



Bankinter, S.A. ("Bankinter"), under the provisions of the Spanish Securities Market Act discloses:

OTHER RELEVANT INFORMATION

At its meeting on 20 February 2024, the board of directors of BANKINTER, S.A. resolved to call **the Annual General Meeting**, that will be held in Madrid, at Edificio Mutua Madrileña located at Paseo de la Castellana 33, 28046 Madrid, **with entry from Paseo Eduardo Dato 20, at first call on 21 March 2024 at 12.30**, and at second call on 22 March 2024 at the same place and time if the quorum is not reached.

Attached is the Notice of Call, as well as the Proposed Resolutions to be submitted to the Annual General Meeting of Shareholders for approval.

Ms Gloria Calvo Díaz
General Secretary and Secretary of the Board
of Directors of Bankinter, S.A.

Madrid, 21 February 2024

bankinter.

2024 ANNUAL GENERAL MEETING

At its meeting on 20 February 2024, the board of directors of BANKINTER, S.A. resolved to call the **Annual General Meeting**, that will be held in Madrid, at Edificio Mutua Madrileña located at Paseo de la Castellana 33, 28046 Madrid, **with entry from Paseo Eduardo Dato 20, at first call on 21 March 2024 at 12.30**, and at second call on 22 March 2024 at the same place and time if the quorum is not reached, to deliberate upon the items in the following

AGENDA

- 1 Review and approval of the separate financial statements (balance sheet, income statement, statement of changes in equity, statement of cash flows and the notes to the financial statements) and management report of Bankinter, S.A., and the consolidated financial statements and management report of the consolidated group for the financial year ended 31 December 2023
- 2 Review and approval of the non-financial statement in accordance with Law 11/2018, of 28 December
- 3 Review and approval of the board of directors' management and performance during the financial year ended 31 December 2023
- 4 Review and approval of the proposed distribution of earnings and dividends for the financial year ended 31 December 2023
- 5 Re-election of the auditor of the company and the consolidated group for 2024
- 6 Appointment and establishment of the number of directors:
 - 6.1 Appointment of Gloria Ortiz Portero as executive director
 - 6.2 Appointment of Teresa Paz-Ares Rodríguez as independent external director
 - 6.3 Establishment of the number of directors
- 7 Approval of a restricted capitalisation reserve pursuant to the provisions of section 25.1.b) of Law 27/2014 of 27 November on Corporate Income Tax
- 8 Delegation to the board of directors, in accordance with Article 297.1.b) of the Spanish Companies Act of the power, including the explicit power to delegate this power to the executive committee five years, including the explicit power to delegate this power to the executive committee, to increase the share capital by up to a maximum of 50% of the Company's share capital on the authorisation date. Delegation of the power to exclude



preemptive subscription rights, although this power will be limited to 10% of the Bank's share capital on the authorisation date

- 9 Delegation to the board of directors, with the further power to delegate to the Executive Committee for a term of five (5) years, the faculty to issue securities exchangeable and/or convertible for shares in the Company, with the maximum limit of one billion (1,000,000,000) euros; establishment of the criteria for determining the terms and forms of conversion and authority to increase the share capital by the amount necessary for the conversion of securities. Delegation to agree, where applicable, on the complete or partial exclusion of pre-emptive subscription, exchange or exercise rights
 - 10 Resolutions on remuneration:
 - 10.1 Approval of the remuneration policy for the directors of Bankinter, S.A., which includes the maximum amount of annual remuneration to be paid to directors for the exercise of their functions
 - 10.2 Approval of the delivery of shares to the executive directors for their executive duties, and to senior management as part of the variable remuneration accrued in 2023
 - 10.3 Approval of the maximum level of variable remuneration for certain staff whose professional activities have a material impact on the risk profile of Bankinter or its Group
 - 11 Delegation of powers to the board of directors, including the power of substitution, to formalise, interpret, correct and execute the resolutions carried by the general meeting
- Item submitted to a consultative vote:**
- 12 Annual report on director remuneration pursuant to Article 541 of the Spanish Companies Act



ADDENDUM TO THE ANNOUNCEMENT AND PRESENTATION OF MOTIONS:

Holders of at least 3% of share capital may request a supplement to the call for the Annual General Meeting including one or more items on the agenda and propose resolutions on items already included or to be included on the agenda of the meeting being called, in the manner and time established by law.

This right will be exercised by due notification, which must be received at the registered office within five days of the call for the meeting being published.

The exercise of these rights will be in accordance with the provisions of the Spanish Companies Act, the corporate by-laws and the rules and regulations of the Annual General Meeting.

EXERCISING VOTING RIGHTS AT THE MEETING:

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

Right to attend, proxy and remote voting:

Holders of 600 or more shares will be entitled to attend the Annual General Meeting, provided that these shares were recorded in their name in the corresponding share ledger at least five days ahead of the meeting date, as set out in the corporate by-laws. Shareholders who own fewer shares may pool their shares to reach that minimum number, as set out in the corporate by-laws and the rules and regulations of the Annual General Meeting.

All shareholders who have the right to attend **may be represented** at the Annual General Meeting by another person, irrespective of whether that person is a shareholder. This proxy representation must be conferred in writing or by postal or electronic means that provide sufficient proof of the identity of the person represented.

Shareholders may also **vote remotely**.

The rules and regulations of the Annual General Meeting, the **Procedure for exercising information, attendance, proxy and remote voting rights by shareholders at the 2024 Annual General Meeting of**



Bankinter, S.A. and the template remote attendance/proxy/voting card are available on the corporate website of Bankinter, S.A., www.bankinter.com/webcorporativa, setting out the terms and conditions for the exercise of these rights. In particular, these rights may be exercised through the following channels:

- By regular post to the registered office of Bankinter, S.A. (Paseo de la Castellana 29, 28046 Madrid), including the duly completed attendance/proxy/remote voting card.
- Delivery of the attendance/proxy/remote voting card to any Bankinter, S.A. **branch or centre**.
- Via the internet:

At www.bankinter.com/webcorporativa. If you are a customer, using your Bankinter access credentials and the OTP (one-time password) that we will send to the mobile phone number or the email that you provided to us for this purpose. And if you are not a customer, by using the shareholder number and the alphanumeric code shown on the attendance, proxy and remote voting card sent to you by the company.

At www.bankinter.com If you are an individual retail banking customer, using your Bankinter access codes and signature, along with your coordinates card.

- Via your mobile phone. If you are a customer from the Bankinter mobile app, with your Bankinter access codes and signature, along with your coordinates card. You can also do so by SMS, by answering a message that will be sent by the company with the word VOTAR1 and the sum of two numbers from your coordinates card displayed in the same message. If you are not a customer, you can vote by sending a message to the number 217128 with the word JUNTA followed by a white space and the alphanumeric code shown in the attendance/proxy/remote voting card provided by the Company.

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

For technical reasons, the only option allowed for conferring proxies by internet is conferring the proxy upon the chairman, in which case the voting instructions will be in favour of all proposed resolutions relating to all items on the agenda drawn up and approved by the board of directors. Only votes in favour of the resolutions may be cast via SMS.



The Company reserves the right to suspend the electronic proxy/remote voting mechanisms for technical or security reasons, informing shareholders, without prejudice to the validity of proxies already issued/remote votes already cast, and the rights to attend and proxy voting rights for shareholders, as well as the right to ask shareholders for any additional means of identification that it sees fit to guarantee the authenticity of the proxy or the vote. The Company will not be held liable for any damage that may be suffered as a result of faults, surges, line and connection failures or any other issues beyond its control that temporarily prevent the electronic proxy and voting systems from being used.

Proxies and remote votes issued using the card provided (which includes the public proxy request) and received no later than one hour before the start of the Annual General Meeting upon first call will be accepted. Shareholders attending the meeting or those who validly represent them may submit for the register of shareholders at the Annual General Meeting their attendance cards and the proxies granted in their favour from one hour before that scheduled for the meeting to begin.

Remote attendance at the Annual General Meeting:

The board of directors has agreed that attendance at the Annual General Meeting can be through remote technologies that allow real-time connection with the venue where the General Meeting will be held, as set out below and in the **Procedure for exercising information, attendance, proxy and remote voting rights by shareholders at the 2024 Annual General Meeting of Bankinter, S.A.**, which is available on the corporate website (www.bankinter.com/webcorporativa), and the instructions that will be published on the platform provided for this purpose. Remote attendance will be subject at all times to the identity and legitimacy of the shareholders and their proxies being duly guaranteed and the exercise of all shareholders' rights being guaranteed at all times, as well as ensuring that all attendees can effectively participate in the meeting by means of remote communication admitted at any time under the applicable legislation, and the exercise of the rights of intervention, information, proposal and vote outlined below:

- **Advance registration:** Shareholders with attendance rights, as indicated in the previous section, who wish to attend the Annual General Meeting remotely must register between 10.00 (CET) on 27 February 2024 and 12.30 (CET) on 20 March 2024, when the Annual General Meeting is expected to be held on first call. To do this, shareholders must visit the "Remote attendance" section of the corporate website (www.bankinter.com/webcorporativa) and following the instructions and complete the registration data. Shareholders are not permitted to log in to the "Remote attendance" section of the corporate website in order to register to attend remotely beforehand.

In order to guarantee their identity, the shareholders and proxies wishing to attend the Annual General Meeting online must prove their identity, both during the registration process and on the day of the meeting, using electronic ID or a recognised, advanced electronic signature, based on



a recognised and current electronic certificate, which has not been revoked, issued by the CERES (the Spanish Public Certifying Entity), a subsidiary of the Spanish National Mint, or using a username and password that must be requested during the registration process before the meeting. The Company may enable additional identification measures to ensure the identity of shareholders.

Proxies must register by 12.30 on 20 March 2024 and provide proof of their powers of representation by emailing a scanned copy of their national ID, foreigner's ID or passport and the attendance card signed by the shareholder being represented and by the proxy to the email address (ofiaccionista@bankinter.com). Representatives for legal persons should also send a scanned copy of their powers of attorney or other instrument empowering them to represent the legal person, to the above address. As mentioned above, if the representative would like to log in to the remote platform using a username and password, they must indicate this to the Company when registering, so that access credentials can be provided.

Once the shareholder or their proxy has registered as indicated and within the set period, they may attend, take part and vote at the Annual General Meeting remotely by logging in on the scheduled date for the Annual General Meeting, as set out in the following section.

The Company reserves the right to ask shareholders and their proxies for any additional means of identification that it deems necessary in order to prove their identity and prove that they are entitled to vote.

- *Proof that registered attendees are shareholders:* From the end of the registration period up until when shareholders attending remotely can log in to the Annual General Meeting, the Company will check that they are shareholders or their proxies in the manner and time established. Shareholders or their proxies may only attend remotely once it has been confirmed that the shareholder's shares were registered in the relevant accounting register at least five (5) days before the date set for the Annual General Meeting.
- *Logging in to and attending the Annual General Meeting:* Once registered as set out above, shareholders (or their proxies) must connect to the Annual General Meeting using the means provided between 11.00 (CET) and 12.00 (CET) on 21 March 2024. If the Annual General Meeting cannot be held at first call, such circumstance will be reported via the online attendance platform itself and the shareholder (or their proxy) must log on the following day, at the same time, when it will be held at second call. Log-ins for exercising remote attendance rights will not be accepted outside the set period. Shareholders or proxies who register beforehand but do not log in to the meeting will be treated as not in attendance.



- Speaking and asking questions: Contributions, requests for information or clarifications, and motions for resolutions which, in accordance with the law, may be proposed during the Annual General Meeting by those attending by remote means, must be sent to the Company in writing as set out in the terms and conditions on the corporate website and in the Procedure for the exercise of rights of information, attendance, proxy and remote voting by shareholders at the 2024 Annual General Meeting of Bankinter, S.A. , when making the previous registration or during the term to connect to the General Meeting, that is, between 11.00 (CET) and 12.00 (CET) on 21 March 2024, if the General Meeting is held on first call. The secretary will recognise the shareholders' contributions in the period reserved for them. These contributions will only appear in the minutes when they are explicitly requested. Responses to shareholders who exercise their right to request information while the Annual General Meeting is in session will be provided in writing within seven days of the end of the Annual General Meeting.
- Voting: Notwithstanding the provisions for voting online or by mobile phone, votes may be cast on proposals relating to the items on the agenda following the instructions on the corporate website, from when the shareholder or their proxy logs in to the Annual General Meeting until the chair or, where appropriate, the secretary announces the end of the voting period for the proposed resolutions. Remote attendees will be able to cast their votes on proposed resolutions on matters that do not appear on the agenda from when the proposals are read and they are told that they can vote on them via the remote attendance platform.
For matters not explicitly outlined in this announcement, the rules on voting and adopting resolutions in the rules and regulations of the Annual General Meeting for attendance in person will apply to shareholders attending the Annual General Meeting remotely.
- Other matters: Remote attendance of the Annual General Meeting by the shareholder will be equivalent to in-person attendance. Remote attendance will prevail over any votes cast remotely in advance and any proxies granted before the Annual General Meeting is held, but not over physical attendance. The Company reserves the right to take any required measures in relation to the remote attendance mechanisms for the Annual General Meeting for technical or security reasons. The Company will not be liable for any damage that may be suffered by shareholders as a result of faults, surges, line and connection failures or any other issues beyond the Company's control that prevent the remote attendance systems for the Annual General Meeting from being used. This is without prejudice to the adoption of the measures that each situation requires, including temporary suspension or extension of the Annual General Meeting if this is necessary to ensure the full exercise of their rights by shareholders and their proxies.

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



RIGHT TO INFORMATION:

Shareholders have until five days ahead of the date of the Annual General Meeting, or following the instructions provided if they plan to attend remotely, to ask the board of directors for further information or explanations in connection with the items on the agenda and the public information disclosed by the Company to the CNMV since the previous Annual General Meeting and the auditor's report. Shareholders wishing to exercise their right to information must do so by following the instructions on the corporate website: www.bankinter.com/webcorporativa.

From the date of publication of this call notice and within the legal term until the Annual General Meeting is held, shareholders are entitled to request and obtain delivery or free shipping of the following documents, which they can also examine at the registered office of Bankinter, S.A. (Paseo de la Castellana 29, 28046 Madrid) or on www.bankinter.com/webcorporativa:

- 1st. Annual financial statements (balance sheet, income statement, statement of changes in equity, statement of cash flows and the notes to the financial statements), management report and the proposed distribution of earnings of Bankinter, S.A. and of its consolidated group for 2023, and the related auditor's reports, and the declaration of responsibility of directors stipulated in article 122 of the Spanish Securities Market Act (Ley del Mercado de Valores)
- 2nd. The non-financial statement included in the management report for the financial year ended 31 December 2023
- 3rd. Motions submitted for each item on the general meeting agenda and supporting reports by the board of directors for each motion
- 4th. Policy on the remuneration of board members of Bankinter
- 5th. Report by the remuneration committee on the proposed amendment to the remuneration policy for members of the board of directors, in accordance with article 529 novodecies of the Spanish Companies Act (Ley de Sociedades de Capital)
- 6th. Annual report on the remuneration of Bankinter, S.A. directors
- 7th. 2023 Annual Corporate Governance Report
- 8th. 2023 annual activity report of the remuneration committee



- 9th. 2023 activity report of the sustainability and appointments committee
- 10th. 2023 activity report of the audit committee
- 11th. 2023 report on the activity of the risk and compliance committee
- 12th. 2023 annual report by the audit committee on the independence of the auditor
- 13th. 2023 annual report by the audit Committee on related-party transactions
- 14th. Procedure for the exercise of rights of information, attendance, proxy and remote voting by shareholders at the 2024 Annual General Meeting of Bankinter, S.A.
- 15th. Supporting reports from the board of directors and, as applicable, the sustainability and appointments committee, for agenda item 6 assessing the competence, experience and merits of the candidates proposed for appointment and re-election as members of the board of directors. These reports also include the CVs of the proposed candidates for appointment, in accordance with Article 518 of the Spanish Companies Act
- 16th. Any other statutory information regarding the Annual General Meeting

All the documents related to the Annual General Meeting will be available on the corporate website of the Company (www.bankinter.com/webcorporativa) from publication of this announcement until the holding of the Annual General Meeting, at least. This information includes the template attendance, proxy and remote voting card (the "attendance card") and the Procedure for the exercise of the rights of information, attendance, proxy and remote voting of shareholders at the 2024 Annual General Meeting of Bankinter, S.A. This contains the rules applicable to the exercise of the rights of the shareholders relating to the Annual General Meeting (including the right to information).

The corporate by-laws, the rules and regulations of the board of directors, the rules and regulations of the Annual General Meeting and the Company's other corporate governance rules and regulations are also available on the corporate website.

ELECTRONIC SHAREHOLDERS FORUM:

In accordance with the Spanish Companies Act, Bankinter, S.A. has made the Electronic Shareholders Forum available on its corporate website to all shareholders, to facilitate communication among them from the call notice to the day immediately before the date of the meeting. This forum is available to



individual shareholders and shareholders who have formed groupings in accordance with the law. Once registered, they may use the forum to post communications relating to:

- Motions that they wish to add to the agenda in the Annual General Meeting call notice
- Requests for other shareholders to back such motions
- Initiatives to reach the percentage required to exercise a legally conferred minority right
- Offers and requests for voluntary representation

Access to the forum and instructions on how to use it are available on the corporate website at, www.bankinter.com/webcorporativa.

ADDITIONAL INFORMATION FOR SHAREHOLDERS:

Shareholders wanting additional information on the Annual General Meeting or on attendance, proxies and remote voting, may visit the corporate website, www.bankinter.com/webcorporativa or contact:

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

PERSONAL DATA PROCESSING

As the data controller, Bankinter will process the personal data sent directly by shareholders, or personal data provided by banks and securities companies and agencies with which shareholders have deposited or hold shares, to manage the call and holding of the Annual General Meeting and to fulfil the Bank's legal obligations.

You may exercise your rights of access, rectification, erasure, objection, restriction of processing and data portability in the circumstances and under the scope established by the applicable legislation currently in force. You can exercise your rights through your usual branch or by writing to Bankinter, S.A. Operations-Data Protection. Calle Pico San Pedro 1, Tres Cantos, 28760 Madrid, or by sending an email to privacidad@bankinter.com, attaching a copy of your national identity document or equivalent document proving your identity.

You can find additional information about how and why Bankinter processes your data [here](#).



VERIFICATION OF VOTE COUNTING:

Under the "Procedure for exercising information, attendance, proxy and remote voting rights by shareholders at the 2024 Annual General Meeting of Bankinter, S.A." , to which this call notice relates, vote counting will be subject to review, as in previous years, by an external audit firm other than the auditor.

ATTENDANCE OF A NOTARY:

The board of directors has resolved to request the attendance of a notary to take minutes of the Annual General Meeting in accordance with the Spanish Companies Act.

Planned date of the Annual General Meeting:

The Annual General Meeting is expected to be held at first call; i.e. on 21 March 2024, at the place and time stated above. Registration of attendance cards will begin one hour before the scheduled start time of the General Meeting.

Madrid, 20 February 2024

Gloria Calvo Díaz
GENERAL SECRETARY AND SECRETARY OF THE BOARD OF DIRECTORS

bankinter.



**Resolutions proposed
to the Annual General
Meeting of
Bankinter, S.A.**

21 March 2024



Agenda:

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| Review and approval of the separate annual financial statements (balance sheet, income statement, statement of changes in equity, statement of cash flows and the notes to the financial statements) and the separate management report of Bankinter, S.A., and the consolidated financial statements and management report of the consolidated group for the financial year ended 31 December 2023. | |
| 2 | 4 |
| Review and approval of the non-financial statement in accordance with Law 11/2018 of 28 December. | |
| 3 | 5 |
| Review and approval of the board of directors' management and performance during the financial year ended 31 December 2023. | |
| 4 | 6 |
| Review and approval of the proposed distribution of earnings and dividends for the financial year ended 31 December 2023. | |
| 5 | 7 |
| Re-election of the auditor of the company and the consolidated group for the 2024 financial year. | |
| 6 | |
| Appointment and establishment of the number of directors: | |
| 6.1. Appointment of Gloria Ortiz Portero as an executive director | 8 |
| 6.2. Appointment of Teresa Paz-Ares Rodríguez, as independent external director | 8 |
| 6.3. Establishment of the number of directors. | 8 |
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| Approval of a restricted capitalisation reserve pursuant to the provisions of Article 25.1.b) of Law 27/2014 of 27 November on Corporate Income Tax. | |
| 8 | 10 |
| Delegation to the board of directors, in accordance with Article 297.1.b) of the Spanish Companies Act of the power, including the explicit power to delegate this power to the executive committee five years, including the explicit power to delegate this power to the executive committee, to increase the share capital by up to a maximum of 50% of the Company's share capital on the authorisation date. Delegation of the power to exclude preemptive subscription rights, although this power will be limited to 10% of the Bank's share capital on the authorisation date. | |
| 9 | 12 |
| Delegation to the board of directors, including the explicit power to delegate this power to the executive committee, for a term of five (5) years, the power to issue securities exchangeable for and/or convertible into Company shares, with the maximum limit of one billion (1,000,000,000) euros. Establishment of the criteria for determining the terms and forms of exchange and/or conversion and power to increase the share capital by the amount needed to cover the conversion of the securities. Delegation to approve, where applicable, the complete or partial exclusion of preemptive subscription, exchange or exercise rights. | |
| 10 | |
| Resolutions on remuneration: | |
| 10.1. Approval of the remuneration policy for the directors of Bankinter, S.A., which includes the maximum amount of annual remuneration to be paid to directors for performing their duties. | 16 |
| 10.2. Approval of the delivery of shares to the executive directors for their executive duties, and to senior management as part of the variable remuneration accrued in 2023. | 16 |
| 10.3. Approval of the maximum level of variable remuneration for specific employees whose professional activities have a significant impact on the risk profile of Bankinter or its Group. | 19 |
| 11 | 20 |
| Delegation of powers to the board of directors (including the power to designate a substitute) to formalise, interpret, correct and execute the resolutions carried by this General Meeting. | |
| Item put to an advisory vote: | |
| 12 | 21 |
| Annual report on director remuneration, pursuant to Article 541 of the Spanish Companies Act. | |



1st. Review and approval of the separate financial statements (balance sheet, income statement, statement of changes in equity, statement of cash flows and the notes to the financial statements) and management report of Bankinter, S.A., and the consolidated financial statements and management report of the consolidated group for the financial year ended 31 December 2023.

To approve the Annual Financial Statements (Balance Sheet, Income Statement, Statement of Changes in Equity, Statement of Cash Flows and the Notes to the Financial Statements) and the Management Reports of BANKINTER, S.A. and BANKINTER Group, for the financial year ended 31 December 2023, as authorised for issue by the Board of Directors of BANKINTER, S.A. at its meeting held on 21 February 2024 formulated in eXtensible HyperText Markup Language (XHTML) electronic format, and including the consolidated annual financial statements labelled using the eXtensible Business Reporting Language (XBRL) standard, in accordance with the provisions of Directive 2004/109/EC and Delegated Regulation (EU) 2019/815.

These annual financial statements have been verified by the audit committee and audited, without qualification, by PricewaterhouseCoopers Auditores, S.L.



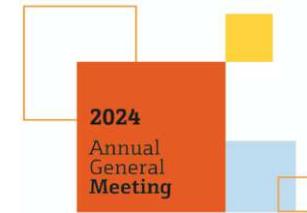
2nd. Review and approval of the non-financial statement in accordance with Law 11/2018 of 28 December.

To approve the non-financial information included in the non-financial statement of the consolidated group's management report for the financial year ended 31 December 2023, in accordance with Law 11/2018, of 28 December amending, among others, Article 49.5 of the Code of Commerce.



3rd. Review and approval of the board of directors' management and performance during the financial year ended 31 December 2023.

To approve the board of directors' management and performance in the 2023 financial year.



4th. Review and approval of the proposed distribution of earnings and dividends for the financial year ended 31 December 2023.

To approve the proposal for the distribution of earnings Bankinter, S.A. for financial year 2023, in the amount of 722,405 thousand euros, as follows:

- 422,394 thousand euros to the payment of dividends. Of which:
 - 325,570 thousand euros has been paid before the date of this annual general meeting as interim dividends out of 2023 profit on 28 June, 27 September 2023 and 29 December 2023 on approval by the board of directors at its meetings held on 21 June 2023, 20 September 2023 and 20 December 2023.
 - The amount of 96,824 thousand euros (0.10774173 euros gross per share), will be paid as a final dividend on 28 March 2024 (the ex-date being: 26 March 2024, and the record date being 27 March 2024). This leaves a total gross dividend for 2023 of 0.47002291 euro per share.

- The remainder of Bankinter, S.A.'s 2023 profit; i.e. 300,011 thousand euros, is earmarked for the entity's voluntary reserves.



5th. Re-election of the auditor of the company and the consolidated group for the 2024 financial year.

To re-elect, as the auditor of Bankinter, S.A. and its Consolidated Group for the 2024 financial year, PricewaterhouseCoopers Auditores, S.L. , *which has its registered office at Torre PwC, Paseo de la Castellana 259 B, Madrid, tax ID number B-79031290, and is registered in Spain's Official Registry of Auditors under S-0242 and the Madrid Trade and Companies Register in page 87250-1, folio 75, volume 9267, book 8054, section 3,* pursuant to a proposal by the audit committee submitted to and approved by the board of directors.



6th. Appointment and establishment of the number of directors:

6.1. Appointment of Gloria Ortiz Portero as executive director.

To appoint, as a Director of Bankinter, S.A. for a term of four years, Gloria Ortiz Portero, of legal age, married, of Spanish nationality, domiciled for these purposes at Paseo de la Castellana, 29, Madrid and holder of national ID (DNI)/tax ID number (TIN) 7.491.889-F.

The appointment of Gloria Ortiz Portero as an executive director is proposed.

The proposed appointment of Gloria Ortiz Portero as an executive director follows the favourable reports submitted to the board of directors by the sustainability and appointments committee, in accordance with the provisions of Article 529 decies of the Spanish Companies Act. Likewise, it complies fully with the definition of executive director laid down in this Act. These reports have been available to shareholders since the publication of the call to the Annual General Meeting.

The appointment of Gloria Ortiz Portero as an executive director of Bankinter, S.A. is subject to her suitability being verified by the competent banking supervisor.

6.2. The appointment of Teresa Paz-Ares Rodríguez, as independent external director.

To appoint, as a Director of Bankinter, S.A. for a term of four years, Teresa Paz-Ares Rodríguez, of legal age, married, of Spanish nationality, domiciled for these purposes at Paseo de la Castellana, 29, Madrid and holder of national ID (DNI)/tax ID number (TIN) 5.414.872-M.

The appointment of Teresa Paz-Ares Rodríguez as independent external director.

The proposed appointment of Teresa Paz-Ares Rodríguez, as an independent external director has been put forward by the sustainability and appointments committee and follows the favourable report by the board of directors, in accordance with the provisions of Article 529 decies of the Spanish Companies Act. Likewise, it complies fully with the definition of independent director laid down in this Act. This report has been available to shareholders since the publication of the call to the Annual General Meeting.

The appointment of Teresa Paz-Ares Rodríguez as an independent director of Bankinter, S.A. is subject to her suitability being verified by the competent banking supervisor.



6.3. Establishment of the number of Directors.

To establish the effective number of members of the board of directors at eleven (11), within the limit laid down in Article 25 of the corporate by-laws.



7th. Approval of a restricted capitalisation reserve pursuant to the provisions of Article 25.1.b) of Law 27/2014 of 27 November on Corporate Income Tax.

To approve the formal funding and accounting record in the 2023 financial year of a capitalisation reserve in the amount of 23,359,672.12 euros, as a restricted reserve for a term of five years, to be kept fully separate and apart and identified with a proper description pursuant to the provisions of Article 25.1.b) of Law 27/2014 of 27 November on Corporate Income Tax.



8th. Delegation to the board of directors, in accordance with Article 297.1.b) of the Spanish Companies Act, including the explicit power to delegate this power to the executive committee, of the power to increase the share capital, for a term of five years, by up to a maximum of 50% of the Company's share capital on the authorisation date. Delegation of the power to exclude preemptive subscription rights, although this power will be limited to 10% of the Bank's share capital on the authorisation date.

One. Delegate to the board of directors, with powers as broad as is necessary in Law, the power to raise the Company's share capital, on one or more occasions, pursuant to the provisions of Article 297.1.b) of the Spanish Companies Act, within a period of five years from the date on which this General Meeting is held, up to the maximum amount corresponding to 50% of the Company's share capital at the time of this authorisation, although, and only for those capital increases that are agreed upon with the exclusion or disapplication of preemptive subscription rights, the aforementioned limit will be reduced to 10% of the share capital pursuant to the provisions of paragraph 2 of this Resolution.

This increase or increases in share capital may be agreed upon for the amount decided by the Board, by issuing new shares with or without voting rights, ordinary or preference, or any other type permitted by Law, including redeemable shares, with or without issue premium, and being entitled to

establish the terms and conditions of the capital increase for all matters not referred to in this agreement, including but not limited to the following: (i) determining the nominal value of the shares to be issued, the equivalent value of which must always consist of monetary contributions (ii) the characteristics of the shares and any preferences conferred upon them (iii) the attribution of the right of redemption and the corresponding conditions, as well as the exercise thereof by the Company.

The amount of the capital increases made, where applicable, and with a view to covering the conversion of debt instruments, pursuant to the provisions of Resolution Nine carried by this Annual General Meeting on 21 March 2024 or of any other resolution on the matter that is adopted, where applicable, by the General Meeting under the specific terms regulated in paragraph 2, will be deemed to apply for the purposes of determining the available limit of the authorised maximum amount at any time.



Two. The Board is also empowered to exclude, fully or partially, the preemptive subscription rights in capital increases executed based on this delegation, when in the interests of the Company and subject to the conditions laid down in the Articles 308 and 506 et seq. of the Spanish Companies Act. When the aforementioned exclusion or disapplication is approved, the maximum amount by which the Board may increase share capital under the terms of this Resolution will be reduced to 10% of the share capital of the Company at the time of this authorisation. This provision will also apply to capital increases agreed in order to cover the conversion of ordinarily convertible issues performed by excluding preemptive subscription rights, using the delegation made under Resolution Nine approved by this General Meeting or any other resolution carried by the General Meeting on the matter.

The limit of 10% will not apply in relation to the Contingent Convertible Issues in which preemptive subscription rights are excluded and that may be agreed upon under the provisions of Resolution Nine of this Annual General Meeting or any other resolution on the matter that, where appropriate, is adopted by the General Meeting. With this in mind, the general limit of 50% of the share capital referred to above applies to capital increases intended to cover the conversion of these issues, even when preemptive subscription rights are excluded.

Three. Delegate the power to modify Article 5 of the corporate by-laws to the board of directors.

Four. To delegate to the board of directors the power to freely offer shares not subscribed within the preemptive subscription period or periods, as well as to

establish that, should issues in a capital increase not be fully subscribed, the share capital will be increased by the amount of the subscriptions made.

Five. To authorise the board of directors to request the admission, continued listing or delisting, where applicable, on official or unofficial, organised or unorganised, national or foreign secondary markets, as well as in multilateral trading systems or, in general, any market in which the shares issued under this resolution could be traded.

Six. Render the unused part of the delegation agreed by the General Meeting on 21 March 2019 null and void.

Seven. To grant the board of directors the power to designate a substitute, so that, in accordance with Article 249 of the Spanish Companies Act, it may delegate all or some of powers delegated to it by the Annual General Meeting in relation to the resolutions above to the executive committee.



9th. Delegation to the board of directors, including the explicit power to delegate this power to the executive committee, for a term of five (5) years, the power to issue securities exchangeable for and/or convertible into Company shares, with the maximum limit of one billion (1,000,000,000) euros. Establishment of the criteria for determining the terms and forms of exchange and/or conversion and power to increase the share capital by the amount needed to cover the conversion of the securities. Delegation to agree, where applicable, on the complete or partial exclusion of preemptive subscription, exchange or exercise rights.

One. Delegate, pursuant to the provisions of Article 319 of the Regulations of the Trade and Companies Register and the general framework on the issue of shares, subject to the provisions of Articles 285 to 290, 297.1.b) and 511 of the Spanish Companies Act, the power to issue securities, whether exchangeable for and/or convertible into shares in the Company to the board of directors, including warrants, pursuant to the following conditions:

1. **Securities to be issued:** The securities to which this delegation refers may be bonds, preferred shares and other fixed income securities or debt instruments of a similar nature in any of the forms admitted by law that may be converted into and/or exchanged for shares in the Company, irrespective of whether they are newly issued or already exist. This delegation also includes warrants or other similar securities that may directly or indirectly give the right to subscribe or acquire newly issued or

outstanding shares in the Company, settled through physical delivery or through differences.

2. **Timeframe:** The securities may be issued on one or more occasions, at any time, within a maximum period of five (5) years from the date on which this resolution is adopted.
3. **Maximum Amount:** The maximum total amount of the issue or issues of securities agreed upon under this delegation will be one billion (1,000,000.000) euros, or its equivalent in any other currency.
4. **Scope of the Delegation:** Using the delegation of powers approved herein, the board of directors will be responsible for establishing the different aspects and terms and conditions of each issue, including, but not limited



to, i) determining, for each issue or tranche within an issue, the amount, which will always be within the overall limit indicated; ii) the place of issue, whether in Spain or abroad, and the currency or issuer. When using a currency other than the euro, the equivalent amount in euros; iii) the denomination, whether bills, bonds, preferred shares or any other admitted by law, including the capital instruments laid down in Articles 51 to 55 or 62 to 65 of Regulation (EU) No. 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms; iv) the date or dates of issue; v) the circumstances of the securities needing to be or being voluntarily converted and/or exchanged, and when they are voluntarily converted and/or exchanged, at the discretion of the holder of the securities or the issuer; vi) the number of securities and their nominal value, which in the case of convertible and/or exchangeable securities will be no less than the nominal value of the shares; vii) in the case of warrants and similar securities, the issue price and/or premium, the exercise price (which may be fixed or variable) and the procedure, term and other conditions applying to exercising the subscription or acquisition right of the underlying shares; viii) the interest rate, coupon payment dates and procedures; ix) the perpetual or amortisable nature of the issue and, for amortisable issues, the repayment period and the date of maturity; x) the type of reimbursement, premiums and batches, xi) any guarantees that might be provided; xii) the form of representation, through securities or book entries; xiii) preemptive subscription right or, where applicable, exclusion thereof (pursuant to the provisions of this resolution), as well as the subscription framework; xiv) anti-dilution clauses; xv) applicable

legislation; xvi) request, where appropriate, the securities issued to be traded in official or unofficial, organised or unorganised, national or foreign secondary markets, with the requirements demanded by the legislation in force in each case, and, in general, any other issuance conditions, as well as, where appropriate, appoint the trustee and approve the core rules governing the legal relationship between the Bank and the syndicate of bondholders, should a syndicate of this type need to be formed.

The delegation also includes the allocation of power to, in each case, to make decisions on the amortisation conditions for the securities issued using this authorisation, being able to use insofar as applicable, of the collection means outlined in the Article 430 of the Spanish Companies Act or any others that may apply. The board of directors also has the power to, when it deems so necessary, and subject to the required official authorisations and, where appropriate, the consent of the meetings of the corresponding syndicates or bodies representing the bondholders, amend the repayment conditions for the securities issued and their respective term and the interest rate accrued, where applicable, by each of the issues made subject to this authorisation.

- 5. Terms and forms of conversion and/or exchange.** For issues of securities convertible into and/or exchangeable for shares, and for the purposes of determining the terms and forms for their conversion and/or exchange, it is hereby agreed to establish the following criteria:



- (i) The securities issued under this resolution may be converted and/or exchanged as part of a fixed (determined or determinable) or variable conversion and/or exchange ratio (which may include maximum and/or minimum limits on the conversion and/or exchange price), with the board of directors granted the power to decide whether they are convertible and/or exchangeable, the time and terms of conversion and/or amortisation, and perpetual issues may be carried out; as well as the terms and forms of conversion; distinguishing between: a) perpetual issues or issues without a conversion and/or amortisation period, and the conversion of which is contingent and is expected to meet regulatory requirements for the eligibility of securities issued as capital instruments pursuant to the solvency regulations applicable at any given time ("**Contingent Convertible Issues**" or "**CoCos**"); and b) convertible security issues made pursuant to this resolution, including, but not limited to, issues with a mandatory and determined conversion period (upon maturity or at any other time) or that may be voluntarily converted at the discretion of the unitholder and/or the issuer, with the frequency and for the maximum period established in the issue agreement and which may be no more than fifty (50) years from the issue date ("**Ordinarily Convertible Issues**").
- (ii) In the case of a fixed conversion and/or exchange ratio, for the purposes of the conversion and/or exchange, where applicable, the securities will be valued at their nominal value and the shares will be valued at the fixed exchange rate determined in the board of directors used for this delegation, or the exchange rate that may be determined

on the date or dates leading up to the issue indicated in the Board resolution, based on the listed value of the Bankinter shares on the Stock Exchange on the date(s) or period(s) taken as a reference in the resolution, with or without discount or premium, and the board of directors may determine the conversion and/or exchange criteria deemed appropriate.

- (iii) It may also be agreed to issue convertible and/or exchangeable fixed income securities with a variable conversion and/or exchange ratio. In this case, the price of the shares for the purposes of the conversion and/or exchange will be determined by the board of directors, which may apply a premium or, where appropriate, a discount on the price per share. However, if a discount is set on this price per share, it may not exceed 30%. The premium or discount may be different for each date taken as a reference for the conversion and/or exchange of each issue (or, where applicable, each tranche). In addition, a minimum and/or maximum reference price may be established for the shares for the purposes of their conversion and/or exchange, under the terms indicated by the board of directors.
- (iv) Under no circumstances may the value of the share be less than its nominal value for the purposes of the conversion ratio of bond into shares. Pursuant to the provisions of Article 415.2 of the Spanish Companies Act, bonds cannot be converted into shares when the nominal value of the bonds is lower than the nominal value of the



shares. Nor may convertible bonds be issued for a rate lower than their nominal value.

6. Increase in share capital and exclusion of preemptive subscription rights on convertible securities. The delegation includes, but is not limited to, the following powers:

(i) The power to increase share capital by the amount needed to cover conversion requests. This power may only be exercised to the extent that the Board, adding together the increased share capital to cover the issue of convertible bonds and the remaining capital increases approved under the authorisations granted at the meeting, does not exceed the limit authorised at all times by the General Meeting pursuant to the provisions of Article 297.1 b) of the Spanish Companies Act. This authorisation to increase the share capital includes the authorisation to issue and put into circulation, on one or more occasions, the capital shares that are needed for the conversion, as well as to rewrite the article of the corporate by-laws on share capital and, where appropriate, to cancel the part of this capital increase not needed for the conversion into shares.

(ii) The power to, subject to the provisions of Articles 308, 417 and 511 of the Spanish Companies Act, exclude, fully or partially, the preemptive subscription rights of shareholders, when this is required to raise funds on the financial markets or when, in any other way, it is in the interests of the Company within the framework of a specific issue of convertible

and/or exchangeable securities that, under this authorisation, is approved.

However, in the case of Ordinarily Convertible Issues, the power to exclude preemptive subscription rights will be limited to the nominal amount of the capital increases agreed in order to cover their conversion with the exclusion of the preemptive subscription right used in the delegation of powers under Resolution Eight of this General Meeting, not exceeding the maximum nominal amount, altogether, of 10% of the Bank's share capital at the time of this delegation. This limit will apply to Contingent Convertible Issues, rather than to the general limit of half of the share capital at the time of this resolution.

In any case, if the decision is made to disapply the preemptive subscription rights in relation to a specific issue that it ultimately decides to undertake under this authorisation, it will draw up, when the issue is approved and pursuant to the applicable legislation, a report describing the specific reasons of company interest warranting this measure, which may be the subject of a subsequent report by an independent expert (other than the auditor), appointed by the Trade and Companies Register, when so voluntarily required by the Bank or required pursuant to the applicable legislation, as outlined in Articles 414, 417 and 511 of the Spanish Companies Act. The report by the directors and, where applicable, the report by the independent expert will be made available to the shareholders and presented to the first General Meeting held after the issue is approved.



(iii) The power to develop and specify the terms and forms of the conversion and/or exchange, taking into consideration the criteria established in resolution 5 above and, in general and in its broadest terms, the determination of how many conditions are necessary or appropriate for the issue.

The board of directors, at subsequent General Meetings held by the Company, will inform shareholders of the use made to date, as applicable, of the delegation to issue securities convertible into and/or exchangeable for Company shares.

Two. To grant the board of directors the power, pursuant to Article 249 of the Spanish Companies Act, to delegate all or some of powers delegated to it by the Annual General Meeting in relation to resolutions to the executive committee, with further power to delegate to the chairman of the board of directors and the chief executive officer.

Three. Render the unused part of the authorisation set out in Resolution Nine of the Annual General Meeting held on 21 March 2019 null and void, and replace it with this delegation.



10th. Resolutions on remuneration.

10.1. Approval of the remuneration policy for the directors of Bankinter, S.A., which includes the maximum amount of annual remuneration to be paid to directors for performing their duties.

To approve, pursuant to the provisions of Article 529 novodecies of the Spanish Companies Act, the remuneration policy for the directors of Bankinter, S.A., to be applied from its approval date (21 March 2024) and for the three following financial years (2025, 2026 and 2027), the text of which has been made available to shareholders, along with the reasoned report drawn up by the remuneration committee and the remaining documents related to the General Meeting, since the date on which it was called.

10.2 Approval of the delivery of shares to the executive directors for their executive duties, and to senior management as part of the annual variable remuneration accrued in 2023.

To approve, under the terms outlined below and pursuant to Article 219 of the Spanish Companies Act, the maximum number of Bankinter shares to be delivered to executive directors (executive vice chairman and chief executive officer) and senior management (seven members) as part of the annual variable remuneration accrued in 2023.

The executive directors and senior management accrued annual and multi-year remuneration in 2023, based on the core characteristics and the accrual of the variable remuneration outlined for each of them in the director remuneration report that is put to an advisory vote at the General Meeting and has been available on the corporate website to read since the date on which this General Meeting was called. Bankinter does not have specific variable remuneration systems for executive directors and senior management, but instead applies the same variable incentive system as for other staff whose activities have a significant impact on the Bankinter Group's risk profile ("identified staff").

The variable remuneration accrued consists of, on one hand, an **annual incentive** reflecting performance, as measured through fulfilling specific



objectives set to assess the earnings obtained in a fiscal year in relation to a series of indicators that take into account the Group's strategic priorities. Variable remuneration must be compatible with and promote suitable and effective risk management, and not offer incentives to take risks that exceed the levels tolerated by the Bank.

On the other hand, it consists of a **multi-year incentive** following good governance recommendations, with a view to: i) improving the value of the Bank and its shares; ii) placing the earnings assessment in a multi-year context in order to guarantee that the assessment process covers long-term earnings and that the effective payment of earnings-based remuneration items is staggered over a period that accounts for Bankinter's underlying economic cycle and business risks, and iii) retaining talent.

In any case, appropriate and duly balanced ratios are established between the fixed and variable components of remuneration for employees in general, and for executive directors and senior management in particular, with the fixed component constituting a sufficiently high portion of the total remuneration. For executive directors, the proportion of total variable remuneration (annual and multi-year) to fixed remuneration is within the limits established in the director remuneration policy approved by the General Meeting.

The variable remuneration accrued in 2023 will be paid deferred over 5 years (2025 to 2029), paying at least 50% in shares of both the deferred and non-deferred part.

In the deliveries of the shares under both the deferred and the non-deferred portions, the price of the Bankinter share will be 6.0066 euros/share, which is the average listed price of the Bankinter share at the close of business for the trading sessions between 2 January and 19 January 2024, both inclusive.

Company shares will be delivered net of tax and according to the following schedule:

- The maximum number of Bankinter shares to be delivered to executive directors and senior managers for **non-deferred** variable remuneration accrued under the 2023 variable incentive (both annual and multi-year) is:
 - 66,293 Bankinter shares to Alfonso Botín-Sanz de Sautuola y Naveda as executive vice chairman.
 - 69,288 Bankinter shares to the chief executive officer, and
 - 235,962 Bankinter shares to senior management (7 people).

Bankinter shares for the non-deferred portion of the variable remuneration accrued in 2023 will be delivered within 15 trading days following the date of approval by shareholders at the General Meeting.

- The maximum number of Bankinter shares to be delivered to executive directors and senior managers for **deferred** variable remuneration



accrued under the 2023 variable incentive (both annual and multi-year) is:

▪ **Alfonso Botín-Sanz de Sautuola y Naveda as the executive vice chairman:**

- 23,865 Bankinter shares will be delivered during January 2025, corresponding to 1/5 of the deferred variable remuneration accrued by the 2023 variable incentive.
- 23,865 Bankinter shares will be delivered during January 2026, corresponding to 1/5 of the deferred variable remuneration accrued by the 2023 variable incentive.
- 23,865 Bankinter shares will be delivered during January 2027, corresponding to 1/5 of the deferred variable remuneration accrued by the 2023 variable incentive.
- 23,865 Bankinter shares will be delivered during January 2028, corresponding to 1/5 of the deferred variable remuneration accrued by the 2023 variable incentive.
- 23,865 Bankinter shares will be delivered during January 2029, corresponding to 1/5 of the deferred variable remuneration accrued by the 2023 variable incentive.

▪ **María Dolores Dancausa Treviño, as chief executive officer:**

- 24,943 Bankinter shares will be delivered during January 2025, corresponding to 1/5 of the deferred variable remuneration accrued by the 2023 variable incentive.

- 24,943 Bankinter shares will be delivered during January 2026, corresponding to 1/5 of the deferred variable remuneration accrued by the 2023 variable incentive.
- 24,943 Bankinter shares will be delivered during January 2027, corresponding to 1/5 of the deferred variable remuneration accrued by the 2023 variable incentive.
- 24,943 Bankinter shares will be delivered during January 2028, corresponding to 1/5 of the deferred variable remuneration accrued by the 2023 variable incentive.
- 24,943 Bankinter shares will be delivered during January 2029, corresponding to 1/5 of the deferred variable remuneration accrued by the 2023 variable incentive.

▪ **Senior management (7 people):**

- 32,078 Bankinter shares will be delivered during January 2025, corresponding to 1/5 of the deferred variable remuneration accrued by the 2023 variable incentive.
- 32,078 Bankinter shares will be delivered during January 2026, corresponding to 1/5 of the deferred variable remuneration accrued by the 2023 variable incentive.
- 32,078 Bankinter shares will be delivered during January 2027, corresponding to 1/5 of the deferred variable remuneration accrued by the 2023 variable incentive.
- 32,078 Bankinter shares will be delivered during January 2028, corresponding to 1/5 of the deferred variable remuneration accrued by the 2023 variable incentive.
- 32,078 Bankinter shares will be delivered during January 2029,



corresponding to 1/5 of the deferred variable remuneration accrued by the 2023 variable incentive.

Each year, the remuneration committee will assess whether any circumstances, risks or significant negative impacts arising in 2023 have affected the entity's earnings or assets warranting a full or partial review of the shares ultimately to be delivered within each time period.

The board of directors is authorised to amend and adjust the number of shares to be delivered as part of the variable remuneration or change the settlement rules and the payment schedule when, prior to the date of effective delivery, special situations, events or circumstances have arisen due to internal or external factors, such as laws or requirements or recommendations by regulators of supervisors or corporate transactions affecting the Bank (such as capital increases, stock splits or reverse stock splits, structural modifications or similar operations and public takeover bids), and, in the opinion of the board of directors, this type of modification, adjustment or change is warranted to maintain the value of the consideration and/or the balance of the remuneration system. These amendments, adjustments or changes will be disclosed in the annual report on director remuneration.

The board of directors and the executive committee are authorised to supplement this resolution as may be required in order to implement it and, specifically, to establish exceptional cases, independently of the provisions of the preceding paragraph, in which termination of a director's

executive duties or membership of the board or termination of the special employment relationship binding any senior manager entails the loss of the right to receive any shares pending delivery on the scheduled dates.



10.3 Approval of the maximum level of variable remuneration for specific employees whose professional activities have a significant impact on the risk profile of Bankinter or its Group.

Pursuant to Article 34.1(g) of Law 10/2014 of 26 June, on the organisation, supervision and solvency of credit institutions, a motion is submitted to approve the theoretical variable remuneration of the group of employees whose professional activities have a significant impact on Bankinter, S.A.'s risk profile. (the "Bank") or its Group or who perform control duties and who are subject to the maximum level of variable remuneration of up to 200% of the fixed component of the total remuneration for these types of professionals, in accordance with the report of recommendations issued for these purposes by the board of directors of Bankinter, S.A. on 21 February 2024 and which has been made available to the shareholders since the date on which this Annual General Meeting was called. For this purpose, the Bank's subsidiaries may also apply this maximum level for their employees.



11th. Delegation of powers to the board of directors (including the power to designate a substitute) to formalise, interpret, correct and execute the resolutions carried by this General Meeting.

The board of directors is delegated, with express powers of substitution in favour of the executive committee, the broadest powers that may be required by law to interpret, correct, supplement and execute the resolutions adopted by shareholders at the general meeting and to delegate by substitution the powers granted by the shareholders.

Additionally, in relation to filing the annual accounts and the documents specified in the Regulations of the Trade and Companies Register, the chairman of the board of directors, the executive vice chairman of the board of directors, the chief executive officer, the office of the general secretary and the secretary of the board of directors, are authorised such that any of them, acting severally, may perform any acts needed to file these documents, including the submission of applications to the Trade and Companies Register and the issue of certificates of any kind, and in particular, the certificate provided for in Article 279 of the Spanish Companies Act.

The chairman of the board of directors, the vice-chairman of the board of directors, the chief executive officer, the general secretary and secretary of the board of directors are authorised so that any of them may have the resolutions carried by this General Meeting executed in a public instrument and execute any such public or private documents that may be required or appropriate to implement these resolutions, including the power to amend and correct the text thereof to the extent required for this text to conform to the classification of the Trade and Companies Register or of any administrative bodies or authorities.



Item put to an advisory vote:

12. Annual report on director remuneration pursuant to Article 541 of the Spanish Companies Act.

To approve, on an advisory basis, the annual report on Bankinter, S.A. director remuneration, as approved by the board of directors on the recommendation of the remuneration committee, under the terms set out in the Spanish Companies Act and in Circular 4/2013 of 12 June of the Spanish National Securities Market Commission (as subsequently amended by Circulars 7/2015 of 22 December; 2/2018 of 12 June; 1/2020 of 6 October; and 3/2021 of 28 September, all issued by the Spanish National Securities Market Commission). The full text of this report has been made available to shareholders along with the rest of the General Meeting documents since the date on which it was called.

Following the entry into force of Act 5/2021 of 12 April, amending the consolidated text of the Spanish Companies Act, as enacted by Royal Legislative Decree 1/2010 of 2 July, and other financial regulations, relating to the encouragement of long-term shareholder engagement in listed companies *"companies that have issued securities traded on a regulated market of any Member State of the European Union will include an annual corporate governance report as a specific section of their annual report. Listed companies must also include an annual report on director remuneration as part of their annual report."*