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1. INTRODUCTION AND OBJECTIVES

The Notice of Banco de Portugal no. 03/2020 ("Notice") brought considerable changes in the area of organizational culture, internal governance, internal control system and policies and practices of remuneration of the credit institutions.

In accordance with that Notice, in particular the provisions of Article 9, no. 1, a) of the Notice, *"The management body defines, approves and implements the organisational structure of the institution which includes the institution's governing bodies and respective committees, ensuring that the same [...] is defined in an integrated, objective, transparent and perceptible manner, in a manual of organic structure or equivalent internal document"*.

In this context, it is intended to comply with the provisions of of Article 9, no. 1, a) of the Notice and to make reflected in this document, in an integrated and detailed manner, the organizational structure of Bison Bank SA ("Bank", "Company" or "Institution") .

Therefore, this document, combined with its annexes, which are an integral part of this document, has as its general objective to achieve, in an integrated manner, the essential information on the organizational structure of the institution ("Document") in the following terms:

- identify, based on the governance model implemented, the institution's organic structure;
    - company bodies (and respective regulations);
    - governance and functional committees (and respective regulations and terms of reference)
    - distribution of responsibilities among members of the executive committee
- identify the organic and functional units of the Institution (and respective organic and functional statutes).

It should be noted that the Bank's current organic and governance structure was defined considering the size, organization, nature and complexity of the activities and services provided by the Bank.

This Document includes a set of documents / information of a different nature, whose managers are also diverse, and the reason for its existence, as such, aims to allow any third party a 360º view of how the Bank is structured organically.

2. FRAMEWORK

2.1. APPLICABLE LEGISLATION

The rules and procedures defined in this document have the following legal framework, including but not limited to:

- Commercial Companies Code (“CSC”)
- Notice from Banco de Portugal no. 03/2020 (“Notice”)
- General regime for credit institutions and financial companies (“RGICSF”)
- Guidelines of the European Banking Authority (EBA Guidelines) on internal governance (EBA/GL/2017/11) of 21 May 2018.

3. SCOPE

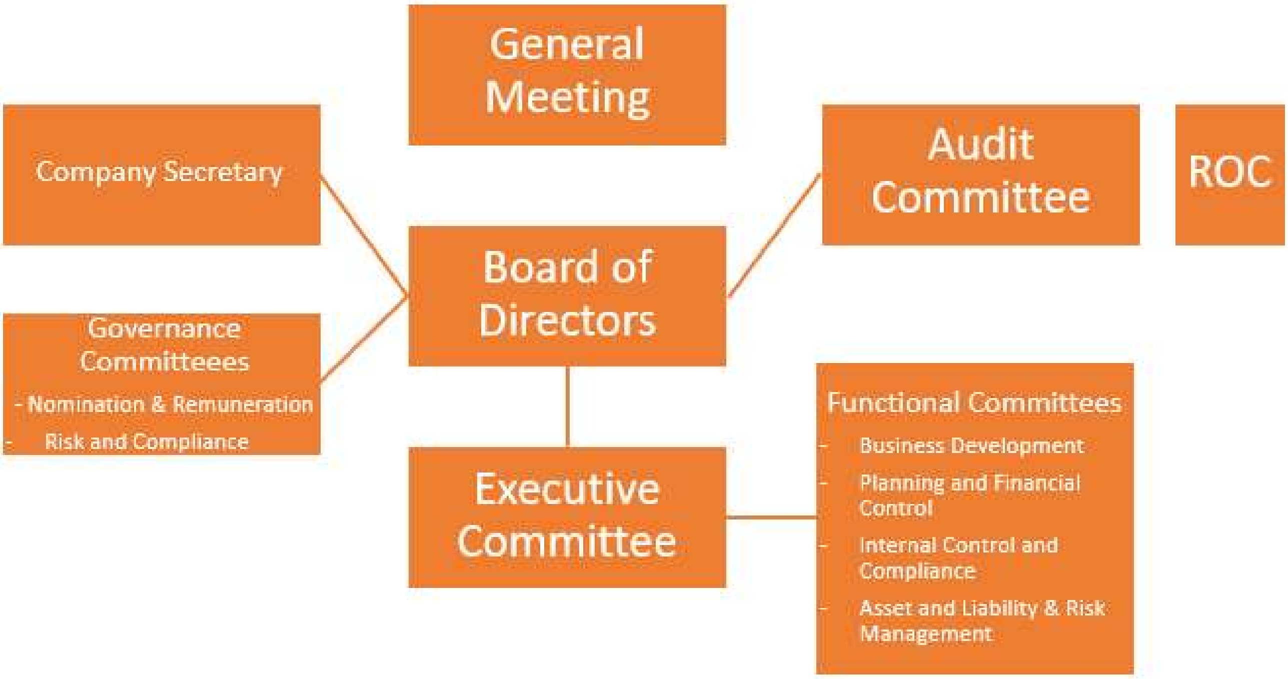
This document applies to Bison Bank SA as a whole, including all members of its corporate bodies and all its employees.

Employees are understood as the universe of people at the Bank's service through an employment contract or service provision, and all those who are at the service of external entities subcontracted by the Bank.

4. GOVERNANCE STRUCTURE OF THE INSTITUTION

4.1. General Framework

The Bank is organically structured as follows:



The Bank's organizational and governance structure follows the Anglo-Saxonic (Reinforced) provided for in paragraph b) of paragraph 1 of Article 278 of the CSC, as well as Chapter II-A of Title VII of the RGICSF, as it relates the existence of Governance Committees.

It should be stressed that the management and supervisory bodies are jointly and globally responsible for ensuring the existence of an adequate governance framework for the structure, activities and risks of the Company, and should regularly evaluate the efficiency and effectiveness, individually and collectively,

Then, a brief survey is made of each of the Company's bodies and committees:

• General Meeting

The General Meeting is the body in which the Company's shareholder (s) are represented.

Shareholder's resolutions are taken at the General Meeting or by unanimous written resolution.

• Board of Directors

The Company's management is entrusted to a Board of Directors, which may be composed of a minimum of three and a maximum of fifteen members elected by the General Meeting.

Members are elected for four-year terms and may be re-elected.

• Executive Committee

The day-to-day management of the Company is delegated to an Executive Committee, constituted within the Board of Directors.

• Audit Committee

The Company's supervision is entrusted to an Audit Committee which may be composed of a minimum of three effective members, one of which its President, elected by the General Meeting among the non-executive members of the Board of Directors.

The Audit Committee members are elected for four-year terms and can be re-elected.

• Statutory Auditor

The supervision of the Company's accounts is entrusted to a Statutory Auditor, elected by the General Meeting under proposal of the Audit Committee.

The Statutory Auditor, is elected for a period of time not exceeding four years and may be reelected, within the limits set out in Law No. 140/2015.

• Company Secretary

The company has a Company Secretary and a Company Secretary Alternate appointed by the Board of Directors for a term of office identical to its.

• Governance Committee

The Company has the following Governance Committee, which was constituted in accordance with the applicable legislation and with a view to strengthening the Company's governance structure:

- Nomination and Remuneration Committee

This committee can be composed of a minimum of three and a maximum of five members, appointed by the Board of Directors from among non-executive directors.

• Functional Committees

The Company has the following functional committees, which were created with specific purposes to support the Company's executive management body:

- Business Development Committee

- Planning and Financial Control Committee

- Internal Control and Compliance Committee

- Asset and Liability (ALCO) and Risk Management Committee

4.2. Specific Framework

4.2.1.General Meeting And Bureau

The General Meeting is composed of the shareholder(s) of the Company.

The total shares representing 100% of the share capital of the Company, in the total amount of €195,198,370.00 Euros, are held by the sole shareholder, Bison Capital Financial Holdings (Hong Kong) Limited, which in turn has as a sole shareholder the a Bison Capital Holding Company Limited (Hong Kong)..

The General Meeting is assisted by a Bureau, which may consist of a President and one or two Secretaries, having been appointed for the General Meeting Bureau, for the period 2022-2025, the following members:

• Chairman: Paulo Herberto da Costa Ramos Martins

• Secretary: Afonso Maria Pita Negrão Cardoso de Menezes

4.2.2.Board of Directors

The Board of Directors appointed for the period from 2022 to 2025 is composed of 7 members, currently comprising the following members:

• Bian Fang, who also uses Fang Bian (Chaiman)

• António Manuel Gouveia Ribeiro Henriques (member and Chief Executive Officer)

• André Filipe Ventura Rendeiro (member)

• Eduardo Nuno de Sousa Feijóo Moradas (member)

• Issuf Ahmad (non-executive member)

• Wang, Ting (non-executive member)

• Luís Miguel Gonçalves Folhadela de Oliveira (non-executive member)

The competences, as well as the Board of Directors' functioning, are regulated in the Board of Directors' Regulation approved by this body which constitutes Annex I to the Document.

4.2.3.Executive Committee

The Board of Directors created an Executive Committee to which it delegated the day-to-day management of the Company, having determined in its own document the limits of this delegation, within the limits of the competence reserved to the Board of Directors, as provided for in the Board of Directors' Regulations.

The Executive Committee appointed for the period from 2022 to 2025 is composed of 3 members, currently having the following composition:

- António Manuel Gouveia Ribeiro Henriques (Chief Executive Officer)
- André Filipe Ventura Rendeiro (Executive member)
- Eduardo Nuno de Sousa Feijóo Moradas Executive member)

The competences, as well as the Executive Committee' functioning, are regulated in the Executive Committee' Regulation approved by this body and by the Board of Directors, which constitutes Annex II to the Document.

The allocation of responsibilities by the members of the Executive Committee was approved by the Board of Directors and is reflected in its own document which constitutes Annex III to the Document.

4.2.4.Audit Committee

The Supervisory Board appointed for the period 2022 to 2025 is composed by 3 effective members, one of which its President, currently having the following composition:

- Issuf Ahmad (Chairman)
- Wang, Ting (Member)
- Luis Miguel Gonçalves Folhadela de Oliveia (Member)

The competences, as well as the Audit Committee's functioning, are regulated in the Supervisory Board' Regulation approved by this body, which constitutes Annex IV of the Document.

4.2.5.Statutory Auditor

The Statutory Auditor of the Company appointed at the General Meeting, on a proposal from the Audit Committee, for the period 2022 to 2023 is the following:

Pricewaterhouse Coopers & Associates – Company of Statutory Auditors, Lda, registered in the Order of Statutory Auditors under paragraph 183 and registered in the CMVM under number 20161485.

4.2.6.Company Secretary

The Company has a Company Secretary and a Company Secretary Alternate, who have been appointed by the Board of Directors, for the period 2022-2025, as follows:

• Company Secretary: Afonso Maria Pita Negrão Cardoso de Menezes

• Company Secretary Alternate: Ricardo Mateus Mimoso.

The responsibilities and job description of the Company Secretary are regulated in the Company Secretary' Regulation prepared by this body and approved by the Board of Directors, which constitutes **Annex V** of the Document.

4.2.7.Governance Committees

4.2.7.1. Nomination And Remuneration Committee

Currently the Nomination and Remuneration Committee is composed by the following members:

• Issuf Ahmad (Chairman)

• Fang Bian

• Luis Miguel Gonçalves Folhadela de Oliveira

The competences and the way of functioning of the Nomination and Remuneration Committee are regulated in the Nomination and Remuneration Regulation approved by this body and by the Board of Directors, which constitute **Annex VI** of the Document.

4.2.8.Functional Committees

The specific objectives as well as the way of functioning of the functional committees that the Bank currently has and which are identified below are regulated in Normative "Terms of Reference - NOR_EOF_106" which is approved by the Board of Directors and constitutes **Annex VII** of the Document.

- Business Development Committee – The coordinator is responsible for the Business Development Department

- Planning and Financial Control Committee – The coordinator is responsible for the People and Accounting Department

- Internal Control and Compliance Committee – The coordinator is responsible for the Compliance Department

- Asset and Liability (ALCO) and Risk Management Committee – The coordinator is responsible for the Global Risk and Reporting Department

5. ORGANICAL AND FUNCTIONAL UNITS OF THE INSTITUTION

In addition to the bodies and committees, the Bank's organic structure would not be understood without a description of the respective organic and functional units, which are as follows:

The responsibilities as well as the way of functioning of the organic and functional units are regulated in the respective Organic and Functional Statutes (EOF) which constitutes **Annex VIII** of the Document and are identified below:

NORMA NOR_EOF_112 – EOF Compliance Department

NORMA NOR_EOF_111 - EOF Internal Audit Department

NORMA NOR_EOF_110 – EOF Global Risk and Reporting Department

NORMA NOR_EOF_115 and 123 – EOF People and Accounting Department

NORMA NOR_EOF_121 and 122 – EOF Technology and Operations Department

NORMA NOR_EOF_100, 104, 105, 114 and 124 – EOF Business Development Department

NORMA NOR_EOF_TBD – EOF Customer Service and Support Department

NORMA NOR_EOF_116 – EOF Treasury Department

NORMA NOR_EOF_123 – EOF Human Resources Department

NORMA NOR_EOF_113 – EOF Legal and Governance Department

6. MACRO-STRUCTURE

The Bank's macro structure in force is attached **(Annex IX).**

7. COMPANY ARTICLES OF ASSOCIATION

The Company's Articles of Association are attached **(Anexo X).**

8. RELATED DOCUMENTS

All of the ones identified below as Annexes to this Document.

9. ANNEXES

All the documents identified above as Annexes and which are identified below:

Annex I – Regulations of the Board of Directors

Annex II – Regulations of the Executive Committee

Annex III – Board Members Responsibilities Distribution - NOR_EOF_103

Annex IV - Regulations of the Audit Committee

Annex V – Regulations of Company Secretary

Annex VI – Regulations of the Nomination and Remuneration Committee

Annex VII - Committees Terms of Reference - NOR_EOF_106

Annex VIII – Organic and Functional Statutes (EOF) of the Bank's organic units, which includes all documents identified in point 5 above.

Annex IX - Macro-structure - NOR_EOF_102

Annex X - Company's Articles of Association

10. REVIEW AND APPROVAL

This document shall be reviewed and approved annually by the Board of Directors and whenever any of its chapters or its Annexes are required.

With regard to the governance framework and internal organisation of the institution and its implementation, its review is conducted by the Board of Directors with the support of the Company Secretary, having particular attention to possible changes in internal and external factors affecting the institution.

With regard to all the documents attached to this Document as "Annexes" and without prejudice to their overall approval, their revision and updating shall be promoted individually and the responsibility of that belongs to each of the respective bodies and organic units as follows:

Anexes	Documents	Responsablities
Anexo I	Regulations of the Board of Directors	Board of Directors / Company Secretary
Anexo II	Regulations of the Executive Committee	Board of Directors / Company Secretary
Anexo III	Board Members Responsibilities Distribution - NOR_EOF_103	Board of Directors / Company Secretary

Anexo IV	Regulations of the Audit Committee	Audit Committee / Company Secretary
Anexo V	Regulations of Company Secretary - NOR_EOF_120	Company Secretary / Board of Directors
Anexo VI	Regulations of the Nomination and Remuneration Committee	Board of Directors / Nomination and Remuneration Committee/ Company Secretary
Anexo VII	Committees Terms of Reference - NOR_EOF_106	Board of Directors / Company Secretary
Anexo VIII	Organic and Functional Statutes (EOF) of the Bank's organic units, including all documents identified in point 5 above	Board of Directors / Organic Unit
Anexo IX	Macro-Structure - NOR_EOF_102	Board of Directors / Company Secretary
Anexo X	Company's Articles of Association	Company Secretary / Board of Directors / Shareholder.

11. AVAILABILITY

The Document is available for consultation in the internal document management system and on the Company's website.

The documents referred to here as Annexes are made available autonomously and only those whose availability to the public is mandatory can be consulted through the company's website.