

JOINT AUDIT AND RISK COMMITTEE REGULATIONS

BANCO INVERISIS. S.A

INTRODUCTORY SECTION.

Article 1.- Purpose.

The purpose of this Regulation is to determine the principles of action of the Audit and Risk Committee of Banco Inversis, S.A. (hereinafter "Inversis" or "the Entity"), the basic rules of its organization and operation, and its relationship with shareholders, the Board of Directors and external and internal auditors.

SECTION 1.--NATURE, PURPOSE AND DEPENDENCE

Article 2.- Legal nature and purpose

The Joint Audit and Risk Committee (hereinafter referred to as the "Committee") of the Entity constitutes the body of the Board of Directors, incorporated in compliance with company regulations with the peculiarities established in banking regulations, which does not have executive functions and that it is governed by the regulations contained in the Law, By-laws and Regulations of the Board of Directors and this Regulation.

SECTION 2. SCOPE AND FUNCTIONS

Article 3.- Scope of action

The Committee, consisting exclusively of non-executive directors, has the general duty of assisting the Board of Directors in supervising both the financial information and exercising the Entity's control function.

In this sense, the following constitute the scope of its functions:

- Supervise the development and preparation of financial information and coordinate relationships with the auditor.
- Monitor the internal control and risk management system.
- Monitor compliance with applicable regulations, nationally or internationally, among others, in matters related to money laundering, conduct in securities markets, protection of personal data, as well as information or performance requirements that competent official bodies carry out on these matters are served in a timely manner.
- Ensure that the internal ethical and conduct codes and before securities markets, applicable to the Entity's personnel, comply and adapt the regulatory requirements.

Article 4.- Functions

Within the objective scope established in the previous section, the following functions correspond to the Committee, as well as those that may be assigned by the Board of Directors:

- a) Inform the General Shareholders' Meeting on issues that arise in relation to those matters that fall within the competence of the Committee and, in particular, regarding the audit result, explaining how this has contributed to the integrity of the financial information and the function that the Committee has played in that process.
- b) With regard to risk identification and internal control system, supervise the effectiveness of the Entity's internal control, internal audit and risk management systems, and discuss significant weaknesses in the control system with the auditor, detected in the development of the audit, all without infringing its independence. For such purposes, and where appropriate, the auditor may submit recommendations or proposals to the Board of Directors and the corresponding deadline for follow-up.
- c) With regard to financial information:
 - a. Monitor the process for preparing the Entity's financial information, to ensure its integrity, technological quality and internal control, compliance with regulatory requirements, the proper delimitation of the consolidation perimeter, the correct application of generally accepted accounting principles and standards and compliance with the remaining legal requirements relating to such information.
 - b. Supervise periodic financial statements that the Entity must send to supervisory bodies or make public.
 - c. Evaluate and approve proposals suggested by Management regarding changes in accounting principles and standards.
 - d. Monitor and evaluate management decisions on the adjustments proposed by the external auditor or disagreements between them.
- d) With regard to the internal audit:
 - a. Ensure the independence of the unit that assumes the internal audit function.
 - b. Propose selection, appointment, re-election and removal of person responsible for the internal audit.
 - c. Ensure sufficiency of the means assigned to the internal audit.
 - d. Approve the Annual Internal Audit Plan, as well as other additional work plans of an occasional or specific nature that would have to be implemented for reasons of regulatory changes or for the entity's organisational requirements,

ensuring that its activity is focused mainly on the relevant risks of the Entity, and receive periodic information on its activities.

Keep track of the aforementioned plans, so as to delegate in its Chairman the performance of the preparatory tasks that facilitate the Committee's work.

- e. Verify that senior management takes into account the conclusions and recommendations of its reports.
- f. Review its procedures, receive and assess its reports and evaluate annually the internal audit operation.
- g. Request any report it deems appropriate to fulfil the Committee's functions.

e) With regard to the external annual accounts audit:

- a. Submit to the Board of Directors proposals for the selection, appointment, re-election and replacement of the accounts auditor, as well as hiring conditions.
- b. Serve as a communication channel between the Board of Directors and Auditors, evaluate the results of each audit and Management response to its recommendations. Specifically, it will receive from the external auditor information on the audit plan and results of its execution.
- c. Monitor the outcome of the audit, ensuring that the opinion concerning the annual accounts and the key contents of the audit report are drafted with clarity and precision and without exceptions. If there are exceptions, the Chairman of the Audit Committee and the external auditors should be able to clearly explain to the Board and the shareholders the content and scope of said exceptions or reservations.
- d. Maintain relationships with external auditors to receive information on any issues that could jeopardize their independence and any others related to the development process of the audit, as well as other communications envisaged in the legislation on auditing and in technical auditing standards.
- e. Ensure the independence of the external auditor and, to that end:
 - i) Ensure that the remuneration of the external auditor for its work does not compromise the quality or independence thereof.
 - ii) Ensure that the Entity and the auditor comply with the standards in force concerning the provision of services other than auditing, the limits to the concentration of the auditor's business and, in general, the other standards established to ensure the independence of those auditors.
 - iii) Examine the circumstances that would have motivated, where relevant, the

resignation of the external auditor.

- iv) Receive annually from the account auditors written confirmation of their independence before the entity or entities linked to it, directly or indirectly, as well as the information of the additional services of any kind provided by the aforementioned auditors.
 - v) Issue annually, prior to the issuance of the audit report, a report in which it expresses its opinion on the accounts auditor's independence. This report shall rule on the provision of additional services.
- f) Report, in advance, to the Board of Directors on all matters envisaged in the Law, the by-laws and in the Regulations of the Board and, specifically regarding:
- 1. the financial information that the Company must periodically make public,
 - 2. the creation or acquisition of shares in special purpose entities or domiciled in countries or territories considered tax havens and
 - 3. transactions with related parties.
- g) Regarding compliance with the law and internal standards:
- a. Ensure the existence of an effective internal process to monitor that the entity complies with the laws and provisions applicable in matters within its competence. The Committee shall be informed of those relevant issues related to legal and fiscal risks that may arise in the course of the Entity's activities. Assessment of these issues will correspond to Legal and Fiscal Areas.
 - b. Verify that the required procedures have been established to ensure that the management team and employees comply with regulations, internal standards and the Internal Code of Conduct approved by the Board of Directors.
 - c. Monitor Entity's crime prevention model.
 - d. Analyse, and approve, where appropriate, the Annual Action Plan of the Regulatory Compliance area, as well as its modifications and monitor its execution, with the periodicity it deems necessary.

Likewise, the Committee will be informed of the irregularities and severe anomalies detected in the course of the control actions of the Compliance area, whose assessment will correspond to the discretion of the Compliance area that, in case of doubt, should opt for communication.

This should be notified, as soon as it is known, to the Chairman of the Committee.

- e. Be aware of those issues that may have a significant impact on the reputation of the Entity, for the purpose of informing the Board of Directors when deemed appropriate.
- f. Inform the Board, prior to the adoption thereby of the corresponding decisions on transactions related to members of the Board.

- g. Monitor, in general, compliance with corporate governance rules.
- h) Advise the Board of Directors on overall risk propensity, current and future, of the entity and its strategy in this area, and assist in monitoring the implementation of that strategy.
- i) Ensure that the pricing policy of assets and liabilities offered to customers fully takes into account the business model and the risk strategy of the entity, if otherwise, submit a plan to correct the same to the Board of Director.
- j) Determine, together with the Board of Directors, the nature, quantity, format and frequency of information on risks that the Committee itself and the Board of Directors should receive.
- k) Collaborate for the establishment of rational remuneration policies and practices, for which purpose, and without prejudice to the functions of the Appointments and Remuneration Committee, it will examine whether the incentive policy provided for in the remuneration system takes into account the risk, the capital , liquidity and the probability and opportunity of the benefits.
- l) Supervise the effectiveness of risk management systems. The Committee will evaluate whether the Entity has adequate organization, personnel, policies and processes to identify, manage, control and report its main financial and non-financial risks, especially operational and legal and fiscal risks. For these purposes, the Committee may investigate and submit for review any aspect related to them It will also be the recipient, through its President, of confidential employee communications through a mechanism established to enable them to communicate any irregularities of potential importance, especially financial and accounting irregularities within the company.
- m) Monitor non-financial information that the Entity discloses, to verify its consistency and that the regulatory requirements in the matter have been met.

SECTION 3.- COMPOSITION, APPOINTMENT AND DISMISSAL OF MEMBERS

Article 5.- Composition

The Committee will be composed of a minimum of three and a maximum of five members, one of which will act as Chairman. All members must have external or non-executive director status, the majority of whom must be independent Directors and one of them, at least, will be appointed bearing in mind his/her knowledge in accounting, auditing or both. As a whole, Committee members will have the relevant technical knowledge regarding the activity sector to which the Entity belongs.

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

Article 6.- Appointment or removal

1.- Committee members will be appointed by the Entity's Board of Directors from among the Directors that comprise it. Similarly, it will designate among them who should hold the position of Chairman. The Board may also appoint alternate members, including Directors of categories listed in the previous article, in cases of vacancy, absence or conflict of interest. Committee

members, and especially its Chairman, will be appointed bearing in mind their knowledge and experience in accounting, auditing or both, as well as their experience and knowledge in financial aspects, internal control and risk management.

2.- The duration of the position shall be for the remaining period until the termination of the mandate as Director, and may be re-appointed to the same. However, whoever has held the position of Chairman of the Committee for four consecutive years must cease to do so from thereon, and may be re-appointed to such position once a period of one year has elapsed since dismissal, without prejudice to his/her continuity as member of the Committee.

SECTION 4.- OPERATION

Article 7.- Sessions

1.- The Committee will set the schedule of its ordinary meetings as often as required to adequately deal with the issues within its scope, meeting at least quarterly. In addition, the Committee shall meet whenever its Chairman requires or any of its members, or on behalf of the Board of Directors with a specific agenda.

2.- It shall be set up by the Committee without prior call if all members are present and unanimously agree to hold a session. For purposes of urgency the Committee may be convened without the provided minimum period, in which case the urgency must be assessed unanimously by all participants at the beginning of the meeting.

3.- The executive directors or the senior executives of the Entity may attend the meetings when expressly agreed by the Committee or its Chairman, at the invitation of the Chairman of the Committee, to deal with those points of the day for which they have been summoned.

4.- The Committee may call any employee or manager of the Entity, and even order that they appear without the presence of any other director, at the invitation of the Chairman of the Committee, to deal with those points of the day for which they have been summoned.

Article 8.- Notice and venue

1.- The call from the Committee shall be communicated at least three days in advance by the Secretary of the Committee to each one of its members by letter, fax or email, and shall include the agenda previously approved by the Chairman of the Committee. At each call the minutes of the previous session will be linked, whether or not it has been previously approved.

2.- The Committee sessions shall normally take place at the registered office, but may be held at any other determined and stated by the Chairman in the call.

The Committee may be held in several rooms simultaneously, provided that the interactivity and intercommunication between them in real time is ensured by phone and, therefore, the unity of the action. In this case, the agreements will be considered adopted in the place where the majority of the members are and, in case of equality, in the registered office.

Article 9.- Incorporation, representation, adoption of agreements and minutes

1.- The valid constitution of the Commission requires that the majority of its members attend the meeting, either present or represented. Members must personally attend the sessions held. However, when they are unavailable they may delegate for each session and in writing to another member to represent them in session for all purposes. The resolutions are adopted by the majority of the members, present or represented. In case of a tie, the President shall have the casting vote.

Exceptionally, if no member opposes it, the Committee may be held in writing and without a meeting. In the latter case, the members may send their votes and the considerations they wish to include in the minutes by email.

2.- The resolutions are adopted by the majority of the members, either present or represented. In case of a tie, the President shall have the casting vote.

3.- The Secretary of the Committee shall keep minutes of each of the sessions held, which shall be adopted at the same meeting or the immediately following one. Copy of the minutes of the sessions will be sent to all Board members.

Article 10.- Powers, resources and assessment

1.- The Committee may request for the fulfilment of its functions any type of information it may require on any aspect of the Entity.

2.- Through the Secretary, the members of the Committee will be provided with all the resources and documentation required to fulfil their mission.

3.- For the best fulfilment of its functions, the Committee may seek the advice of external professionals in legal, tax, accounting, valuation, risk or any other matter, prior communication and approval by the Chairman of the Entity, which will not reject the request except for a reasoned cause.

SECTION 5.-RELATIONSHIPS

Article 11.- Relationships with the Board of Directors and shareholders

1.- The Committee will report, through its Chairman, to the Board of Directors on its activities, and will advise and propose those decisions it deems convenient to adopt within the scope of its functions.

2.- The Committee will prepare an annual report on its activities that will be submitted to the Board of Directors.

3.- The Committee, through its Chairman, or in its absence, of any of its members, will intervene in the General Meeting, as the case may be, for questions that arise and that are the competence of the Committee.

Article 12.- Relationships with the Entity's Management

It will be obliged to attend the Committee's sessions, and provide its collaboration and access to the information at its disposal, any member of the management team or personnel whose presence is reasonably required, at the invitation of the Chairman of the Committee, to deal with those points of the day for which they have been summoned.

Article 13.- Relationships with the accounts auditor and internal auditor

The Committee will maintain a fluid communication with the accounts auditor and the internal auditor, to safeguard their independence, and ensure that they can realise their work objectively.

SECTION 6.- ASSESSMENT AND REPORTS

Article 14.- Assessment and reports

- 1.- The Committee will evaluate annually its performance in a report regarding its activity.
- 2.- Additionally, the Committee will report on all the matters set forth in the regulations, the By-laws, the Regulations of the Board of Directors and these Regulations.