



HAITONG

REGULATION No. CR02
Corporate Governance Committee Regulation
of Haitong Bank, S.A.

Approved by the Board of Directors
on 12/03/2026

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1. OBJECTIVE

- a. This Regulation aims to describe the statute, composition, operation and duties of the Corporate Governance Committee of Haitong Bank, S.A.

2. LEGAL FRAMEWORK

- a. Portuguese Companies Code;
- b. Portuguese Securities Code;
- c. Banco de Portugal Notice 3/2020;
- d. Article 23 (1)(c) the Articles of Association of Haitong Bank, S.A.

3. RECIPIENTS

- a. The Corporate Governance Committee Regulation of Haitong Bank, S.A. applies particularly to the Non-Executive Directors that are members of the Corporate Governance Committee.

4. RESPONSIBILITY

- a. This Regulation is sponsored by the Corporate Governance Committee with the support of the CEO Office.
- b. This Regulation is reviewed at least every two years or whenever any amendment thereto becomes necessary.

5. CHAPTER I – Statute, Composition and Operation

a. Definition

The Corporate Governance Committee is the Haitong Bank, S.A.'s (hereinafter, the “Bank”) committee responsible for following up the application and for ensuring the full effectiveness of:

- (i) the Policy on the Selection and Assessment of Members of the Management and Supervisory Bodies and Key Function Holders (hereinafter referred to as the “Selection and Assessment Policy”);
- (ii) the Internal Succession Policy for Members of the Management and Supervisory Bodies and Key Function Holders (hereinafter referred to as the “Succession Policy”);
- (iii) the Conflicts of Interest Prevention and Management Regulation (hereinafter referred to as “Conflicts of Interest Regulation”);
- (iv) the Related Parties Regulation; and
- (v) the Governance System and Bank’s Internal Controls.

b. Composition and Appointment

1. The Corporate Governance Committee is composed of three members (including its Chair), whose identity is included in Appendix I, who are appointed by the Board of Directors for a term with a duration that coincides with the duration of the term of the Board of Directors in office on the date of the relevant appointment.
2. The members of the Corporate Governance Committee are appointed from among the members of the Board of Directors who do not perform executive functions, and the majority of its members must be independent.

c. Meetings' Periodicity and Call

1. The Corporate Governance Committee shall have at least six ordinary meetings annually, preferably every two months.
2. The Corporate Governance Committee shall meet on an extraordinary basis whenever deemed appropriate for the proper performance of its functions, upon a reasoned request submitted by any of the Bank's corporate bodies or by any member of the Corporate Governance Committee.
3. The meetings of the Corporate Governance Committee are called by its Chair by electronic mail, with a minimum five-day prior notice and with express reference to the relevant agenda, without prejudice to any meetings that prove to be urgent, which may be called by the Chair of the Corporate Governance Committee without having to provide this prior notice.
4. The supporting documents for the meetings of the Corporate Governance Committee shall be made available to its members at least two business days before the date when the relevant meeting is to be held. This does not apply to urgent meetings where the documents shall be made available as soon as possible.
5. The members of the Executive Committee and other officers or employees of the Bank may participate in the meetings of the Corporate Governance Committee, without voting rights, when so decided by the Corporate Governance Committee and called by its Chair.
6. The meetings of the Corporate Governance Committee will be held at the Bank's registered office and its members may participate through video conference or other remote communication technologies, provided that the Bank ensures the authenticity of the declarations made thereby and security of the means of communications.

7. Without prejudice to the provisions of the preceding paragraph, any resolution to be adopted by the Corporate Governance Committee may be taken by written resolution, namely via electronic mail, instead of in a meeting, provided that the quorum and majorities necessary for that purpose are ensured, that all the members of the Corporate Governance Committee received a prior notice requesting the adoption of a written resolution and that they did not object to such a deliberative procedure. The Secretary of the Corporate Governance Committee, whose identity is included in Appendix I, shall draft minutes of decisions taken by written resolution which shall be signed by all relevant participants and kept in the appropriate books, in the terms set out in section “e. Minutes” below.

d. Quorum and Resolutions

1. Any member of the Corporate Governance Committee may appoint another member to act as their representative by means of notice addressed to the Chair of the Corporate Governance Committee.
2. The Corporate Governance Committee shall only meet and pass resolutions provided that the majority of its members are either present or duly represented.
3. The Corporate Governance Committee’s resolutions are approved by the simple majority of the votes cast by members present or represented and its Chair has a casting vote.
4. The Chair of the Corporate Governance Committee shall appoint a Secretary for the Corporate Governance Committee’s meetings, and minutes shall be drawn in respect of each meeting, which shall be signed by all relevant participants in the meeting and shall contain all discussions held and resolutions passed.
5. The activities and resolutions of each meeting of the Corporate Governance Committee are communicated to the Board of Directors on a quarterly basis. Additionally, a global report of the Committee’s activities is reported to the Board of Directors on an annual basis.

e. Minutes

1. Minutes of the meetings of the Corporate Governance Committee shall be drawn up within fifteen business days. The minutes shall contain a clear and objective summary of the meeting and the necessary details in order to permit the understanding of the discussed matters, specifically, and whenever applicable, the identification and position of all meeting participants, as well as an express indication of any absent members; the participants and members present for each agenda item; the identification of the supporting documents for each agenda item; the rationale for each resolution

taken, including the voting direction and identification of the voting members, and an express reference to any dissenting opinions; a description of any recommendations made; and the identification of matters requiring follow-up in future meetings, complying with the applicable legal and regulatory provisions. The members who participated in the meeting shall provide any comments to the draft minutes within five business days from distribution. The Agenda of each meeting shall include the approval of the minutes of the previous meeting(s), after these have been duly revised by members and participants.

2. The minutes shall be signed by all relevant participants in the meeting and shall be kept in the appropriate books. Digital signatures are allowed in any circumstances.

3. The minutes and the documentation related to each meeting will be filed by the Secretary, both on the Bank's digital archive, as well as on iBabs, which shall be used as the IT system to manage documents related to the Bank's Corporate Bodies.

4. The Secretary shall have an internal control mechanism in place (e.g. an Excel/Word file) to ensure that the several steps relating to the meeting preparation and minutes' drafting and revising are complied with in a timely manner, and make it available upon request.

6. CHAPTER II – Duties of the Corporate Governance Committee

f. Duties

1. The Corporate Governance Committee shall follow up the application and ensure the full enforcement of the (i) Selection and Assessment Policy, the (ii) Succession Policy, the (iii) Conflicts of Interest Regulation, the (iv) Related Parties Regulation and (v) the Governance System and the Bank's Internal Controls.

2. Within the scope of the Selection and Assessment Policy, the Corporate Governance Committee is particularly responsible for:

- a) Identifying and recommending the candidates for offices in the Bank's Management and Supervisory Bodies, evaluating the composition of the Board of Directors in terms of reputation, knowledge, expertise, diversity and experience, preparing a description of the functions and qualifications for the offices under consideration, and evaluating the time to be dedicated to the exercise of the relevant functions;
- b) Making the initial assessment of the suitability of the candidates for members of the Bank's Management and Supervisory Bodies, of the candidates for Branch Managers and of the candidates for key function holders, taking into account the following criteria: reputation, professional skills, independence and availability;

- c) Preparing the initial assessment report on the suitability of the respective candidate, designated the “Initial Assessment Report”, with the minimum content set out in the Selection and Assessment Policy;
 - d) Presenting the Initial Assessment Report, in case the candidate is included on a list submitted for approval to the Shareholders’ General Meeting, to the Chair of the Shareholders’ General Meeting of the Bank, as well as informing the shareholders of the suitability requirements for the persons to be appointed, as provided in the Selection and Assessment Policy;
 - e) Annually and whenever new facts or events determining the need for a suitability reassessment come to the knowledge of the Corporate Governance Committee or of the Board of Directors, carrying out an ongoing assessment of the individual suitability of the members of the Board of Directors, as provided in the Selection and Assessment Policy;
 - f) Annually carrying out an ongoing assessment of the collective suitability of the members of the Board of Directors, as provided in the Selection and Assessment Policy;
 - g) Reviewing and endorsing the report on the individual and the collective suitability of the members of the Board of Directors prepared by an external consultant;
 - h) Regularly updating the Selection and Assessment Policy and submitting recommendations for its improvement – in particular, reviewing the rules in respect of the diversity in the management functions and submitting a proposal to the Bank’s General Meeting for the maintenance, modification or elimination of such rules; and
 - i) Identifying and recommending, in its Initial Assessment Report on the management staff, the candidates to management positions and assess the composition of said staff, namely in terms of diversity.
3. Within the scope of the Succession Policy, the Corporate Governance Committee appraises and reviews:
- a) the execution of the Bank’s Succession Plan;
 - b) the report on the individual evaluation of each of the candidates to successors to key function holders identified within the Succession Plan.
4. Within the scope of the Related Parties Regulation, the Corporate Governance Committee is particularly responsible for assessing the Related Parties List prior to the approval from the Board of Directors;

5. Within the scope of the Conflicts of Interest Regulation, the Corporate Governance Committee is particularly responsible for regularly assessing the Regulation and monitoring its implementation, as well as for proposing any updates thereto.
6. Within the exercise of its functions regarding the corporate governance and internal control systems, the Corporate Governance Committee should, on an annual basis:
 - a) Assess the suitability of the Bank's Corporate Governance to develop the defined business strategy and to support the implementation of an efficient internal control system;
 - b) Propose measures to improve the Bank's Corporate Governance to the Board of Directors, namely, its structures, distribution of competences among the executive board members, reporting lines and functioning of the corporate bodies, taking into account the relevant laws and regulations as well as the relevant guidelines and best practices in the banking industry.
7. Within the exercise of its functions, the Corporate Governance Committee seeks to prevent the collective composition of the Management and Supervisory Bodies from leading to the decision-making process being controlled by one individual or small group of individuals, to the detriment of the interests of the Bank as a whole.

g. Means of support to the Committee's activity

1. Within the exercise of their activity, the Corporate Governance Committee, as well as the Board of Directors, may, whenever deemed necessary, hire external entities or consultants to assist them in outlining the candidates' profile, the selection of methods to identify them, the initial assessment and selection and to perform the ongoing assessment.
2. The Board of Directors shall provide the Corporate Governance Committee with the required human, technical and financial resources to ensure that the selection and assessment process is conducted in accordance with the highest quality, strictness, comparability, transparency and compliance standards in line with national and international standards.
3. The costs associated with the hiring of external services by the Corporate Governance Committee within the exercise of its functions shall be borne by the Bank.
4. The Corporate Governance Committee will be assisted by a Secretary who shall be an employee of the Bank and who has the appropriate qualifications for such purpose. The Secretary shall, within the exercise of such duties and in respect thereof, be hierarchically subordinated to the Chair of the Corporate Governance Committee.

7. ARCHIVE

This Regulation and all the documents associated are subject to the general archiving rules laid down in the procedure LEG11.PM220 – Archive Management.

8. DISCLOSURE

This Regulation is available on the Bank's Intranet and any changes thereto should be duly communicated by e-mail to all Bank employees.

9. CONTROL OF VERSIONS

Table 1: Information about the Document

Name of the Document	Corporate Governance Committee Regulation of Haitong Bank, S.A.
Version	Version 10
Prepared by (Name/Department)	Corporate Governance Committee/CEO Office
Reviewed on (Committee name)	Corporate Governance Committee on 23/12/2025
Approved by (Committee name)	Board of Directors on

Table 2: Versions' update

Update and Approval Date	Main Changes
Version 1.0 – 24.09.2019	Original version
Version 2.0 – 06.07.2020	[Article 6 – Duties] - Changes regarding conflicts of interest report and annual report in Bank's Annual Report.
Version 3.0 – 11.12.2020	[Article 6 – Duties] – Changes on e), f), g), and h) related with the BoD, SB and Key functions holders assessments and reports prepared according to the Selection and Assessment Policy.
Version 4.0 – 25.02.2021	New requirements resulting from the BoP Notice no 3/2020.
Version 5.0 – 28.12.2021	Clarifications about signatures and minutes approval; Inclusion of SharePoint system for managing documents; Update of CGC duties within scope of the Related Parties Regulation; Other minor updates
Version 6.0 – 19.07.2022	Clarifications about matters that need to be followed up in future meetings and inclusion of Annex 0 - document including the

signatures of the Presenters/Proponents that is enclosed with the minutes

Version 7.0 – 29.08.2023

Clarifications about the presentation periodicity of the activities and resolutions of each meeting of the CGC to the Board; Clarifications about the duties of the CGC; Appendix I update; other minor adjustments.

Version 8.0 – 01.03.2024

Template update and other minor revisions; Clarification, as requested by the External Auditors, of the Secretary's means of control of the several stages involved in preparing the meeting and its minutes; Update of Appendix I.

Version 9 – 13.03.2025

Minor clarification on the participation of the members of the Executive Committee and other officers and employees of the Bank in the CGC meetings; other minor revisions; Adjustments to Appendix I.

Version 10 – 12.03.2026

Amendment of the Regulation's revision periodicity; Clarification on the means of participation; Clarifications on the "Minutes" section, as per a recommendation from the Bank's external auditors; Clarifications on the Committee's obligations regarding related party transactions, following the update of the Related Parties Regulation.

10. APPENDIX I

Appendix I aims to define the concept of relevant participants and duly identify them:

- Voting Members:

- (i) The Chair: Ms. Chen Xuemei;
- (ii) The Members: Mr. Zhang Xinjun; Mr. António Domingues.

- Secretary: Ms. Joana Santos Lopes.

- Proponents / Presenters / Invitees : *to be defined, according to the specific topics in the Agenda of each meeting.*

The signatures of the Voting Members and Secretary can be found on the meeting minutes. The signatures of the Proponents / Presenters / Invitees can be found on the document enclosed with the minutes and identified as ANNEX 0.

Other attendees may partake in the meetings, despite not actively participating in the presentations and discussions – their identity will be found in the meeting minutes' front page.

ANNEX 0 - Signatures of Proponents/Presenters

Below are the signatures of the Invitees for Specific Topics on the Corporate Body meeting number xx of dd/mm/yyyy.

Invitees for specific topics:

Item 1 - xxxxxxxx		
NAME	POSITION	[EMPTY – SIGNATURES]
NAME	POSITION	
[...]		
Item 2 - xxxxxxxx		
NAME	POSITION	
NAME	POSITION	
[...]		
Item 3 - xxxxxxxx		
NAME	POSITION	
NAME	POSITION	
[...]		

SECRETARY NAME

Secretary, Corporate Body xx/202x