

## **GROUND FOR THE MATTERS TO BE SUBMITTED FOR VOTING IN THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETINGS TO BE HELD ON APRIL 6, 2021**

### **I. ORDINARY SHAREHOLDERS' MEETING**

#### **DISTRIBUTION OF DIVIDENDS**

The company will propose to the ordinary shareholders' meeting that the distributable net profits of the 2020 business year, amounting to Ch\$310,696,231,357, be distributed as follows:

- a) Distribute a dividend of Ch\$700 per share, amounting to Ch\$104,137,558,000, equivalent to about 32.8% of the net profits of the 2020 business year and higher than the minimum according to law.
- b) Allocate the remaining profits in the year, amounting to Ch\$206,558,673,357, to the reserve fund from net income. The capitalization of the part of the profits not distributed as a dividend will increase the Bank's paid capital base and thereby sustain its growth and the development of new business.

#### **DEFINITIVE APPOINTMENT OF MR. JORGE BECERRA URBANO AS A DIRECTOR OF THE BANK**

The Bank will ask shareholders to ratify the appointment of Mr. Jorge Becerra Urbano as a director of Banco de Crédito e Inversiones.

As informed in a material fact dated June 23, 2020, a Board meeting held on that same date accepted the resignation of Mr. Lionel Olavarría Leyton and agreed to appoint Mr. Jorge Becerra Urbano as his replacement on that same date.

Pursuant to what is set forth in article 8 of the corporate by-laws, the vacancies that arise on the Board shall be filled by the remaining directors elected by shareholders. The replacement shall remain in office until the next ordinary shareholders' meeting, in which the definitive appointment shall be made. The director so appointed shall remain in office throughout the outstanding time of the previous director to complete the period for which he was elected.

#### **BOARD REMUNERATION**

The company will propose to the ordinary shareholders' meeting a director remuneration and expenditure system for the period from April 2021 through to the next ordinary shareholders' meeting, which is similar to that proposed in prior years:

(i) Fixed monthly remuneration: 150 monthly tax units for each member of the Board, except the Chairman, who shall receive a fixed remuneration of 850 monthly tax units, and complying with the special mandate vested in him by the Board.

(ii) Remuneration for each attendance of a Board meeting, Executive Committee meeting, Sustainability and CSR Committee meeting, Finance and Corporate Risk Committee meeting, Innovation and Technology Committee meeting, and Compensation Committee meeting: 5 monthly tax units.

(iii) Variable remuneration: 0.3% of the net profit, considering the average profits in 2019, 2020 and 2021. Such profit sharing will be divided by 10 with two tenths going to the Chairman of the Board as Chairman of the Bank and complying with the mandate vested in him by the Board, and one tenth to the other directors.

These remunerations shall be understood as notwithstanding the fees for special, permanent or transitory services provided by directors.

Directors shall also be entitled to travel tickets, travel and representation expenses for their trips outside their place of residence at the Bank's expense.

Bci's directors actively participate and are involved in the Bank's management, providing their experience and vision to run it, which along with their professional and personal qualities jointly justify the remuneration system proposed.

### **REMUNERATION OF MEMBERS OF THE DIRECTORS' COMMITTEE AND EXPENSE BUDGET FOR ITS OPERATION**

(i) Remuneration of directors on the Directors' Committee:

Pursuant to what is laid down in article 50 bis of the Law on Corporations, which establishes that the remuneration of directors on the Directors' Committee may not be less than the remuneration established for directors plus one third of its amount, directors who are on the Directors' Committee shall receive a fixed monthly remuneration of 50 monthly tax units, in addition to their remuneration as directors, along with a third each director receives as variable remuneration established in the previous letter.

(ii) Expense budget for the operation of the Directors' Committee and its advisors:

Considering that pursuant to what is laid down in article 50 bis of the Law on Corporations the expense budget of the Committee may not be less than the sum of the annual remunerations of the Committee members, the Board deemed it fit to propose an annual amount equivalent to 3,000 monthly tax units.

### **APPOINTMENT OF THE INDEPENDENT AUDITORS**

In accordance with article 16 of the General Banking Law, the consolidated financial statements at December 31 of each year must be reported by a firm of independent auditors.

Pursuant to what is set forth in article 52 of Law N°18.046 on Corporations, the ordinary shareholders' meeting shall appoint a firm of independent auditors governed by Title 28 of Securities Market Law N°18.045 to analyze the accounting, inventories, balance sheet and other financial statements of Banco de Crédito e Inversiones, and it must report on this work in writing at the next ordinary shareholders' meeting.

After analyzing the information submitted due to quoting independent auditor services, the cost breakdown of the services and work included in the auditing service, the benefit of having a new vision of this matter after having completed a nine-year period with the same independent auditor firm, and notwithstanding the rotation of auditor partners every three years, a Directors' Committee meeting held on February 22, 2021 recommended the appointment of KPMG as the Bank's independent auditors for 2021.

A Board meeting held on February 23, 2021 agreed to propose to the shareholders' meeting that it appoints KPMG as the auditing firm.

## **APPOINTMENT OF PRIVATE CREDIT RATING AGENCIES**

The company will ask shareholders to maintain the services of the private credit rating agencies of Feller Rate and Fitch Ratings for the Bank's domestic rating and appoint the private credit rating agencies of Standard & Poor's, Moody's Investors Service and Fitch Ratings for the Bank's international credit rating.

The mentioned credit rating agencies meet all the requirements of independence, experience and track record needed to perform the Bank's domestic and international credit rating functions, and have the due certification of regulators in Chile and in the leading global financial markets.

Moreover, the firms proposed for the Bank's domestic risk rating also rate the leading banks in Chile.

## **II. EXTRAORDINARY SHAREHOLDERS' MEETING. CAPITAL INCREASE SUBSCRIBED AND PAID UP BY CAPITALIZING RESERVES. CAPITAL INCREASE BY ISSUING CASH SHARES**

### **1. Capital increase by capitalizing reserves.**

The Board has decided to propose to the extraordinary shareholders' meeting to increase the Bank's subscribed and paid-up capital, by capitalizing Ch\$206,558,673,357, as follows:

- a) The sum of Ch\$206,558,646,037 by issuing 7,118,565 no-par-value bonus shares, and
- b) The sum of Ch\$27,320 without issuing any bonus shares.

### **Grounds for the above proposal**

The Bank's proposed capital increase by capitalizing profits will enable Bci to meet the current capital requirement regulation and stay ahead of greater capital requirements, which is a trend now evident in the banking industry.

The ratio of basic capital to total consolidated assets and regulatory capital to risk-weighted assets will be around 6.60% and 13.33%, respectively (February 2021 base used), and both are above the minimum regulatory requirements of 3% and 8%, respectively.

Regarding the portion of reserves to be capitalized by issuing bonus shares, these will increase the number of shares issued by the company, which implies improving its liquidity.

To distribute Ch\$206,558,646,037, by issuing 7,118,565 bonus shares, their reference value was calculated as Ch\$29,016,894 per share, according to the average weighted price of a share of Banco de Crédito e Inversiones on the Santiago Stock Market 120 days before the date of the Board meeting on February 23, 2021. Accordingly, 7,118,565 no-par-value bonus shares will be issued, which will be distributed among shareholders who have shares registered in their name at midnight on the fifth business day before the date of the share distribution, as laid down in the Law on Corporations and the respective Regulation.

2. Modify the corporate by-laws to align them to the agreements reached regarding the previous point.

### **III. REMOTE PARTICIPATION IN SHAREHOLDERS' MEETINGS. VOTING SYSTEMS AND MECHANISMS**

**Shareholders who can participate:** those shareholders registered in the Shareholders' Registry as of midnight of the fifth business day before the shareholders' meetings, i.e., March 29, 2021, may participate in the shareholders' meetings,

**Remote participation:** the company has decided to implement technological means that allow for remote participation and voting.

Further information on how to participate remotely in shareholders' meetings shall be available on the institutional website <https://www.bci.cl/investor-relations/junta-de-accionistas/>

**Voting systems:** Pursuant to what is set forth in Article 64 of Law N°18.046 on Corporations and in General Regulation N°273 of January 13, 2010 of the Financial Market Commission, the company will propose to those shareholders who attend the meetings that each point be voted on by acclamation, unless the shareholders attending unanimously agree on a different voting system out of those permitted and authorized by the Financial Market Commission.