



Collaboration proposal for the analysis of capabilities



October, 2018



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Dear Sirs,

We are pleased to submit for your consideration our professional services **proposal** (hereinafter "the Proposal") for **the analysis of capabilities** in the International Commission for the Conservation of Atlantic Tunas (from now on, the Commission or ICCAT).

This proposal has been produced on the basis of the information provided on the Request for Quotation document submitted by you and our previous **experience** to develop this kind of projects.

Let us thank you for giving us the opportunity of submitting this professional services proposal. Rest assured that we will do our best to offer you an **effective service**. In case of deserving your trust, we commit ourselves to carry out the work with the highest **quality standards** and in the **foreseen terms**, assigning for it our **best professionals** and proposing recommendations that can contribute to improve their procedures.

With this proposal we would like to **confirm** the **scope and purpose** of our professional intervention, as well as the degree of our **responsibilities** in carrying out the work.

Hoping that this proposal meets your expectations, we remain at your disposal for any information you may require.

Kind regards,

Jaime Romano







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1. Background



- The International Commission for the Conservation of Atlantic Tunas is an inter-governmental fishery organization responsible for the conservation of tunas and tuna-like species in the Atlantic Ocean and its adjacent seas. Currently, there are 52 Contracting Parties and any government that is part of the United Nations (UN) can join.
- It was born in 1996 during the days of the Plenipotentiary Conference for the Conservation of Atlantic Tunas. Its headquarters are located in Madrid and the official languages are Spanish, French and English.
- ICCAT compiles fishery statistics from its members and from all entities fishing for these species in the Atlantic Ocean, coordinates research, including stock assessment, on behalf of its members, develops scientific-based management advice, provides a mechanism for Contracting Parties to agree on management measures, and produces relevant publications.
- The establishment of fishing quotas that order the activity is of vital importance for the economy of the fishing areas in which the tuna is caught, in Spain both Andalusia and the Basque Country and the Canary Islands would be examples.



2. Objective and Scope





In this context, the **objective** of the proposal is to analyze the capabilities and profiles of the Commission's employees in order to identify indicators that serve for decision making and opportunities for improving efficiency.

The **scope** of this project includes:

- Analyze processes, activities and operational loads.
- Identify and propose the most important drivers.
- Define parameters that match the different activities.
- Design a management model.
- Identify savings opportunities.
- Propose a "roadmap" that allows the implementation of measures to improve efficiency.



3. Methodological approach

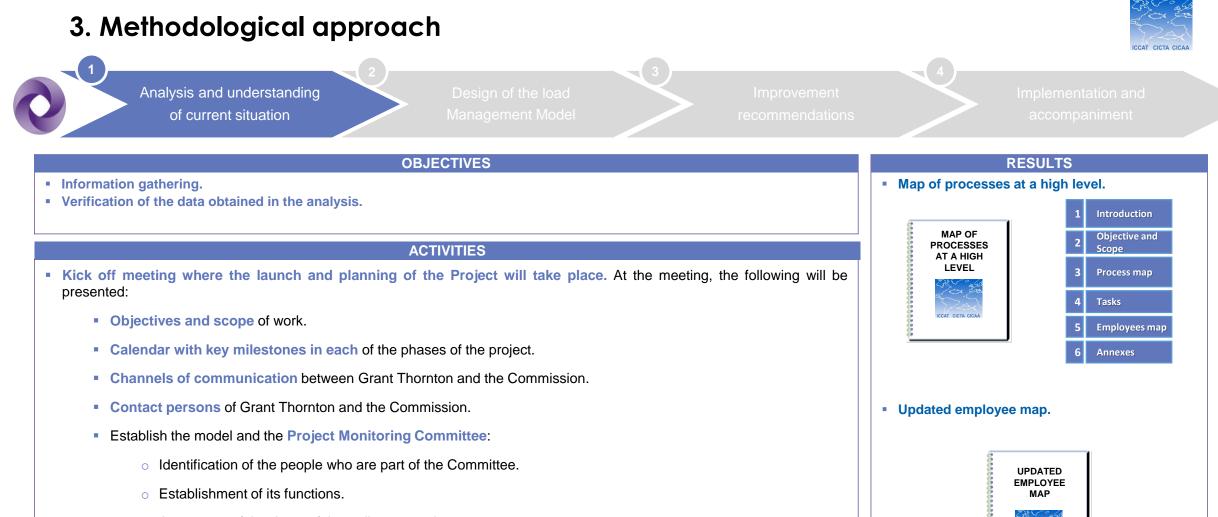


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In order to achieve the above-mentioned objectives, we propose a widely-tested work **methodology** that allows us to deal in an orderly and coherent manner with the various phases of development of this type of project, **summarized in the following scheme**:

0	1 Analysis and understanding of current situation	2 Design of the load Management Model	3 Improvement recommendations	4 Implementation and accompaniment
Objectives	 Collect information about the processes and activities / tasks of the Commission. Verify with the appropriate interlocutor the data obtained from our analysis. Request and analyze the employee map. 	 Propose the updated analysis model of operational loads, proposing the most convenient drivers for the management of the processes and the most appropriate methodology. Design the Management Model of the Commission that includes management improvements. Validate the model with those responsible for the Commission through specific interviews. 	 Prepare a Report of recommendations detailing possible opportunities for efficiency improvement/cost savings identified. Presentation of an Action Plan for the implementation of the approved measures: Necessary tasks. People and resources involved. The milestones. The deliverables and the prioritization of improvements. 	 Join in the implementation and execution of the Action Plan. Report economic deviations and breach of deadlines. Contribution of data for decision making. Anticipate project risks and collaborate in the development of mitigation strategies.
Results	 Map of processes at a high level. Updated employee map. 	Load Management Model.	 Recommendations for improvement in efficiency and costs. Action Plan. 	 Follow-up Report. Minutes of the Control Committee.





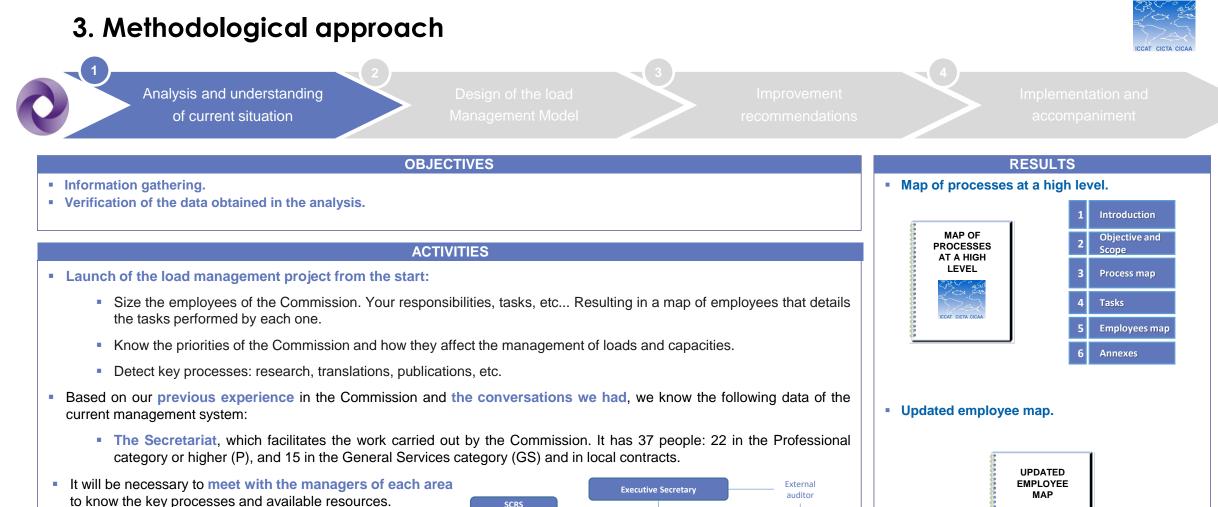
- Agreement of the dates of the ordinary meetings.
- Identification of the circumstances in which the Committee would meet in an extraordinary manner.
- Agree the control and management indicators (KPIs) to be used to monitor the evolution of each of the project phases: fulfillment of milestones, etc.



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Request a map of employees detailing the working hours of each employee and the area in which they work.





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3. Methodological approach





OBJECTIVES

Information gathering.

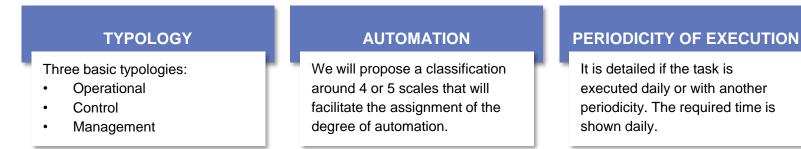
Verification of the data obtained in the analysis.

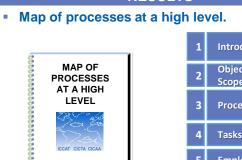
ACTIVITIES

- Solicitation of documents with activity indicators and priorities for understanding the current situation of load analysis. Each process will have at least one KPI (Key Performance Indicator).
- Proposition of variables in which to classify the tasks that will be useful for decision making. For example:

		Automation			Dedication (minutes/year)		Criticality of
Type of task (operational / management)		Manual (%)	Automatic (%)	Informatic support	Minutes per tasks	Frecuence	Position	the task (High- Medium- Low)
OP	Publications	50	50	Office	66555	daily	Professional	High
OP	Traductions	50	50	Office	64588	daily	Professional	High
OP	Investigation	50	50	Office	46588	daily	Professional	High
OP	Advisory	50	50	Office	53,224	puntual	Professional	Low
OP	Evaluation	50	50	Office	53,244	puntual	Professional	Low

• As we see in the attached example, we include data such as:





RESULTS



Updated employee map.





3. Methodological approach





OBJECTIVES

Information gathering.

Verification of the data obtained in the analysis.

ACTIVITIES

- Identify the positions of responsibility that performs each task. Additionally, it will include the level of automation of each task.
- We will identify the actions and activities carried out by each work area, which make up the most relevant processes, to obtain a clear understanding of the current situation. Furthermore, we will validate the criticality of the activity in connection with others that are carried out and the "real" degree of automation that this activity presents. Finally, relationships will be established between activities that may involve direct efficiency improvements (quick wins).
- Subsequently, guided by a specific questionnaire, interviews will be conducted with those managers understood as key
 persons and with key departments to obtain the necessary information.
- In these interviews we will deepen our understanding to detect key processes, work areas involved, activity and information flows, people involved and measurement of resources consumed, drivers used and levels of automation, among other aspects.
- Identification of the KPIs or management indicators that are currently being used by the Commission:
 - Measure of the effort and capacity they represent.
 - Suitability of the drivers currently used and proposals for new indicators, based on our experience in similar activities/processes.



RESULTS

Updated employee map.







7,2% 2,3%

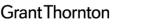
- ión de los riesgos de balance to execute each activity.
- Deliver an appropriate profile report for each activity (resources per processes and capacity in which each employee is located)

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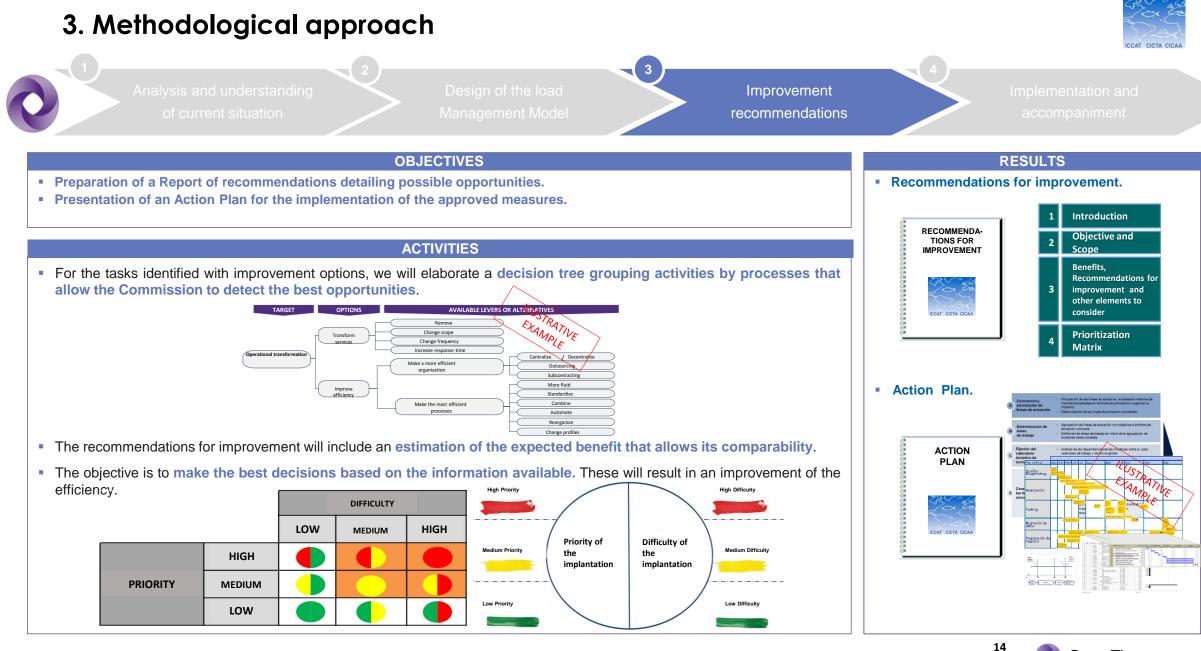
Deliver a report in the form of an FTE matrix by functional area and work process.

3. Methodological approach Improvement recommendations **OBJECTIVES** RESULTS Preparation of a Report of recommendations detailing possible opportunities. Recommendations for improvement. Presentation of an Action Plan for the implementation of the approved measures. Introduction RECOMMENDA-**Objective and** TIONS FOR **ACTIVITIES** IMPROVEMENT Scope Benefits. Identify opportunities to improve efficiency and reduce costs that imply an improvement in the income statement. Thanks Recommendations for to our experience, after the work carried out during the previous phases, we will be in a position to propose what would be the improvement and other elements to improvements in operational management that would have a greater impact and evaluate opportunities for restructuring tasks consider and processes for the Commission. Prioritization These opportunities will be documented and presented for discussion, being the Commission the one that selects the Matrix most relevant ones, which will be part of the Action Plan that details its implementation plan. Action Plan. To achieve consistent savings, of a significant volume and lasting over time, it is necessary to focus on value activities and abandon what is not core business. As part of the added value that Grant Thornton wants to contribute in this project, after understanding the business achieved during the previous phases and the updated design of the Commission's Load Management Model, we hope to find ACTION PLAN opportunities for improvement in the processes that will give us opportunities of restructuring such as the following: Internal costs Capacity Operational Production costs **Automatization Synergies** adjustment specialization reduction reduction Improvement in operational processes Non-Increase in **Higher level** productive **Best practices** opportunities Rationalization added value of service tasks implementation in key processes deletion

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3. Methodological approach Implementation and accompaniment **OBJECTIVES** RESULTS Accompaniment in the implementation and execution of the Action Plan. Follow-up Report. Report of economic deviations. FOLOW-UP **ACTIVITIES** REPORT Until the deadline detailed in this proposal ends, Grant Thornton will accompany the Commission in the implementation of the Action Plan. The roles and responsibilities that Grant Thornton assumes in this phase of the project include: Project management and problem solving. Validation of decisions. Leadership and coordination of integration projects. Minutes of the Control Committee. Monitoring the degree of progress. Risk management of integration projects. Specific collaborations in concrete lines of work. Leadership and coordination of the work area initiative of their responsibility. MINUTES OF THE CONTROL Decision making and generation of documentation. COMMITTEE Identification and communication of risks arising during the implementation. Arbitration of conflicts.

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Project planification

According to the methodology proposed and marked in this document, and according to our experience in similar projects, the duration of the project will be **2 months of effective work**. The activities to develop and the high-level timing are shown in the following schedule:

Phases		Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8
1	Analysis and understanding of current situation								
2	Design of the load Management Model								
3	Improvement recommendations								
4	Implementation and accompaniment								

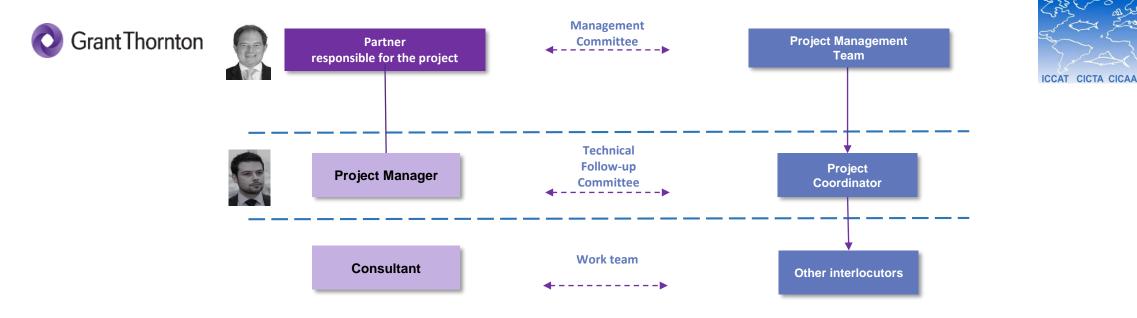
As is logical, this calendar is orientative based on our best estimation and is conditioned to the availability of the information necessary for the development of the work as well as the possibility of carrying out the interviews and work meetings with the different people in charge of the areas involved.



Project Organization Chart

In order to complete the project we propose to count on the following team to carry out the project in 2 months of effective work:

- 1 Partner, specialist in procedure analysis and efficiency.
- 1 Manager, specialist in procedure analysis and efficiency, at approximately 25%, who contributes with knowledge of the sector, and manages the team, as well as leading the relationship with the ICCAT.
- 1 Consultant, with total dedication.







CV of the Work team

Jaime Romano Partner Grant Thornton		
Jaime.Romano@es.gt.com		
91 576 39 99	Relevant experience	
Paseo de la Castellana, 81 28046-Madrid		54 54

Jaime has more than 25 years of professional experience in developing different typologies of projects in several industries such as Financial Entities, Communications, Real Estate, etc.

Jaime has specialized experience as a leader in the analysis and execution of projects in efficiency improvement and costs management:

- Major transformation, integration and restructuration projects
- Reengineering, optimization and process improvement
- Internal control Management

He has become an expert in this area via the participation in a number of different training groups, seminars and workshops, about the expertise in different matters related with several industries and topics such as process improvement, cost optimization, real estate strategy, e-business, procurement, etc.

Over several years he has worked in ARTHUR ANDERSEN (now DELOITTE), GRUPO TELEFONICA, ADQUIRA (Procurement and Marketplace initiative powered by Telefónica, BBVA, Iberia and Repsol), GRUPO IPSA (Technology) and was the owner and founder of the company ALHAMBRIA which specialized in costs management and processes related.

Here are some of the projects that Jaime has directed or lead:

- Analysis, improvement and process reengineering in financial entities, real estate companies, communications and distribution companies
- Design and developing strategic plans for new business for Spanish companies in new markets (especially within Europe, Latin America and US)
- Implementation of process improvements in several industries through new and advanced technologies
- Design and implementation of Shared Services Centers for international companies
- Design and implementation of business, strategic and costs effectives plans form many industries
- Assessment for decision process, information systems and analytical models of costs management.
- Projects for costs reduction in several categories, with continuous improvement plans
- National and international experience in process improvement of operational processes in financial entities
- Management and Direction in acquisition projects and sale of companies and business lines for Spanish companies in new markets





CV of the Work team

Ángel Manuel Prieto Herrera Senior consultant

AngelManuel.Prieto@es.gt.com 91 576 39 99 Paseo de la Castellana, 81 | 28046-Madrid

Relevant experience



Ángel is manager in Grant Thornton Spain.

In the past Ángel worked as auditor in Deloitte, in the audit of financial entities (Funds, Hedge Funds, SICAVs, Pension Funds, Wealth Management companies and Consolidated Groups), he has also worked in due diligence projects and custody and protection of assets reports, leading the working team.

He has worked with NIAS-ES, PGC, CNMV and ESMA regulation.

He leaded the valuation area in capital-market at Deloitte, making reports to the department and valuation recommendation, working with Bloomberg and Reuters.

Additionally, he taught a subject on accountancy on the "Máster en Consultoría de Negocio" at Universidad Pontificia Comillas.

Ángel holds a Master in Audit and Management Skills from Universidad Pontificia Comillas and in Audit, Accountancy and Capital-Market from Universidad Autónoma de Madrid and Universidad de Alcalá. Thanks to his professional background Ángel has gained considerable experience in areas such as the following:

- RBC integration project in Inversis Banco (analysis of capabilities of the entire Inversis staff and calculation of the impact of RBC)
- Review and improvement of internal control in Avalmadrid: underpinning the model of the "3 lines of defense", preparation of RAF, Government Frameworks for the main functions (grant, follow-up, recoveries), etc.
- Update of the map of operational risks in a financial institution
- PMO's implementation in financial institution (PMI methodology)
- Due diligence on Pioneer and Santander Asset Management merger
- Spanish regulatory environment
- Financial analysis and external audit, using CNMV regulation and Spanish audit and international (NIAS-ES) regulation, including 2008 PGC standards

Relevant Clients:

Banco Santander, BBVA, SAREB, Liberbank, Gesconsult, March AM, Liberbank Pensiones, Morgan Stanley Derivatives Products Spain, BPA Global Funds AM, UBS Gestión, Cartesio Inversiones, Banco Depositario BBVA, SGAE, UNO-E o Barclays Wealth Management





Area:

Financial



Denomination:

Analysis of processes and running costs of the Internal Audit Area. Implementation of tools and identification of opportunities.

Target:

Within the Project in the Bank, consisting of an integral process analysis, the analysis of the processes, activities, resources and their necessary profiles to undertake the implementation of the Audit Plan is pursued both in the Bank and in the Assets Managing Body.

Systems Used:

I.T. environment (Excel, Word and Power Point) and ODOO installation.

Main benefits obtained :

Given that the Bank is in the process of purchasing the Spanish subsidiary of Royal Bank of Canada, there is a need to know the impact it will have on the business in general and in the Audit function in particular. Therefore, a survey of all the tasks and processes thereof is carried out, as well as the identification of activity indicators, simulations and anticipation of needs.

- Functional scope:

The functional scope of the project is summarized in the achievement of the following milestones:

- Analysis of the current Workload Management Model applied by the entity.
- Meeting with the managers of Audit and IICS Managing Body to:
 - Define activity processes and indicators (drivers).
 - Identify the tasks that compose them and their characteristics: degree of automation, periodicity of execution, criticality, risk, driver...
 - Identify the employees that execute each task and their responsible.
 - Identify the running costs of each task, taking several reports and establishing a tendency to avoid subjectivities.
- Once we have understood and validated the needs to be covered, we propose the implementation of the tool that best suits; in this case it was ODOO and we worked with a partner.
- Definition of the new Management Model, system of data gathering and reports to be generated, as well as employee training.
- Support for the definition of the Audit Plan, with work programs and associated plans.
- Making recommendations for improvement in efficiency and cost savings and proposing a plan for its implementation.





Area:

Culture



Denomination:

Analysis of the management costs associated with SGAE's commercial network.

OTarget:

AGEDI-AIE, as users of the commercial network of SGAE, required an analysis of the business management costs that allowed to know precisely the consumption of human and material resources used by SGAE to raise on behalf of AGEDI-AIE in order to agree on a mechanism of allocation between the parties involved.

Q Systems Used:

I.T. environment (Excel, Word and Power Point).

Main benefits obtained:

An analytical model designed to allocate the management costs of the sales network, agreed between the parties involved and supported by an information system and integrated management costs. Main consequences: Cost reduction, cutting duplicities and transparency

- Functional scope:

- Understanding how SGAE and its commercial network currently operate.
- Identification of processes, procedures and activities carried out by the commercial network on behalf of AGEDI SGAE-AIE and its involvement in business management.
- Knowledge and analysis of the types of costs and establishment of criteria to classify them.
- Definition of the drivers to allocate indirect costs to activities based on Grant Thornton's experience.
- Design of the analytical model and the information system that support the above criteria.
- Analysis of costs by nature and evaluation of possible alternatives for costs optimization.
- Proposal of measures for improvement and process modifications to achieve further optimization of management.







Area:

Real State

ALTAMIRA 🐌 💩 Santander

APOLLO

Denomination:

Outsourcing of the technical unit and tool for the prevention of money laundering.

OTarget:

Qualified recommendation of the necessary changes and tools to implement to support processes and regulatory requirements to prevent money laundering, terrorist financing, criminal activity or market abuse, as well as define a plan and perform the accompaniment of the entity to take the final decision.

Q Systems Used:

I.T. environment (Excel, Word and Power Point) and technical tool.

Main benefits obtained:

Identify the potential weaknesses (operational improvements and risks) in compliance with regulatory obligations relating to the anti money laundry and TF, Market Abuse and MiFID, design and deploy the controls to cover the risks or weaknesses, propose the most convenience tool and outsource the service. In addition, a significant cost savings was generated.

Functional scope:

- Analyzing the current situation (AS-IS).
- Identification of potential technical, operational and legal risks.
- Report on improvements for different areas.
- Definition of a technical and operational model (TO-BE) for prevention of money-laundering and terrorist financing, including tools based on market benchmarking and conceptual framework of processes and technology.
- Assistance to the entity in the decision taking process, including evaluation, advisory and proposals to the CEO.

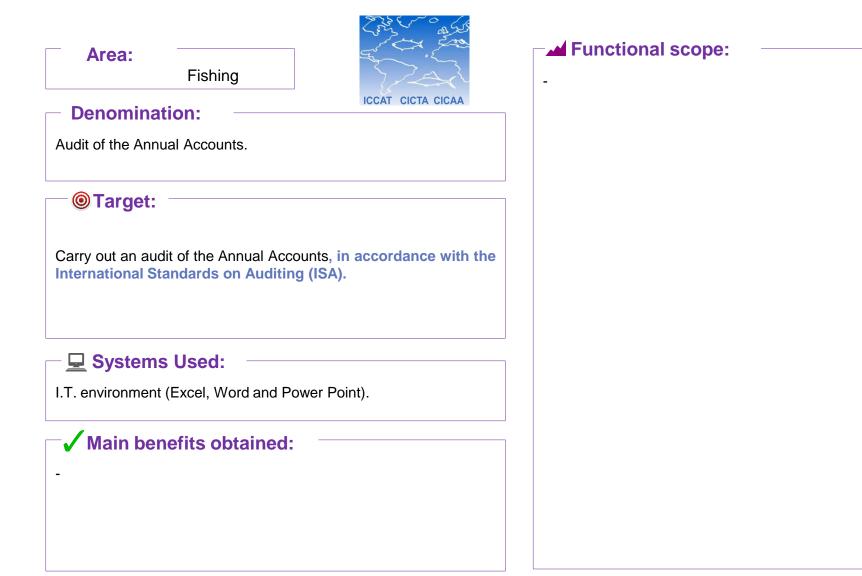
Deliverable:

- Analysis of the current situation: non-compliance and technological and operational risks map.
- Evaluate the tools and service suppliers of monitoring moneylaundering prevention.
- System Deployment (document repository to comply with local regulation, internal policies and other companies' policies that sale their assets through Altamira's sales network such as SAREB).
- Minutes and reports to the Steering Committee in order to evaluate the quality of the outsourced services.











6. Fees



- As you know, our fees are set according to the time spent on the work and the hourly rates in force each year, by
 professional categories, applied by Grant Thornton in general.
- Based on our initial estimation of the hours required, with the work team defined for the execution of the project in the terms described in this proposal, our fees for the services described in the attached documentation will be <u>36.000</u>
 <u>euros.</u>
- This budget does not include the corresponding Value Added Tax, travel expenses or the expenses that we could incur on your own, which would be additionally invoiced, prior communication to the client for its timely approval.
- For the **billing and collection** of our fees we propose the following distribution:
 - **50% at the beginning** of our professional performance.
 - **50% at the end** of our professional performance (8th week of effective work).
- The collection of the invoices will be made in a maximum of 30 days from the date of reception and acceptance of the same.
- Our intervention will be carried out within the strictest confidentiality and professional independence.



7. Why Grant Thornton?

In Spain

Grant Thornton, S.L.P. was established in 1984 under the name of Audihispana, S.A. After several mergers, on September 1, 2006, the merger with la Sociedad Grant Thornton S.L. occurred. Finally, and after several changes of denomination, on October 6, 2010, it changed its name to the current one.



7. Why Grant Thornton?

In the world



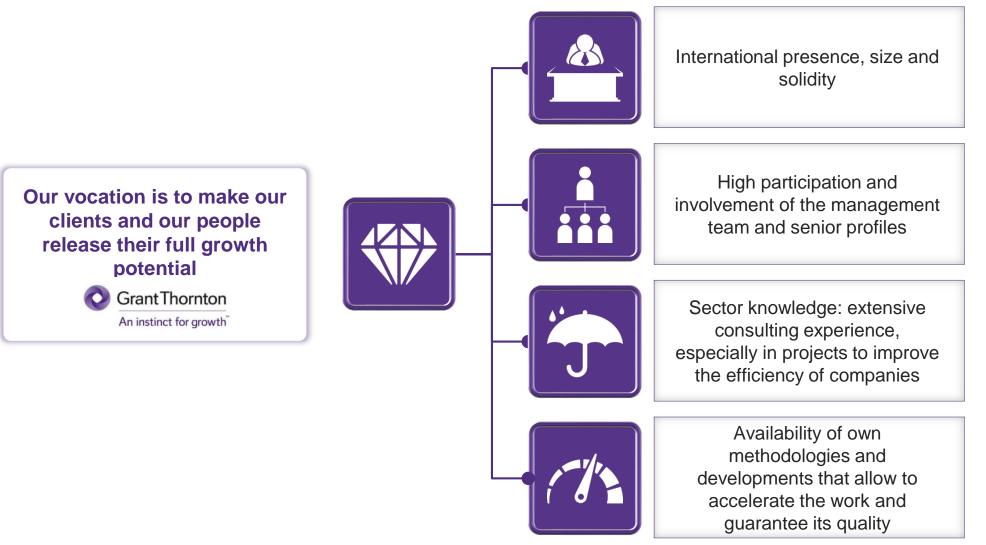
The Grant Thornton firms assist multinationals, quoted companies, family businesses and private and public organizations to realize their growth potential and improve, by giving advice that adds value and is practical and forward-looking to meet the challenges of each business. Proactive teams and accessible partners apply their knowledge, analytical capacity, experience and instinct to understand the complexities of each client and help them to find solutions.





7. Why Grant Thornton?

Our value proposition





8. Terms and Conditions



- Our work does not constitute an audit in accordance with generally accepted auditing standards and, therefore, we will not be in a position to express and we will not express any opinion on the financial statements or any other financial information used.
- This proposal does not include the review of financial statements or the drafting of contractual documents.
- Grant Thornton will execute the contract with the appropriate rigor and dedication, and recognizes that
 he will be liable to the Commission for the losses, damages, costs or expenses ("losses") caused by his
 negligence or by his premeditated failure. However, Grant Thornton shall not be liable if such losses
 are due to the provision of false, misleading or incomplete information or documentation, or if they are
 due to actions or omissions of personnel other than Grant Thornton.
- The maximum liability of Grant Thornton for the service included in this proposal will be limited to the amount of the fees received for the service that give rise to said responsibility.
- Our intervention will be carried out within the strictest **confidentiality and professional independence**.



8. Terms and Conditions



- We would appreciate it, if you agree with the terms and conditions of this proposal, you confirm it by signing the attached copy.
- Thanks to the trust placed in our firm, we reiterate our interest in providing a professional service of maximum possible added value.
- Please send us, in proof of conformity, the attached copy duly signed by a person with sufficient power in the Commission to which it is addressed. If there is any aspect that you did not agree with or that you would like to add or modify, please do not hesitate to contact us to discuss it.
- The presentation of the services that are the object of this proposal will be governed by the agreements reached by the parties and included in it.
- In accordance with the terms and conditions of this proposal, on behalf of:

The International Commission for the Conservation of Atlantic Tunas	GRANT THORNTON
D	D. Jaime Romano
Charge:	Partner



Contact



Jaime Romano

Partner in Efficiency and Costs

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E Jaime.Romano@es.gt.com







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