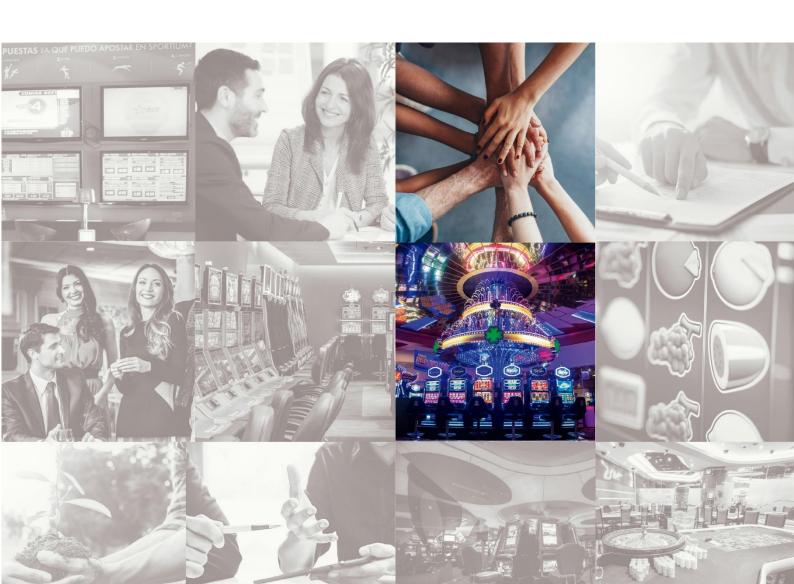


Regulations of the Audit and Compliance Committee of CIRSA Enterprises, S.A.

Approved on the 18th June, 2025





Índice

TITLE I. GENERAL PROVISIONS	3
Article 1 Nature and purpose	3
TITLE II. COMPOSITION OF THE AUDIT AND COMPLIANCE COMMITTEE	4
Article 4 Composition	4
TITLE III. POWERS OF THE AUDIT AND COMPLIANCE COMMITTEE	5
Article 7 Responsibilities and governing principles	
Article 16 Meetings Article 17 Constitution and adoption of resolutions Article 18 Venue Article 19 Reporting to the Board of Directors Article 20 Other matters. Article 21 Information supplied to shareholders and other stakeholders Article 22 Performance evaluation Article 23 Training	
TITLE V. COMMITTEE MEMBERS' DUTIES	14
Article 24 Powers to consult	



REGULATIONS OF THE AUDIT AND COMPLIANCE COMMITTEE OF CIRSA ENTERPRISES, S.A.

TITLE I. GENERAL PROVISIONS

Article 1 Nature and purpose

- 1. In accordance with the legislative provisions, the Bylaws and the Board Regulations, the Board of Directors of CIRSA ENTERPRISES, S.A. (the "Company") has created an Audit and Compliance Committee (the "Audit and Compliance Committee" or the "Committee") to ensure the best performance of its functions and to comply with the applicable legislative provisions.
- 2. The purpose of these regulations (the "Regulations") is to determine the operating principles of the Audit and Compliance Committee, the basic rules of its organization and operation and the rules of conduct of its members, all of this with a view to guaranteeing the independence of the Committee.
- 3. The Audit and Compliance Committee is a permanent internal body, of an advisory nature, without executive functions, with powers to report, supervise, advise and make proposals within its area of activity and is governed by the provisions of the law, of the Bylaws, of the Board Regulations and of these Regulations.
- 4. The function of the Audit and Compliance Committee is supervision. The management of the Company is responsible for the preparation, drawing-up and the integrity of the Company's financial and non-financial information.

Article 2 Prevalence and interpretation

- 1. These Regulations implement and complete the provisions of the Bylaws and of the Board Regulations that are applicable to the Audit and Compliance Committee. The Bylaws and the Regulations of the Board of Directors shall prevail in the event of a contradiction with these Regulations.
- 2. These Regulations shall be interpreted in accordance with the law, the Bylaws and the Board Regulations. The Board of Directors shall resolve any doubts that may arise from the interpretation of these Regulations.
- 3. Any capitalized terms used, but not defined, in these Regulations shall bear the meaning given to them in the Bylaws and in the Board Regulations.

Article 3 Approval and amendment

- 1. These Regulations shall come into force on the date on which they are approved by the Board of Directors
- 2. The Board of Directors shall have the authority to approve any possible amendment of the Regulations.



TITLE II. COMPOSITION OF THE AUDIT AND COMPLIANCE COMMITTEE

Article 4 Composition

- 1. The Audit and Compliance Committee shall be made up of a minimum of three and a maximum of seven directors appointed by the Board of Directors, who have the necessary dedication, ability and experience to perform their function.
- 2. All members of the Committee shall be non-executive directors and the majority of them shall be independent directors.
- 3. The members of the Audit and Compliance Committee, and specifically the Chairman, shall be appointed taking into account their knowledge and experience in accounting, auditing or risk management, both financial and non-financial, and at least one of them must have recent relevant financial experience.
- 4. As far as possible, and bearing in mind the limitations arising from its smaller size, compared with the Board of Directors, efforts shall be made to ensure the diversity of the Committee members, in particular in relation to gender, professional experience, competencies, sectoral expertise and geographical origin, promoting skepticism and critical thinking.
- 5. The Committee members, as a whole, must have the relevant technical knowledge, not only of accounting and auditing, but also of internal control and financial and non-financial risk management, and of the relevant aspects of the Group's sector and business.
- 6. It will also be encouraged the inclusion of profiles that together provide the Committee with an appropriate understanding or expertise in: (i) compliance; (ii) sustainability, both in terms of identifying and managing risks, opportunities and related impacts, as well as in relation to reporting obligations; and (iii) IT in order to facilitate efficient oversight of internal risk management and control systems, which typically use complex IT applications, and to be able to properly assess new emerging risks, such as cybersecurity.
- 7. The members of the Committee, as a whole, shall be deemed to have knowledge and experience in sustainability, accounting, verification and auditing matters if:
 - (a) Understands accounting, sustainability, audit and verification legislation.
 - (b) Can assess and interpret the application of the aforementioned accounting rules.
 - (c) Has experience in preparing, auditing, revising, analyzing or assessing financial statements and sustainability information of a certain degree of complexity, similar to those of the Company, or in supervising one or more persons engaged in those tasks.
 - (d) Is familiar with internal control mechanisms relating to the process of preparing both financial and non-financial information.

<u>Article 5</u> Appointments and offices

- 1. The members of the Audit and Compliance Committee shall be appointed by the Board of Directors.
- 2. Any Committee members that are reelected as directors of the Company by resolution of the Shareholders' Meeting shall continue to hold their positions on the Committee, without a new election being necessary, unless the Board decides otherwise.



- 3. The Board of Directors shall appoint the Chairman of the Audit and Compliance Committee from among the independent directors that are members of the Committee, ensuring that he has sufficient ability and availability to adequately perform his functions.
- 4. The Chairman of the Committee must be replaced at least every four years, and may be reelected when one year has elapsed from when he leaves office.
- 5. The Secretary of the Board of Directors, the Deputy Secretary or whoever they designate, shall act as Secretary of the Audit and Compliance Committee.

Article 6 Removal

Members of the Committee shall cease to hold office:

- 1. When they cease to be directors of the Company.
- 2. When, although remaining directors of the Company, they cease to be non-executive directors.
- 3. Independent directors, when they cease to have such status, although they continue to be directors of the Company.
- 4. At the end of the maximum term for which they were appointed without being reelected.
- 5. By resolution of the Board of Directors.

TITLE III. POWERS OF THE AUDIT AND COMPLIANCE COMMITTEE

Article 7 Responsibilities and governing principles

- 1. Apart from other tasks entrusted by law, the Bylaws or the Board of Directors, the Committee shall have the responsibilities set forth in Articles 8 to 14.
- 2. In the performance of its functions, the Committee must take into account the following basic principles of conduct:
 - (a) <u>Independence</u>, maintaining at all times the Committee's independence from instructions and relations with third parties that may undermine its performance, and the freedom of judgment of its members;
 - (b) <u>Critical thinking</u>, performing its function with skepticism, without systemically approving proposals and reports from persons that do not belong to the Committee, in particular from executive directors and other members of the management team.
 - (c) <u>Constructive dialog</u>, which offers all members and attendees the opportunity to freely deliberate at meetings. This dialog includes both that established between members of the Committee, and that engaged in with the Chairman of the Board of Directors, the Chief Executive Officer and other members of the Company's management team.
 - (d) <u>Sufficient analytical capacity</u>, obtaining, when necessary or appropriate, the expert advice of a third party that may assist the Committee with technical or particularly important aspects. For this purpose, the Committee must take into account the possible conflicts of interests that could arise in hiring the services of a third party.



Article 8 Responsibilities relating to the Shareholders' Meeting

If required, the Audit and Compliance Committee must inform the Shareholders' Meeting of the questions that may arise in relation to matters that are within the powers of the Committee and, in particular, regarding the result of the audit explaining how such audit has contributed to the integrity of the financial information and the function that the Committee has performed in that process.

Article 9 Responsibilities in relation to internal control and risk management

The Committee shall have the following powers of information, advice, and proposal in relation to internal control and risk management (on behalf of the Board, which is ultimately responsible for the Group's internal control and risk management systems):

- 1. Supervise and evaluate the process of preparing and the integrity of financial and non-financial information, as well as the systems for controlling and managing financial and non-financial risks, including tax-related risks, pertaining to the Company and its group including operational, technological, legal, social, environmental, political, reputational, or corruption-related risks by reviewing compliance with regulatory requirements, the proper delimitation of the consolidation perimeter, and the correct application of accounting criteria. Present recommendations or proposals to the Board of Directors aimed at safeguarding the integrity of financial and non-financial information.
- 2. Supervise the effectiveness of the internal control system over financial information (SCIIF) and non-financial information (SCIINF), concluding on its contribution to the reliability of the information and proposing, if necessary, corresponding improvement actions. This supervision will be carried out without prejudice to the necessary coordination between the Audit and Compliance Committee and the Sustainability, Technology, and Innovation Committee, for which purposes common membership of some members in both committees or the possibility of holding one or more joint meetings each year will be encouraged, in addition to coordination at the board level through reports submitted from each committee and discussions held within them. Furthermore, fluid communication between the chairpersons of both committees will be promoted at all times, with the support of the board's secretariat and, where applicable, the secretariats of the respective committees.
- 3. Verify the establishment and supervise the operation of a mechanism that allows employees and other persons related to the Company, such as directors, shareholders, financial investors, suppliers, customers, contractors, or subcontractors, to report significant irregularities, including financial and accounting irregularities or those related to sustainability or any other matter concerning the Company that they notice within the company or its group. This mechanism's operation should comply with current legislation and other applicable international standards. Propose to the Board of Directors any measures deemed appropriate to improve the functioning of said reporting mechanism.
- 4. Supervise effective compliance with policies and systems established in terms of internal control.

Article 10 Responsibilities in relation to financial and non-financial information

The Audit and Compliance Committee shall oversee the application of the general policy related to the communication of economic-financial, non-financial, and corporate information, as well as



communication with shareholders and investors, proxy advisors, and other stakeholders, and monitor how the Company communicates and interacts with small and medium-sized shareholders.

Among its functions, the Audit and Compliance Committee shall have the following:

- 1. Supervise the financial and non-financial information that the Company must periodically make public, prior to its approval by the board, if applicable, without prejudice to prior verifications that may be carried out by other committees due to the matter at hand. This will include interaction with senior management, the internal auditor, and, if applicable, the external auditor or verifier, to confirm that such information is reliable and complies with the applicable regulatory framework.
- 2. Ensure that the financial and non-financial information published on the Company's corporate website is permanently updated concerning what has been approved by the Board of Directors and published, where applicable, on the website of the National Securities Market Commission (Comisión Nacional del Mercado de Valores).
- 3. Maintain a continuous dialogue, through its Chairman, with the person responsible for mandatory financial and non-financial information, as well as maintain fluid communication with the external auditor and verifier to understand their opinion on financial information and sustainability information, respectively.

Article 11 Responsibilities relating to the internal auditor

The Audit and Compliance Committee shall have the following powers to inform, advise and make proposals in relation to the external auditor:

- 1. Monitor the effectiveness of the Company's internal control, internal audit and risk management systems, and discuss with the auditor any significant weaknesses in the internal control system detected during the course of the audit, without compromising the auditor's independence. To this end, and where appropriate, they may submit recommendations or proposals to the Board of Directors and the corresponding deadline for their follow-up.
- 2. Submit to the Board of Directors proposals for the selection, appointment, re-election, and replacement of the auditor, taking responsibility for the selection process, in accordance with the provisions of the law, as well as the terms and conditions of the auditor's engagement, and regularly gather information from it on the audit plan and its execution, in addition to safeguarding its independence in the performance of its duties.
- 3. Establish appropriate relations with the external auditor in order to receive information on any matters that may threaten its independence, for examination by the Committee, and on any other matters related to the process of auditing the accounts, and, where appropriate, the authorization of services other than those which are prohibited, in the terms contemplated in the law, as well as any other communications contemplated in accounting audit legislation and in auditing standards. In any case, the Committee must receive annually from the external auditors a declaration of their independence in relation to the Company or entities directly or indirectly related to it, as well as detailed and individually itemized information on additional services of any kind rendered and the corresponding fees received from these entities by the external auditor or by persons or entities related to it, in accordance with the provisions of the regulations governing the auditing of accounts.



- 4. Issue annually, prior to the issuance of the audit report, a report expressing an opinion on whether the independence of the auditors or audit firms is compromised. This report must in any event contain a reasoned valuation of the provision of each and every one of the additional services other than the statutory audit referred to in the preceding paragraph, taken individually and as a whole, and in relation to the rules on independence or the legislation regulating the auditing of accounts.
- 5. In relation to the external auditor: (a) in the event of resignation, examine the circumstances giving rise to such resignation; (b) ensure that the external auditor's remuneration for its work does not compromise its quality or independence; (c) ensure that the Company notifies the CNMV of any change of auditor and accompanies this with a statement on the possible existence of disagreements with the outgoing auditor and, if there have been any, the content thereof; (d) ensure that the external auditor holds an annual meeting with the full Board of Directors to report to it on the work performed and on the evolution of the Company's accounting and risk situation; and (e) ensure that the Company and the external auditor comply with current regulations on the provision of non-audit services, the limits on concentration of the auditor's business and, in general, other regulations on the independence of auditors.

Article 12 Responsibilities relating to the external auditor

The Audit and Compliance Committee shall have the following powers of information, advice, and proposal in relation to the external auditor:

- 1. Discuss significant weaknesses in the internal control system detected during the audit with the external auditor, without compromising their independence. To this end, they may present recommendations or proposals to the Board of Directors and set a deadline for their follow-up.
- 2. Submit proposals to the Board of Directors for the selection, appointment, re-election, and replacement of the external auditor, taking responsibility for the selection process in accordance with the law, as well as the terms of their engagement. Regularly obtain information from the auditor about the audit plan and its execution, while preserving their independence in performing their duties.
- 3. Establish appropriate relationships with the external auditor to receive information on issues that may pose a threat to their independence for review by the Committee, and any other matters related to the audit process. When appropriate, authorize services other than those prohibited by law, as well as other communications provided for in audit legislation and standards. In any case, annually receive a declaration of independence from the external auditors concerning the Company or entities directly or indirectly related to it, along with detailed and individualized information on any additional services provided and corresponding fees received from these entities by the external auditor or related persons or entities as per audit activity regulations.
- 4. Issue an annual report prior to the issuance of the audit report, expressing an opinion on whether the independence of the auditors or audit firms is compromised. This report must include a reasoned assessment of each additional service provided, individually and collectively, other than legal audit services, in relation to independence regulations or audit activity regulations.
- 5. In relation to the external auditor:
 - In case of resignation, examine the circumstances that led to it.



- Ensure that the remuneration of the external auditor for their work does not compromise its quality or independence.
- Supervise that the Company communicates through the CNMV (National Securities Market Commission) any change of auditor and accompanies it with a statement on any disagreements with the outgoing auditor and their content if they existed.
- Ensure that the external auditor holds an annual meeting with the full Board of Directors to inform them about the work performed and the evolution of the Company's accounting and risk situation.
- Ensure that the Company and the external auditor comply with current regulations on providing non-audit services, limits on auditor business concentration, and other rules on auditor independence.

Article 13 Responsibilities relating to the verifier

The Audit and Compliance Committee shall have the following powers in relation to the verifier in matters of sustainability:

- 1. Submit proposals to the Board of Directors for the selection, appointment, re-election, and replacement of the external verifier, after consulting with the Sustainability, Technology, and Innovation Committee. They are responsible for the selection process and the terms of their engagement, while preserving their independence in performing their duties. Define a policy, an internal protocol, and a selection procedure in this regard, and to issue annually, prior to the issuance of the statement of non-financial information, a report expressing an opinion as to whether the independence of the external verifier is compromised.
- 2. Obtain regular and fluid information from the verifier about their strategy and verification plan, as well as its execution. Evaluate the level of involvement of their personnel and the verifier's effective commitment to the quality of the verification.
- 3. Supervise the preparation and presentation process of the non-financial information statement related to the Company and its group, ensuring its clarity and the integrity of its content.
- 4. Inform the Sustainability, Technology, and Innovation Committee about the preparation and presentation process of the non-financial information statement, as well as its clarity and content integrity. The Committee shall issue this report prior to the one issued by the Sustainability, Technology, and Innovation Committee on the non-financial information statement and its formulation by the Board of Directors.

Article 14 Responsibilities relating to compliance

The Audit and Compliance Committee shall ensure compliance with applicable national or international regulations and oversee the function responsible for this area within the Company, assuming the following functions:

1. Supervise compliance with internal and external regulations regarding material administrative authorizations and licenses for the Company, main corporate agreements, anti-money laundering, market conduct, data protection, and criminal risk prevention, among others, by monitoring the main legal risks that may affect the Company.



- 2. Approve the annual plan of the compliance function and the annual activity report, as well as monitor its progress through periodic reports.
- 3. Ensure that senior management takes into account the conclusions and recommendations of their reports.

Article 15 Other responsibilities

The Committee shall also have the following powers of information, advice, and proposal:

- 1. Report on related-party transactions that must be approved by the General Meeting or the Board of Directors and propose the internal procedure for information and periodic control that the Company may establish for those whose approval is to be delegated, as well as periodically review its suitability.
- 2. Regularly review, with the collaboration, if applicable, of the internal audit managers, the list of delegated transactions carried out between each Committee meeting.
- 3. Supervise that the announcement of related-party transactions that the Company must communicate to the National Securities Market Commission contains all the necessary information required by law, particularly to assess whether the transaction is fair and reasonable from the perspective of the company and shareholders who are not related parties.
- 4. Analyse and report to the Board of Directors of the economic terms and accounting impact of any structural and corporate reorganisations that the Company plans to undertake and, in particular, where appropriate, or any exchange rates.
- 5. Report in advance to the Board of Directors on all matters provided for in the law, the Bylaws and these Regulations and, in particular, on:
 - (a) the financial information and the management report, including, where appropriate, the mandatory non-financial information that the Company is required to make public periodically; and
 - (b) the creation or acquisition of equity holdings in special purpose vehicles or entities domiciled in countries or territories that are considered tax havens.

TITLE IV. FUNCTIONING OF THE COMMITTEE

Article 16 Meetings

- 1. The Audit and Compliance Committee shall meet whenever it is called by its Chairman, on his own initiative, or at the request of two or more of its members, and at least once every six months and, in any event, when the Board of Directors request the issue of reports, the submission of proposals or the adoption of resolutions within the scope of its functions.
- 2. The Committee shall establish a calendar of ordinary meetings, including its annual work plan, taking into account the time that must be devoted to the different functions, the need for preparatory meetings on specific subjects, the possible need to consult external advisors and the planning of any training considered appropriate.
- 3. The Chairman of the Audit and Compliance Committee shall have the ordinary power to call a meeting of the Committee and to set the agenda.



- 4. The call notice shall include the agenda, shall be sent in writing sufficiently in advance so that the members receive it not later than the third day prior to the date of the meeting, except in the case of meetings considered urgent by the Chairman, and shall be authorized by the signature of the Chairman of the Audit and Compliance Committee or that of the Secretary, the Deputy Secretary or of the acting chairman or acting secretary. Efforts shall be made in all cases to ensure that the Committee members receive the relevant documentation and information sufficiently in advance to be able to adequately perform their functions.
- 5. The Committee may call to the meeting any employee or executive of the Company, and even order them to appear without the presence of any other executive.
- 6. Efforts shall be made to ensure that the presence at Committee meetings of non-members (in particular, employees or executives of the Company) is restricted to cases in which it is necessary and to address specific items on the agenda for which they are called by the Chairman of the Committee.
- 7. The Committee shall hold private meetings (without other persons being present, except any independent non-executive directors that may attend at the invitation of the Committee, when appropriate) with the internal auditor and the external auditor at appropriate intervals and, at least at the end of each Committee meeting, it shall endeavor to hold a briefing meeting without the presence of non-members of the Committee.
- 8. So as to promote diversity of opinion to enrich the Committee's analysis and proposals, the Chairman shall ensure that all members freely participate in the deliberations, without being subject to internal or third-party pressure, and shall encourage constructive dialog among its members, fostering freedom of expression and critical thinking.
- 9. For the proper performance if its functions, the Chairman of the Committee shall promote the establishment of an effective and regular channel of communication with the management team, the internal audit function and the external auditor, in which the rest of the Committee members shall also participate, insofar as they consider appropriate.
- 10. When a member of the Audit and Compliance Committee finds themselves in a situation of conflict of interests (within the meaning of the Regulations of the Board of Directors) in relation to the agenda of a meeting, such conflict of interests shall be governed by the rules established in the Regulations of the Board of Directors.

Article 17 Constitution and adoption of resolutions

- 1. The Committee shall be validly constituted when half plus one of its members are present, in person or by proxy, at the meeting.
- 2. Directors shall make every effort to attend the meetings of the Committee and, when they cannot do so personally, they shall ensure that a proxy is granted to another member of the Committee, including the appropriate instructions and informing the Chairman of the Committee.
- 3. The Audit and Compliance Committee shall be validly constituted without a prior call if all its members are present and unanimously agree to hold the meeting.
- 4. Resolutions shall be adopted by absolute majority of all those present (in person or by proxy) at the meeting. In the event of a tie, the Chairman of the Committee shall not have the casting vote.



Article 18 Venue

- 1. Committee meetings shall be held at the registered office or such place, within Spain or abroad, that is indicated in the call notice.
- 2. The call notice, in addition to indicating where the physical meeting will take place, must mention that the meeting may be attended by conference call, video conference or an equivalent system, and the technical means required for such purposes must be indicated and available and must in all cases allow for direct and simultaneous communication between all attendees.

Article 19 Reporting to the Board of Directors

- 1. The Chairman of the Audit and Compliance Committee shall report to the Board of Directors on the activities engaged in and the resolutions which it has adopted; the Board of Directors may make all suggestions or recommendations that it considers appropriate.
- 2. The minutes recording the resolutions adopted by the Committee shall be made available to all the directors.

Article 20 Other matters

- 1. The Committee shall collaborate and maintain contact, when necessary, with the rest of the Board Committees, especially considering the impact of risk management and internal controls on different Committees, as well as common aspects that should be publicly disclosed. In particular:
 - (a) Advise the Appointments and Compensation Committee on issues of financial information and risk management and related judgments, to the extent that they affect the performance objectives included in the remuneration of executives.
 - (b) Coordinate with the Sustainability, Technology, and Innovation Committee on aspects related to the supervision of non-financial risks and the integrity of the mandatory information published on these matters
- 2. The Committee may obtain, at the Company's expense, independent external advice on legal, strategic, accounting or any other kind of matters if it considers it appropriate for the performance of its functions, for which purpose the provisions of Article 21.9 of the Board Regulations shall apply.
- 3. When the performance of their functions so require, the members of the Committee shall have access to all the Company's services and shall have the duty to demand and the right to obtain from the Company the appropriate information necessary for the fulfillment of their obligations. In particular, the Committee:
 - (a) shall request from the Company's employees all information necessary for the performance of its functions;
 - (b) may call any employee to a meeting of the Committee to recap information him when this is required; and
 - (c) shall have unrestricted access to all the Company's books and records.



Article 21 Information supplied to shareholders and other stakeholders

- 1. The Committee shall prepare annually a report to provide shareholders and other stakeholders with a better understanding of the activities carried out by the Committee throughout the year.
- 2. The annual report must include, inter alia, an explanation of how the Committee has examined the effectiveness of the audit process, the significant issues that have been analyzed by the Committee relating to the financial statements and how they have been addressed, taking into account the matters notified by the auditors to the Committee, and the rest of the information that must be provided under the relevant laws and regulations. The annual report shall also include a section describing the work performed by the Committee in carrying out its responsibilities. In drawing up the annual report and being accountable to the Board, the Committee must decide on the matters that it has examined in relation to the financial statements which it considers significant, but must include at least the matters forming the basis for the Board's assessment of whether the Company is a going concern and contributions for the Board's viability statement.
- 3. The Audit and Compliance Committee's annual report shall be published as part of the Company's Annual Report and shall be made available to the public on the Company's website.
- 4. The Chairman of the Committee must attend the Ordinary Shareholders' Meeting to respond to the questions regarding the Committe's activities, when appropriate.

Article 22 Performance evaluation

- 1. The Audit and Compliance Committee must organize externally facilitated annual evaluations of its performance, every three years.
- 2. In the course of that evaluation, the Committee must review the rules regarding its composition and functioning, so as to ensure the utmost effectiveness of its activity, and shall recommend to the Board of Directors, for its approval, the amendments that it considers necessary or appropriate.

Article 23 Training

- 1. The Audit and Compliance Committee shall ensure that an induction program is established and kept updated for new members of the Committee to facilitate their active participation from the beginning. The induction program must cover at least the following:
 - (a) the Committee's function and its responsibilities and objectives;
 - (b) the functioning of other specific Board committees created by the entity;
 - (c) the time that each member is expected to devote to the Committee's tasks (scope of dedication);
 - (d) a vision of the entity's overall business models and organizational structure and its strategy; and
 - (e) the entity's duties to provide both financial and non-financial information.
- 2. The Committee shall endeavor to establish a regular training program to ensure up-to-date knowledge of new developments in accounting legislation, the specific legislative framework



applicable to the Company's business, internal and external audit processes, risk management and supervision, internal control and significant technological advances for the Company.

TITLE V. COMMITTEE MEMBERS' DUTIES

Article 24 Powers to consult

- 1. The Audit and Compliance Committee may obtain, at the Company's expense and within the annual budget allocated to the Committee for this purpose, independent external advice when it considers it appropriate for the performance of its functions. In such case, the Committee shall so inform the Secretary or Deputy Secretary of the Board of Directors, who shall take charge of hiring the relevant services.
- 2. When required for the performance of their functions, the members of the Audit and Compliance Committee shall have access to all the Company's services and shall have the duty to demand and the right to obtain from the Company the appropriate information necessary for the fulfilment of their obligations.

Article 25 Committee members' duties

- 1. Committee members must act with independent judgment and perform their work with the utmost diligence and professional competence. In particular, before attending meetings of the Committee, its members must devote sufficient time to analyzing and assessing the information received.
- 2. In carrying out their responsibilities, Committee members must maintain a skeptical attitude, duly questioning the data, evaluation processes and the preliminary conclusions that have been reached by the Company's executives. Arguments for and against must be taken into account, and members must form their own opinion, individually and collectively.
- 3. Committee members, in their capacity as such, shall be subject to all the duties of directors provided for in the Board Regulations, insofar as they are applicable to the functions carried out by the Committee.

The Spanish version of this document will prevail in the event of any discrepancy or dispute.

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