

**RULES OF PROCEDURE OF  
THE REMUNERATION COMMITTEE OF  
PORTUCEL, S.A.**

**Article 1  
(Appointment and Composition)**

The Remuneration Committee is appointed by the General Meeting, for a four-year term of office, and comprises a Chairman and two members, who shall:

- i) Have expertise in the field of remuneration policy;
- ii) Not have any contractual relationship with the Company or with the Board of Directors; and
- iii) Be independent of the Company's Board of Directors.

**Article 2  
(Powers)**

The Remuneration Committee shall

- a) Define the remuneration policy and corporate objectives for the Chairman of the Board of Directors and of the Directors.
- b) Set the remuneration of the Chairman of the Board of Directors and the Directors of the Portucel Soporcel group.
- c) Monitor the performance of the Chairman of the BD and the Directors for the purposes of setting their variable remuneration.

**Article 3  
(Meetings)**

1- The Remuneration Committee shall meet annually, in accordance with a calendar to be established, so as to monitor the most relevant aspects of the

Company's affairs for the purposes of defining and setting the variable remuneration of the Chairman and the other Directors.

2- Meetings shall be held at the head office, or elsewhere as designated in advance of each meeting by the Chairman.

3- Without prejudice to the provisions of paragraph 1, the Remuneration Committee shall hold extraordinary meetings whenever called by the respective Chairman.

4- The notice and agenda of each meeting of the Remuneration Committee shall be sent to the respective members no less than three days prior to the date set.

#### **Article 4 (Agenda)**

1- The meetings of the Remuneration Committee shall centre exclusively on discussion of the remuneration of the Chairman of the Board of Directors and the other Directors.

2- The agenda shall be approved by the respective Chairman and sent to the other members jointly with the notice of meeting and supporting documents.

3- Any member may request the inclusion of other items in the agenda, delivering in advance to the Company Secretary, whenever possible, the supporting documentation for circulation to the other members.

4- Powers to accept new items or otherwise shall rest with the Chairman, who shall announce his decision at the start of the meeting.

#### **Article 5 (Quorum and Resolutions)**

1- The Remuneration Committee may only adopt valid resolutions when a majority of its members is present.

2- The resolutions of the Remuneration Committee shall be adopted by a simple majority of votes cast.

3 – In the event of a tie, the Chairman of the Remuneration Committee shall have a casting vote.

## **Article 6 (Minutes)**

Minutes shall be drawn up of each ordinary and extraordinary meeting of the Remuneration Committee, and once duly approved shall be written up in the respective book.

## **Article 7 (Support Structure)**

1- One of the members of the Remuneration Committee, to be designated at each meeting, shall act as secretary.

2 – The Remuneration Committee may decide that non-members should attend its meetings, in particular:

- a) Members of the management bodies.
- b) Representatives of supervisory bodies.
- c) Statutory auditor.
- d) External auditor.
- e) Senior staff, in coordination with the relevant management bodies.

3 - The Remuneration Committee may also request the assistance of one or more members of staff to support the secretarial staff in the preparation and holding of meetings, including the proposal of topics for inclusion on the agenda and the drafting of the respective minutes.

## **Article 8 Duties**

1. In addition to the other duties expressly assigned to it by the BD, the Remuneration Committee shall:

- a) Define the remuneration policy for the Chairman of the BD and the Directors, namely by defining criteria for setting the variable remuneration component;

- b) Set the remuneration in question, in accordance with the policy defined;
- c) Define the fixed and variable components of the remuneration of the Chairman of the BD and the Directors, and also any benefits or other allowances, in particular complementary old age or invalidity pensions;
- d) Assess the evolution of the Company's affairs, taking into account the criteria fixed in advance, for the purpose of weighting and fixing the variable remuneration of the Chairman of the BD and the Directors;
- e) Assess changing contractual circumstances relating to the terms of office of the Chairman of the BD and the Directors with an impact on their remuneration, in particular in the event of suspension or termination of such contracts;
- f) Assess the consequences, in terms of the remuneration policy adopted, of the possible receipt, by the Chairman of the BD or by the Directors, of any remuneration for the exercise of duties in controlled companies or subsidiaries;
- g) Draw up and submit to the Annual General Meeting a statement on the remuneration policy adopted by the Committee for the Chairman of the BD and the Directors.

**(Final Provision)**

Sole powers to amend these rules of procedure lie with the Board of Directors.