoption of additional measures deemed appropriate to strengthen the mechanisms for preventing conflicts of interest.

8 Vocational Training Facilities Available

The Bank will make available to the members of the Governing Bodies and Key Function Holders the external or internal training that may be identified as respectively appropriate and relevant to the exercise of the functions to be performed.

The members of the Governing Bodies and Key Function Holders will be subject to an internal induction to learn about, among other things, the Bank's organisational structure, business model, risk profile, information and reporting flows and how it operates.

The heads of the Internal Control Functions, as well as other heads of relevant business areas, may be involved, as appropriate, for the purposes of identifying the content of the initiation actions.

The internal induction course can be face-to-face or via remote means (*e-learning*) and must include mandatory topics (money laundering, data protection, etc.) and others that may be identified as necessary or useful for the performance of the respective duties, and the basic information must be passed on at least one month after taking up the post and must be completed within one year of taking up the post.

The Bank will also organise internal meetings between the members of the Governing Bodies and those responsible for Internal Control and other areas deemed relevant.

If necessary, a specific training plan could be set up, which could take the form of in-house training, so that new members can acquire the necessary knowledge and skills to adequately fulfil the duties to which they have been appointed.

9 Communications to the Bank of Portugal

The individual and collective initial assessment reports must accompany Banco Finantia's application to the competent supervisory bodies for authorisation to exercise functions, if their submission is required by the regulations in force.

The individual reassessment reports must be made available to the competent supervisory bodies if they are required to be sent by the regulations in force.

It is the responsibility of the Legal Department to carry out all communications and notifications arising from the evaluation of positions and functions subject to evaluation which, under the terms of the legislation in force and this Policy, should be addressed to the competent supervisory authorities.

10 Approval and Publication

This Policy will be reviewed every two years by the Nomination Committee.

The Nomination Committee, together with the Board of Directors, shall submit proposals for amending or updating this Policy to the General Meeting for approval, whenever they deem it appropriate.

This Policy is published on the Bank's website.

Annex I - Statement**Statement**

I [name of candidate], in my capacity as [member of the management body/member of the supervisory body/holder of essential functions] of Banco Finantia, S.A. ("Banco Finantia"), hereby declare, under the terms and for the purposes of the provisions of paragraphs 3 and 5 of article 30-A of the General Regime of Credit Institutions and Financial Companies, that I fulfil all the requirements of good repute, independence, professional qualification and availability necessary to fulfil the duties of the position. I hereby declare, under the terms and for the purposes of paragraphs 3 and 5 of article 30-A of the General Regime of Credit Institutions and Financial Companies, that I fulfil all the requirements of suitability, independence, professional qualification and availability necessary to ensure the performance of the function I intend to exercise and, in that function, to contribute to the sound and prudent management of Banco Finantia.

No personal or professional fact or circumstance shall prevent me from performing my duties in accordance with the requirements to which they give rise, and I undertake to inform Banco Finantia immediately of any fact subsequent to my appointment [and/or authorisation] which may call this declaration into question.

Attached are the elements required for the purposes of verifying suitability in the assessment process, with a view to obtaining authorisation to carry out the duties, including those required in the authorisation process with the Bank of Portugal.

[place], [date]

(Signature)

Annexes:

[include identification of attachments]

Annex II - Profiles of the Chairman of the Board of Directors, Executive Members of the Board of Directors and Non-Executive Members of the Board of Directors

Members or candidates for membership of the Governing Bodies must, under all circumstances:

- > be of good repute and act with honesty and integrity;
- > act with independence of spirit;
- > know the duties and responsibilities inherent in the specific position;
- > have sufficient time to fulfil their duties.

It is the Bank's responsibility to ensure the individual and permanent suitability of the members of the Governing Bodies and potential candidates for membership of the Governing Bodies, in particular to check that:

- > are of good repute and have sufficient and appropriate knowledge, skills and experience (covering both professional and practical experience acquired in previous positions and theoretical experience - knowledge and skills - obtained through education and training) to fulfil their duties, in order to ensure the effective, sound and prudent management of the Bank;
- > have basic theoretical experience in the field of banking, which enables them to understand the activities and main risks of the institution, although for some positions this experience can be obtained through specific training;
- > are in a position to act with honesty, integrity and independence of mind that allows them to effectively evaluate and challenge the decisions of the management body and other relevant management decisions, when necessary, and to effectively supervise and monitor the management decision-making process;
- > are able to devote sufficient time to carrying out their duties.

1 Profile of the non-executive Chairman of the Board of Directors

a Role and Main Responsibilities:

The Chairman of the Board of Directors must be familiar with the Bank's business, its culture and its values and is responsible for the effective overall functioning of the Board of Directors, in particular for:

- > Convene the Board of Directors and ensure its regular functioning;
- > Co-ordinating and directing the activity of the Board of Directors;
- > Conducting the meetings of the Board of Directors and formulating the proposals submitted for deliberation in an appropriate manner;

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- > Ensuring that the resolutions adopted by the Board of Directors are implemented;
- > To the extent necessary, develop and maintain efficient relations with all relevant internal functions and external entities;
- > Together with the other members of the Board of Directors:
 - i Manage matters and carry out actions that fall within the remit of the Board of Directors, under the terms of the legislation in force or as stipulated in internal regulations;
 - ii Execute and enforce the decisions and guidelines of the General Assembly;
 - iii Carrying out other duties assigned by law, the Statute or other internal regulations of the Bank and deciding on matters that do not fall within the remit of another body.
- > Together with the other non-executive members of the Board of Directors, carry out the following duties:
 - i Supervising and monitoring governance and the internal control system, as well as the integrity of financial and accounting information.
 - ii Monitoring the implementation of business strategies, risk models and reporting duties to supervisors.

b Academic training and professional experience:

- > University degree or higher;
- > Relevant practical experience, holding senior management or administrative positions and experience in the Bank's sector of activity or an area relevant to the Bank's business.

c Other competences:

- > Ability to stimulate leadership;
- > Business understanding and strategic global vision;
- > Good interpersonal and communication skills.

2 Profile of the CEO

The Chairman of the Executive Committee must be familiar with the Group's business, culture and values and be responsible for the effective overall functioning of the Executive Committee, in particular for:

- > Representing the Executive Committee and ensuring that relevant information is provided to the other members of the Board of Directors regarding the activity and resolutions of the Executive Committee;

- > Co-ordinating the work of the Executive Committee, convening and directing its meetings, setting the agenda and deciding on all matters relating to its operation;
- > Ensure that the resolutions of the Executive Committee are properly implemented; and
- > Ensuring compliance with the limits of the delegation of powers, the strategy approved for the Bank and the duties of collaboration with the Board of Directors

3 Profiles of the Executive Members of the Board of Directors / Members of the Executive Committee

a Role and Main Responsibilities:

As those primarily responsible for managing and executing the institution's overall business strategy, the executive members of the Board of Directors, within the scope of the delegation of powers and distribution of responsibilities, must have an appropriate knowledge of the Bank's activity, and in the context of carrying out the duties assigned to them by the applicable law and regulations, the Bank's Articles of Association and/or other internal regulations, as well as its Regulations, they must have the following knowledge:

- > Carrying out the day-to-day management of activities within their respective remits, ensuring the implementation of the institution's strategic and business plan as defined by the management body, in line with the Bank's mission, culture and values;
- > Identifying business growth opportunities and developing initiatives and projects to support growth plans;
- > Defining operational plans in the respective areas under their coordination, with a view to maximising performance objectives and results;
- > Leading the effective realisation of defined business objectives, bearing in mind performance management and team motivation as an enabler of results;
- > Defining the appropriate organisational structure for the Bank, coordinating the development of departmental structures, particularly with a view to optimising human resources and ensuring that appropriate communication and reporting channels are maintained;
- > Directing the preparation and consolidation of the institution's overall budget and coordinating its implementation;
- > Contribute to the development of good governance practices, fostering a prudent and sound management culture within the institution;
- > Ensuring the development and implementation of the necessary internal policies and procedures in order to guarantee that the institution's activities are carried out in compliance with the applicable regulatory requirements, namely in terms of governance and internal control, as well as in terms of risk, auditing, compliance and regulatory fulfilment;

- > Keeping the other members of the Board of Directors duly informed of the activities carried out in their respective areas.

b Academic training and professional experience:

- > University degree or higher;
- > CV and relevant professional experience (e.g. in the financial, legal, technological or other areas of interest to the Bank's business), holding administrative or senior management positions.

c Other competences:

- > Knowledge of the financial system and banking sector, and dynamics in a business context;
- > Good negotiation and decision-making skills;
- > Strategic orientation and innovative spirit;
- > Strong leadership and team management skills;
- > Ability to constantly update throughout their career, particularly through further training.

4 Profiles of the Non-Executive Members of the Board of Directors / Members of the Audit Committee

a Role and Main Responsibilities:

The members of the Audit Committee and the other non-executive members of the Board of Directors are members of the Board of Directors as non-executive directors. The responsibilities and respective competences are governed by the applicable law and regulations, the Articles of Association and its Regulation. The non-executive members of the Board of Directors who make up the Audit Committee in the context of their supervisory role are responsible for the following:

- > Supervising and monitoring the Bank's activity, namely the management body in its management function, and monitoring the activity of its subsidiaries;
- > Ensuring compliance with the law and the Articles of Association, as well as internally established policies, procedures and practices;
- > Evaluating and promoting the effectiveness of the institution's internal governance framework, namely the efficiency of the internal control functions, carrying out a critical appraisal of the internal control system in order to foster an appropriate and effective organisational culture that promotes sound and prudent management of the Bank;
- > Supervising and monitoring the coherent implementation of the institution's strategic objectives and risk culture and monitoring the situation and evolution of the risks to which the Bank is subject;

- > Supervising the process of preparing and disclosing financial and prudential information and reporting;
- > Supervising the application of policies and procedures with a view to identifying, managing and mitigating actual or potential conflicts of interest, such as in the control of operations with related parties;
- > Monitoring inspection processes and actions by the competent authorities;
- > To issue the opinions that, under the terms of the law, fall within its remit.

The Audit Committee is made up of 3 (three) non-executive directors, who must fulfil the following requirements:

- i The majority should be independent, including the President;
- ii some of the members must have a higher education qualification appropriate to the performance of their duties, with a high level of competence in the economic and financial areas, auditing and/or experience in the financial sector.

b Academic training and professional experience:

- > University degree or higher;
- > Solid CV and relevant professional experience, preferably in the financial system or a similar area and with experience in financial, accounting, legal or auditing positions.

c Other competences:

- > Knowledge of the financial system and banking sector preferred;
- > Good analytical skills and critical thinking;
- > Interpersonal and communication skills.