



REMUNERATION POLICY

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1. INTRODUCTION

The Compensation Policy for Altura Markets, Sociedad de Valores, S.A. (hereinafter, Altura Markets, Altura or the Entity, indistinctly) arises in a context marked by the appearance of a new regulatory framework in the European Union in relation to the remuneration systems of financial institutions and investment service companies.

In this sense, on December 14th, 2010, the Council approved Directive 2010/76/EU amending Directives 2006/48/EC and 2006/49/EC as regards capital requirements for the trading book and for re-securitisations, and the supervisory review of remuneration policies (hereinafter, the Directive or the CRD III, indistinctly.). This Directive has been transposed into Spanish law through Royal Decree 771/2011, of June 2, 2011, amending, among others, Royal Decree 216/2008, of February 15, 2008, on equity of financial institutions (hereinafter, the Equity Royal Decree).

To this respect, Altura Markets has designed the Remuneration Policy (hereinafter, the Remuneration Policy or the Policy) contained in this manual in order to (i) align its remuneration system with the requirements of said law, and (ii) define a frame of reference for the management of the remuneration of its employees and managers. This manual thus includes the general principles regulating the Policy and describes the main elements composing the remuneration of the employees and managers of Altura Markets.



1.1 Scope of application

This Policy applies to all employees and managers of Altura Markets, Sociedad de Valores, S.A.

1.2 Principles of the remuneration policy

Altura Markets considers the Remuneration Policy to be a key factor to create value. For such purpose, it has an advanced remuneration system, based on the mutual generation of value for employees and the Entity, in line with the interests of the shareholders and subject to a prudent management of risks founded on the following principles:

- Creation of value in the long term.
- Rewarding results achieved based on a prudent and responsible assumption of risks.
- Attraction and retention of the best professionals.
- Rewarding the level of responsibility and the professional career.
- Ensuring internal equity and external competitiveness.
- Obtaining market references through analyses carried out by renowned leading companies in the compensation consultancy sector.

This remuneration system is always adapted to the applicable legal provisions and attempts to incorporate also the standards and principles of the best generally accepted national and international remuneration and corporate good governance practices from time to time, conceived as a dynamic system undergoing constant evolution and improvement.

The Remuneration Policy of Altura Markets applicable to its entire workforce includes, among others, the following elements:



- Fixed remuneration based on the level of responsibility and making up a relevant part of the total remuneration.
- Variable remuneration linked to the achievement of previously established objectives and a prudent risk management, based on the design of incentives conforming to the long-term interests of the Entity, taking into account current and future risks.

This general framework contains principles specifically applicable to the group of persons performing professional activities in Altura Markets that may have relevant consequences on the risk profile of the Entity, or performing control functions, as set out below:

- In the total remuneration, the fixed and variable components will be properly balanced and the fixed component will be sufficient to permit policies to be designed with flexibility over the components of the variable remuneration.
- For personnel performing control functions in the Entity, the objectives relating to their functions will have greater weight in their variable remuneration, favouring their independence in respect of the business areas they supervise.
- In the case of the General Manager, the collection of part of his total variable remuneration is deferred in time.
- The Policy includes certain clauses to limit or impede, in certain cases, the collection of the deferred part of the outstanding variable remuneration.



2. ELEMENTS OF THE REMUNERATION POLICY

Altura Markets, applying the principles of its remuneration policy, has designed a remuneration system that includes the following elements:

- Fixed remuneration, the aim of which is to attract and compensate employees for their contribution in relation to the demands and responsibilities of the job position they hold.
- Variable remuneration linked to the achievement of previously established objectives and to prudent risk management, based on the design of incentives conforming to the long-term interests of the Entity, taking into account current and future risks.

3. FIXED REMUNERATION

The fixed remuneration in Altura Markets is established taking into consideration the level of responsibility and professional career of the employee, establishing a salary reference for each function reflecting its value for the Entity. This salary reference is defined through the analysis of internal equity and its comparison with the market using the advice of leading firms specialized in remuneration matters.

The fixed component will be a sufficiently large part of the total remuneration of the employee to permit the maximum flexibility in respect of the variable components.

This remuneration consists of a fixed amount which is paid on a recurring basis in monthly paychecks.



When establishing the fixed annual remuneration, the following factors will be taken into account:

- The minimum salary established in the collective labour agreement applicable to the employees.
- Salary supplements for the position held and the level of responsibility in the functions performed.

4. VARIABLE REMUNERATION

4.1 Definition, nature and main features of variable remuneration

Variable remuneration is a key element in the Remuneration Policy of Altura Markets since it remunerates the creation of value rewarding the individual contributions to the results of the Entity.

The variable remuneration model of Altura Markets is based on establishing financial and non-financial that will depend on the unit in which the employee or executive will perform their functions:

- Financial objectives could be linked, among others, to business goals like, i.e. the net result of the Entity, commissions and income obtained from execution and liquidation minus a percentage of the expenses incurred or other financial objectives.
- Non-financial objectives will be mainly based on the assessment of performance. Personal who perform their functions in the control unit or central services will have specific objectives related to their duties (for example, audits without qualifications, absence of errors in control procedures, etc.).

This variable remuneration shall in no case become a vested right and therefore the receipt thereof in a certain year will not entail the acquisition by the



employee or manager of any additional salary right in this respect, and the amount received will not vest equally as part of the gross annual salary of the employee or manager.

As it is an exclusively functional supplement, Altura Markets may eliminate or reduce it as a consequence of a change in the functions performed by the employee or manager.

The individual amounts of variable remuneration to be distributed among the employees or managers must be approved by the Board of Directors.

4.2 Variable remuneration and risk management

Altura Markets considers prudent risk management to be a determining element within its variable remuneration policy. Variable remuneration will not in any case be used as an incentive to act or make decisions that breaches the policies, controls and limits established by the Entity.

The Policy will be managed by the Board of Directors of Altura Markets, who will establish and approve the remuneration systems, as well as the variable remuneration and incentives for the staff. The Board will delegate the implementations of these issues to the Managing Director.

Financial Department and Human Resources will be in charge of the calculation system to determine variable remuneration.

In any case, the variable remuneration will be subject to any legislation applicable, even if that legislation takes effect after the commencement of the period in which objectives are measured.



4.3 Payment procedure

As a general rule, variable remuneration will be paid throughout the year after that in which the objectives are measured, after it has been verified that this is sustainable given the situation of the Entity.

Additionally, the Entity has a specific system for settlement and payment of the annual variable remuneration for certain members of the Managing Committee designated by the Board of Directors, and for the General Manager.

For mentioned certain members of the Managing Committee designated by the Board of Directors, the payment procedure will depend on whether the variable remuneration exceeds €100,000, as indicated in the chart below. Once the threshold is exceeded a percentage of the variable remuneration above the threshold may only be earned and paid over a period of 3 years:

Thresholds	Percentages Subject to Deferral
Variable remuneration up to €100,000	Earned and paid on usual payment date
Variable remuneration between €100,001 and €300,000	30% of amounts in excess of €100,000
Variable remuneration between €300,001 and €500,000	50% of amounts in excess of €300,000
Variable remuneration over €500,001	60% of amounts in excess of €500,001

The deferral period is 3 years and each year 1/3rd of the amount of deferred variable remuneration may be fully earned and paid, subject to certain performance conditions.

On the other hand, the General Manager will have specific variable remuneration payment procedure adapted to the requirements established in the Directive and in Royal Decree 771/2011, whereby payment of 40% of his annual variable remuneration will be deferred in time, the amount deferred to be paid by thirds in the following three years.



In addition, the Board of Directors of Altura Markets has established that the parts of the annual variable remuneration that are deferred and outstanding following the above rule will not be paid, should any of the following events occur prior to the payment date:

- i. the General Manager did not generate the right to variable remuneration in a certain year due to the effect of the results of the year of transactions corresponding to previous years in which he did generate the right to collect the variable remuneration;
- ii. he was penalized for serious infringement of the code of ethics and other internal regulations, particularly that relating to risks, applicable to him;
- iii. termination of his contract, other than in events of retirement, early retirement, declaration of permanent incapacity in any degree or death, in which the right to collect the remuneration will be maintained in the same terms as if he were on active service and in the event of termination of the relationship by mutual agreement, in which case the terms agreed will apply.

Should Altura Markets sustain losses in a given year, discounting singular net results, the General Manager will not receive either the variable remuneration for the year in which losses are obtained or the deferred amounts to be paid in the year in which the financial statements are approved recording such losses.

In any case, the variable remuneration will be paid only if this is sustainable given the situation of Altura Markets as a whole and if it is justified by the results of the Entity.



4.4 Cases of termination of the employment relationship

In order to be entitled to the payment of the variable remuneration, the employee or manager must remain at the Entity on the payment date, other than the specific settlement and payment procedure described in section 4.3. Thus, if, at such date, the employment relationship of the employee or manager with the Entity has been terminated for any reason, the individual will not be entitled to receive any amount, not even proportionally to the time spent in the Entity.

5. RECOGNITION OF RIGHTS IN CERTAIN CASES OF TERMINATION OF THE EMPLOYMENT RELATIONSHIP

In general, in case of unilateral termination of the employment relationship by the Entity, the amount of severance paid to the employee or manager will be that established in the labour legislation in force at any given time.

6. TAXES AND SOCIAL SECURITY CONTRIBUTIONS

The employee or his successors in title shall be liable for the taxes deriving from the income obtained pursuant to this Policy.

Altura Markets shall charge the employee or his successors in title for any withholdings or prepayments or other payments to be made pursuant to the tax legislation in force at any given time.

The employee shall also be liable for the Social Security contributions attributable to him by law.