

# **Corporate Governance & Designations Committee**

**Banco Macro S.A.**



## Corporate Governance & Designations Committee

### Rules & Regulations

Title: **Corporate Governance & Designations Committee  
Rules and Regulations**

Published: Effective: -February 2018

Inquiries to: Compliance

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## I. PURPOSE

The Corporate Governance & Designations Committee is provided for in Section 23 *bis* of the Bylaws of the Bank.

The functions of the Committee include those related to the renewal and substitution of Senior Management officers; and the succession plans. It is also responsible for the application of the Code of Corporate Governance in the Bank and its subsidiaries.

## **II. COMPOSITION**

The Committee shall be composed of 3 Directors and at least one of them must be an independent director. The Chairman of the Committee shall be an Independent Director. The Committee shall as well have the following members: the head of the Integral Risk Management Department, of Human Resources and Legal Departments; or the persons any of the above mentioned officers shall designate, which designations must be duly recorded and evidenced through the relevant minutes of the Committee.

In addition, any officer of the Bank may be invited to participate if necessary to carry out the duties of the Committee.

The quorum shall be the presence of at least two Directors and the decisions shall be taken by simple majority. In case of tie, the Chairman shall have the deciding vote.

### III. RESPONSIBILITIES AND FUNCTIONS

The Corporate Governance & Designations Committee shall have the following responsibilities:

- Supervise the implementation of and compliance with the good practices of the Code of Corporate Governance in the Bank and its subsidiary companies.
- Ensure the shareholders and the market in general complete, true and timely access to the information of the Bank that must be disclosed in connection with the Information Transparency Policy.
- Spread in the organization the Know Your Organizational Structure Policy, in order to contribute to the knowledge of the structure by all collaborators as a means of keeping proper labor relationships.
- Propose the Board any modifications necessary to maintain the Code of Corporate Governance duly adjusted to good practices.
- Become aware and submit for consideration of the Board any Policies that must be approved by such corporate authority, provided that due to their specific subject they are not to be considered by another Committee.
- Supervise the substitution process of Senior Management members, proposing their designation to the Board and following the guidelines of the succession plan for executive officers.
- Define a conflict of interest resolution scheme. If the Committee deems there is a conflict of interest, it shall submit the case to the Board for resolution at that level.
- Assist the Board with the composition of the other Committees of the Bank and the selection of their members based on their technical competences.
- Promote the training of Directors, as well as keeping them updated in matters related to the banking business.
- Approve the qualitative and quantitative review of the annual period of the document "Market Discipline" for the disclosure thereof or each time such document is updated in its qualitative aspect. In interim periods or quantitative updates, the document shall be updated with the consent of the Senior Management

involved in the process.

- Approve the document “Corporate Governance Explanatory Report” required under the provisions of the Comisión Nacional de Valores (“CNV”<sup>1</sup>), and the document comparing the Corporate Governance provisions required under the rules of the NYSE – Section 303 of the Listed Companies Manual.
- Supervise the Board’s annual self-assessment process and deliver the Board the conclusions on the individual assessment performed by each of its members.
- Ensure the existence of a Policy and Procedure for the Board to certify the Non-Existence of Disqualifications for Senior Management members.
- As regards the Sustainability Policy:
  - Drive the introduction of policies in the organization and spread the standards and tools allowing a sustainable management (plan, incorporate and evaluate).
  - Become aware of the Integrated Annual Report containing the Annual Report for the Fiscal Year and the Sustainability Report and submit for consideration of the Board the conclusions of such Integrated Annual Report.
  - Learn about the activities and programs related to the economic, corporate and environmental management of the Bank, and about the practices and trends regarding Sustainability, in order to incorporate modifications into the Policy.
  - Approve the Sustainability Action Plan for each annual period.

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<sup>1</sup> Argentine Securities Exchange Commission.

## **IV. MEETINGS**

The Corporate Governance & Designations Committee shall meet at least twice a year, being able to meet more frequently if its members decide so.

Meetings shall be called by the Committee's Coordinating member.

Minutes of the meetings shall be kept in accordance with the procedure in force under "Notice of Committee Meetings and Administration of Minutes".