JOINT AUDIT COMMITTEE AND RISKS

COMPOSITION:

CHAIRMAN

Mrs. Antonio Ortega Parra

- Category of Director: Independent.
- Date of appointment: 30th September 2022.
- Expiration date: 30th September 2027.
- Chairman of the Joint Audit and Risk Committee and Member of the Appointments and Remuneration Committee of Banco Inversis, S.A.
- Law Degree and Doctor in Business Administration.
- Senior Management Program at IESE BUSINESS SCHOOL.
- He has spent most of his career in the financial sector and teaching. He began his professional career at BBVA, where he held various positions of responsibility, including Deputy General Manager of International Retail Banking, Deputy General Manager of Commercial Banking in Spain, General Manager of Banking in Europe and General Manager of Human Resources and Member of the Management Committee of the Bank, until joining the Boards and Committees of entities such as Banca Nazionale del Lavoro (Italy), Bancomer (Mexico) and Banco Continental (Peru) in 2003 and until 2007. Between 2006 and 2012, He was a member of Garrigues' Academic Board, Director of the Master's Degree in Human Resources at Centro Garrigues-Nebrija and a lecturer on various subjects.
- From 2012 to 2021, he was Executive Director and Director of People, Media and Technology of BANKIA, as well as member of the Technology and Innovation Committee and permanent assistant to the Appointments and Remuneration Committee. During this period, he combined these responsibilities with those of Director and Member of the Appointments and Remuneration Committee of CECABANK, S.A.

MEMBERS

Mr. Federico Flórez Gutiérrez

- Director Category: Independent.
- Date of appointment: 4th April 2017.
- Expiration date: 27th April 2027.
- Member of the Joint Audit and Risk Committee and Member of the Appointments and Remuneration Committee of Banco Inversis, S.A.
- Naval Engineer.
- Master's Degree in Business Management and Computer Management.
- Senior Management Program at IESE, Advanced Management Program at INSEAD and Senior Management Courses at HARVARD, CRANFIELD and MIT.
- He began his professional career at IBM where he held the positions of Project Manager and Account Manager respectively until joining in 1993 as Global CIO at Alcatel Access. Between 1999 and 2002 he held the position of Global CIO at Telefónica Data, where he was also a member of the Management Committee. In 2002 he joined the Bank of Spain as Director of

Information Systems, where he developed his professional career until joining Ferrovial, S.A. in 2008.

- He has been General Manager of Information Systems and Innovation, Member of the Management Committee of Ferrovial, S.A. and Joint Administrator at Ferrovial Corporación, S.A.
- He is currently a member of the Advisory Board of Mapfre, the GFT company and the CT ingenieros company

Ms. Idoia Maguregui Villalain

- Director Category: Independent.
- Date of appointment: 10th February 2022.
- Expiry date: 10th February 2027.
- Chairman of the Appointments and Remuneration Committee and Member of the Joint Audit and Risk Committee of Banco Inversis.
- Degree in Computer Science from the University of Deusto.
- Senior Executive Programs from Columbia University and IE & CHICAGO UNIVERSITY
- Sustainability Program for Women in Management by WBCSD – ESADE & YALE UNIVERSITY
- She began her professional career in 1987 as a Consultant at SEMA GROUP, until she joined BANKINTER in 1988, where she has spent a large part of her professional career occupying various positions including Deputy General Manager, Director of Internal Audit, Director of Human Resources, CIO, General Manager and Director of Gneis Global Servicers. In 2011 she joined NOVAGALICIA BANCO where she held the position of General Director of Media and Director of Banco Gallego. From 2014 until joining Banco Inversis, she has been Deputy General Manager of Media and member of the Management Committee of SAREB, a Management Company for Assets Arising from Banking Restructuring. She is currently Director of Corporate Resources Sygris (Cambridge Business Initiatives S.L.)

Mr. John Siska Goytre

- Category of Director: Independent.
- Date of appointment: 29th January 2020.
- Expiration date: 29th January 2025.
- Member of the Joint Audit and Risk Committee and Member of the Sustainability and Governance Committee of Banco Inversis, S.A.
- Degree in Economics&Business Administration from Universidad Pontificia de Comillas (ICADE).
- Chartered Financial Analyst (CFA).
- Master of Science in Finance from the University of Ilinois.
- He began his professional career in 1982, developing much of it abroad (Mexico, Chicago and London) and in Spain. He has held various management positions in financial institutions, specifically in Continental Bank, First Chicago, Santander Asset Management, ABN AMRO Equities and Instinet. Since 2004, he has been providing advisory services to institutional and high-net-worth clients.
- Nowadays He is the sole director of Eccleston Partners, S.L.

FUNCTIONS:

1. To inform the General Meeting of Shareholders on questions raised by shareholders on matters within its competence, in particular about the outcome of the Company audit, its contribution to the integrity of financial reporting and the role that the commission has performed in that process.

2. Monitor the effectiveness of internal control of the Company, internal audit and risk management systems, including tax, and discuss with the external auditors any significant weaknesses in the internal control system detected during the audit, being able to perform the appropriate proposals or recommendations to the board.

3. Supervising the preparation and submission of the required financial information, making proposals and recommendations to the board.

4. Submit to the Board of Directors, for submission to the General Shareholders Meeting, for the selection, appointment, reappointment and removal of the external auditor and the conditions of recruitment and regularly gather information on the audit plan and its execution while preserving its independence in the exercise of its functions.

5. Establish appropriate relationships with external auditors to receive information on any issues that may jeopardize the independence thereof, for consideration by the Committee, and any others related to the development process of the audit accounts, as well as other communications provided for in audit account legislation and technical auditing standards; should, in any case, receive annually from the external audit accounts written confirmation of their independence from the entity or entities related to it directly or indirectly, as well as information on additional services of any kind provided to these entities, and the corresponding fees received, by said external auditors or by persons or entities related thereto in accordance with the provisions of the legislation on account audits.

6. Issue annually, prior to the issuance of the audit report, a report expressing the opinion of the Committee on whether the independence of external auditors or audit firms is compromised, should contain said report, in any case, a reasoned assessment of the provision of each of the additional services provided by external audits, different from the legal audit and in relation to the regime of independence or the regulations of the account audit activity.

7. Report, prior to the board on all matters under the Companies Act Capital, the By-laws and the Regulations of the Board and in particular on the financial information that the Company should periodically be made public, creating or acquisition of shares in special purpose entities or domiciled in countries or territories considered tax havens and transactions with related parties.

8. To advise the Board of Directors on the current and future global risk appetite of the entity and its strategy in this area, and to assist in monitoring the implementation of that strategy.

9. Ensure that the pricing policy for the assets and liabilities offered to clients takes full account

of the entity's business model and risk strategy, otherwise submitting to the Board of Directors a plan to remedy it.

10. To determine, together with the Board of Directors, the nature, quantity, format and frequency of risk information to be received by the Commission and the Board of Directors.

11. Collaborate for the establishment of rational remuneration policies and practices, for which, and without prejudice to the functions of the Appointments and Remuneration Committee, it will examine whether the incentive policy contemplated in the remuneration system takes into account the risk, Capital, liquidity and likelihood and timing of profits.

12. Monitor the effectiveness of risk management systems.