RULES OF PROCEDURE OF THE JOINT AUDIT AND RISK COMMITTEE OF BANCO INVERSIS, S.A.

PRELIMINARY SECTION.

Article 1 – Purpose

The purpose of these Regulations is to set out the guiding principles for the Joint Audit and Risk Committee of Banco Inversis, S.A. (hereinafter “Inversis” or “the Company”), the basic rules governing its organisation and operation, and its relationship with shareholders, the Board of Directors and the external and internal auditors.

SECTION 1 – NATURE, PURPOSE AND REPORTING STRUCTURE

Article 2 – Legal nature and purpose

The Joint Audit and Risk Committee (hereinafter referred to as the “Committee”) of the Company is a body of the Board of Directors, established in accordance with company law and subject to the specific provisions of banking regulations; it has no executive functions and is governed by the provisions contained in the Act, the Articles of Association, the Rules of Procedure of the Board of Directors and these Regulations.

SECTION 2. SCOPE AND FUNCTIONS

Article 3.— Scope of Action

The Committee, comprising exclusively non-executive directors, has the general remit of assisting the Board of Directors in the supervision of both financial and non-financial information, including sustainability information, and in the exercise of the Entity’s control function.

In this regard, its functions comprise:

- To oversee the process of compiling and preparing financial and non-financial information and to coordinate relations with the statutory auditor and the sustainability verifier.

- Overseeing internal control and the risk management system.

- Monitoring compliance with applicable national and international regulations, including, amongst others, those relating to money laundering, conduct in the securities markets and the protection of personal data, as well as ensuring that any requests for information or action made by the competent official bodies in these matters are dealt with in a timely and proper manner.

- To assess the relevant proposals and reports submitted to the Board

- Ensure that the internal codes of ethics and conduct, and those applicable to securities markets, which apply to the Organisation's staff, comply with regulatory requirements and are appropriate.

Article 4 – Functions

Within the scope set out in the previous section, the Committee shall be responsible for the functions detailed below, as well as any others that may be assigned to it by the Board of Directors:

a) To report to the General Meeting of Shareholders on matters arising in relation to issues falling within the Committee's remit and, in particular, on the outcome of the external audit, explaining how this has contributed to the integrity of the financial information and the role the Committee has played in that process.
b) To promote and oversee a system enabling irregularities to be reported to the Committee, particularly those of financial or accounting significance, or those relating to sustainability matters.

c) With regard to the risk identification and internal control system, to oversee the effectiveness of the Company's internal control, internal audit and risk management systems, both financial and non-financial (including those relating to sustainability, irrespective of the functions of the Sustainability and Governance Committee), as well as to discuss with the statutory auditor any significant weaknesses in the internal control system identified during the course of the audit, all without compromising its independence. To this end, and where appropriate, it may submit recommendations or proposals to the Board of Directors, specifying the relevant deadline for follow-up. With regard to sustainability risks, the provisions of the CNMV's Technical Guide on Audit Committees shall be taken into account.

d) In relation to financial and non-financial information:

    a. To oversee the process of preparing the Entity's financial and sustainability information, with a view to ensuring its integrity, technological quality and internal control, compliance with regulatory requirements, the appropriate definition of the scope of consolidation and reporting, the correct application of generally accepted accounting principles and standards, compliance with all other legal requirements relating to such information, and the application of the best industry standards.

    b. To oversee both the periodic financial statements and the non-financial information that the Entity is required to submit to supervisory bodies or disclose to the public.

    c. To assess and approve proposals put forward by management regarding changes to accounting principles and standards.

d. To oversee and evaluate management's decisions regarding adjustments proposed by the external auditor or any disagreements between them, and to do so by seeking the assistance of other experts and, depending on the significance of the matter and following prior notification and a proposal to the Board, by referring the matter to the public supervisory authorities.

e) With regard to the internal audit:

a. To ensure the independence of the unit responsible for the internal audit function.

b. To propose the selection, appointment, re-appointment and dismissal of the head of the internal audit function.

c. Ensure that sufficient resources are allocated to the internal audit function.

d. To approve the Annual Internal Audit Plan, as well as any additional work plans of an occasional or specific nature that may need to be implemented due to regulatory changes or the organisational needs of the Entity, ensuring that its activities are primarily focused on the Entity's material risks, and to receive regular reports on its activities.

Monitor the aforementioned plans, and may delegate to its Chair the performance of preparatory tasks that facilitate the Committee's work.

e. To verify that senior management takes into account the conclusions and recommendations set out in its reports.

f. To review its procedures, receive and assess its reports, and evaluate the performance of the internal audit function annually.

g. To request any report it deems appropriate for the performance of the Committee's functions.

h. To ensure that internal audit profiles are appropriate, that senior staff possess qualifications that are widely recognised in the market, and that the hierarchy and position of the head of audit are such that they can carry out their work objectively and independently

i. To assess the functioning of the internal audit function and the performance of its head

f) In relation to the external audit of the annual accounts and the verifier of sustainability information

a. Submit to the Board of Directors proposals for the selection, appointment, re-election and replacement of the statutory auditor, as well as the terms of their engagement.

b. To act as a channel of communication between the Board of Directors and the Auditors, and to assess the results of each audit and management's responses to their recommendations. In particular, it shall receive information from the external auditor regarding the audit plan and the results of its implementation.

c. To oversee the outcome of the audit, ensuring that the opinion on the annual accounts and the main contents of the audit report are drafted clearly, precisely and without qualifications. In the event of any qualifications, the Chair of the Audit Committee and the external auditors must be able to clearly explain to the Board and the shareholders the content and scope of such qualifications or reservations.

d. Maintain relations with the external auditors to receive information on any matters that may jeopardise their independence and any other matters relating to the conduct of the audit, as well as any other communications required by audit legislation and technical auditing standards.

e. Maintain open communication with the auditor and the sustainability information verifier,

f. Ensure the independence of the external auditor and, to this end:

   i) Ensure that the external auditor's remuneration for their work does not compromise its quality or independence.
   ii) Ensure that the Entity and the auditor comply with current regulations on the provision of non-audit services, the limits on the concentration of the auditor's business and, in general, the other rules established to ensure the independence of auditors.
   iii) To examine the circumstances that may have led, where applicable, to the external auditor's resignation.
   iv) To receive annually from the external auditors written confirmation of their independence from the company or any entities directly or indirectly linked to it, as well as information on any additional services of any kind provided by the said auditors.
   v) To issue, on an annual basis and prior to the publication of the audit report, a report setting out an opinion on the independence of the auditors. This report must address the provision of additional services.

g) To report, in advance, to the Board of Directors on all matters provided for in the Act, the Articles of Association and the Board Regulations, and in particular on:

1.º the financial and non-financial information which the Company is required to disclose periodically,

2.º the creation or acquisition of shareholdings in special-purpose entities or in entities domiciled in countries or territories considered to be tax havens; and
3.º transactions with related parties.

h) With regard to compliance with the legal framework and internal regulations:

a. To ensure the existence of an effective internal process to monitor the Company's compliance with applicable laws and regulations in matters falling within its remit. The Committee shall be informed of any relevant issues relating to legal and tax risks that may arise in the course of the Company's activities. The assessment of these issues shall be the responsibility of the Legal and Tax Departments.

b. To verify that the necessary procedures have been established to ensure that the management team and employees comply with regulations, internal rules and the Internal Code of Conduct approved by the Board of Directors.

c. To oversee the Organisation's crime prevention framework.

d. To analyse and, where appropriate, approve the Compliance Department's Annual Action Plan, as well as any amendments thereto, and to monitor its implementation at intervals it deems necessary.

Furthermore, the Committee shall be informed of any serious irregularities and anomalies detected in the course of the Compliance Department's control activities; the assessment of such matters shall be at the discretion of the Compliance Department, which, in case of doubt, must opt to report them.

Such reports must be made to the Chair of the Committee as soon as they come to light.

e. To be aware of any matters that may have a significant impact on the Organisation's reputation, for the purpose of informing the Board of Directors when it deems it appropriate.

f. To inform the Board, prior to the Board's adoption of the relevant decisions, of any related-party transactions involving members of the Board.

g. To oversee, in general, compliance with corporate governance rules.

i) To advise the Board of Directors on the organisation's overall current and future risk appetite and its strategy in this area, and to assist the Board in monitoring the implementation of that strategy.

j) To ensure that the pricing policy for assets and liabilities offered to customers takes full account of the organisation's business model and risk strategy and, if this is not the case, to submit a plan to the Board of Directors to rectify the situation.

k) To determine, together with the Board of Directors, the nature, volume, format and frequency of the risk-related information to be provided to the Committee itself and to the Board of Directors.

l) To collaborate in establishing sound remuneration policies and practices; to this end, and without prejudice to the functions of the Appointments and Remuneration Committee, it shall examine whether the incentive policy set out in the remuneration system takes into account risk, capital, liquidity and the probability and timing of returns.

m) To oversee the effectiveness of risk management systems. The Committee shall assess whether the Organisation has adequate organisation, staff, policies and processes in place to identify, manage, control and report on its main financial and non-financial risks, in particular operational, legal and tax risks, as well as sustainability risks (without prejudice to the functions of the Sustainability and Governance Committee). To this end, the Committee may investigate and review any aspect relating to these risks. It shall also, through its Chair, receive confidential communications from employees via the mechanism established to enable them to report any potentially significant irregularities—particularly financial and accounting irregularities—that they become aware of within the organisation.

n) To oversee the non-financial information disclosed by the Organisation, with a view to verifying its consistency and ensuring that the relevant regulatory requirements have been met.

SECTION 3 – COMPOSITION, APPOINTMENT AND TERMINATION OF MEMBERS

Article 5 – Composition

The Committee shall consist of a minimum of three and a maximum of five members, one of whom shall act as Chair. All members must be external or non-executive directors, the majority of whom must be independent directors, and at least one of whom shall be appointed on the basis of their expertise in accounting, auditing or both. Collectively, the members of the Committee shall possess the relevant technical expertise in relation to the sector in which the Entity operates, as well as an adequate understanding of the various matters relating to financial and non-financial information – including sustainability information – and its audit and verification.

The Secretary of the Board shall act as Secretary to the Committee; the Secretary may or may not be a member of the Committee.

Article 6.—Appointment and Removal

1.— The members of the Committee shall be appointed by the Entity's Board of Directors from amongst its Directors. The Board shall also appoint one of them to hold the office of Chair. The Board may also appoint alternate members from amongst the Directors in the categories indicated in the previous article, to cover vacancies, absences or conflicts of interest. The members of the Committee, and in particular its Chair, shall be appointed taking into account their knowledge and experience in the fields of accounting, auditing or both, as well as their experience and knowledge of financial matters,

sustainability, internal control and risk management, both financial and non-financial.

2. The term of office shall be for the period remaining until the end of the Director's term of office, and the Director may be re-elected to the same post. However, any person who has held the post of Chair of the Committee for four consecutive years must step down from that post, though may be re-elected to that post once one year has elapsed since their departure, without prejudice to their continued membership of the Committee.

SECTION 4 – OPERATION

Article 7.—Meetings

1.— The Commission shall set the schedule for its ordinary meetings with the frequency necessary to deal adequately with matters falling within its remit, meeting at least once every three months. Furthermore, the Commission shall meet whenever required by its Chair or any of its members, or at the request of the Board of Directors with a specific agenda.

2.—The Committee shall be validly constituted without prior notice if all members are present and unanimously agree to hold a meeting. In cases of urgency, the Committee may be convened without the minimum notice period provided for; in such cases, the urgency must be unanimously agreed upon by all those present at the start of the meeting.

3.- Executive directors or senior managers of the Organisation may attend meetings, provided the Committee or its Chair expressly so agrees, following an invitation from the Chair of the Committee, to discuss those items on the agenda for which they have been summoned; they shall not participate in the deliberations or voting.

4.- The Committee may summon any employee or manager of the Organisation, and may even require them to attend without any other manager being present, following an invitation from the Chair of the Committee, to discuss those items on the agenda for which they have been summoned; they shall not take part in the deliberations or the voting.

Article 8.—Notice of Meeting and Venue

1.- Notice of a Committee meeting shall be given by the Committee Secretary to each of its members at least three days in advance, by letter, fax or email, and shall include the agenda for the meeting, previously approved by the Chair of the Committee. The minutes of the previous meeting shall be attached to each notice, whether or not they have been previously approved.

2.— The Commission's meetings shall normally take place at the registered office, but may also be held at any other venue determined by the Chair and specified in the notice of meeting.
The Commission may meet in several rooms simultaneously, provided that real-time interaction and communication between them is ensured by telephone, thereby guaranteeing the unity of the proceedings. In this case, resolutions shall be deemed to have been adopted at the location where the majority of members are present and, in the event of a tie, at the registered office.

Article 9.—Quorum, representation, adoption of resolutions and minutes

1.— For the Committee to be validly constituted, a majority of its members must be present at the meeting, either in person or by proxy. Members must attend the meetings in person. However, where they are unable to do so, they may, for each meeting and in writing, delegate another member to represent them at that meeting for all purposes. Resolutions shall be adopted by a majority of the members present or represented. In the event of a tie, the Chair shall have the casting vote.

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In exceptional circumstances, provided no member objects, the Committee may conduct its business in writing without holding a meeting. In the latter case, members may submit their votes and any comments they wish to have recorded in the minutes by email.

2. Resolutions shall be adopted by a majority of the members present or represented. In the event of a tie, the Chair shall have the casting vote.

3.- The Secretary of the Committee shall draw up the minutes of each meeting held, which shall be approved at the same meeting or at the next meeting. A copy of the minutes of the meetings shall be sent to all members of the Council.

Article 10 – Powers, resources and advice

1.- In order to carry out its functions, the Committee may request any information it requires concerning any aspect of the Organisation.

2.- Through the Secretary, the members of the Committee shall be provided with all the resources and documentation they require to fulfil their duties.

3.- To best fulfil its duties, the Committee may seek advice from external professionals on legal, tax, accounting, sustainability, valuation, risk or any other matters, subject to prior notification to and approval by the Chair of the Organisation, who shall not reject the request unless for a reasoned cause. To this end, appropriate mechanisms may be established to facilitate and streamline the Committee's access to resources enabling it to engage external advisers where it deems appropriate.

SECTION 5 – RELATIONS

Article 11.—Relations with the Board of Directors and the shareholders

1. The Committee shall, through its Chair, report to the Board of Directors on its activities, and shall advise and propose such decisions as it deems appropriate to adopt within the scope of its functions.

2.— The Committee shall draw up an annual report on its activities, which shall be submitted to the Board of Directors.

3.— The Committee, through its Chair, or failing that, through one of its members, shall participate in the General Meeting, where applicable, to address any matters that arise and fall within the Committee's remit.

Article 12.—Relations with the Organisation's Management

Any member of the management team or staff whose presence is reasonably requested, following an invitation from the Chair of the Committee, shall be obliged to attend the Committee's meetings and to cooperate with it and provide access to the information at their disposal, in order to discuss those items on the agenda for which they have been summoned.

Article 13.—Relations with the Statutory Auditor and the Internal Auditor

The Committee shall maintain open communication with the statutory auditor and the internal auditor, in a manner that safeguards their independence and ensures they can carry out their work objectively.

SECTION 6 – EVALUATION AND REPORTS

Article 14.—Assessment and reports

1.— The Committee shall assess its performance annually in a report on its activities.

2.— Furthermore, the Committee shall report on all matters provided for in the regulations, the Articles of Association, the Rules of Procedure of the Board of Directors and these Rules of Procedure.