



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

D. Federico Flórez Gutiérrez

- Categoría de Consejero: Independiente.
- Fecha de nombramiento: 4 de abril de 2017.
- Fecha de caducidad: 27 de abril de 2027.
- Vocal de la Comisión Mixta de Auditoría y Riesgos y Vocal de la Comisión de Nombramientos y Retribuciones de Banco Inversis, S.A.
- Ingeniero Naval.
- Máster en Dirección de Empresas y Dirección de Informática.
- Programa de Alta Dirección en IESE, Advanced Management Program en el INSEAD y Cursos de Alta Dirección en HARVD, CRANFIELD y MIT.
- Comenzó su carrera profesional en IBM donde ocupó los cargos de Project Manager y Account Manager respectivamente hasta su incorporación en 1993 como Global CIO en Alcatel Access. Entre 1999 y 2002 ocupó el cargo de Global CIO en Telefónica Data, dónde



además fue miembro del Comité de Dirección. En 2002 se incorporó al Banco de España como Director de Sistemas de Información, donde desarrolló su carrera profesional hasta su incorporación en 2008 a Ferrovial, S.A.

- Ha sido Director General de Sistemas de Información e Innovación, Miembro del Comité de Dirección de Ferrovial, S.A. y Administrador Mancomunado en Ferrovial Corporación, S.A.
- En la actualidad es Miembro del Consejo Asesor de Mapfre, de la sociedad GFT y de la sociedad CT ingenieros

Mr. Luis Javier Rodríguez García

- Category of Director: Independent.
- Date of appointment: 29th April 2020.
- Expiration Date: 29th April 2025.
- Member of the Joint Audit and Risk Committee and Member of the Sustainability and Governance Committee, and Coordinating Director of Banco Inversis, S.A.
- Commercial Law Professor with a degree in Economics&Business Administration.
- He has spent his entire professional life at the Bank of Spain, until his retirement in 2008, where He was Inspector of Credit Institutions since 1976 and Chief of Staff of the General Directorate of Supervision since 1985.
- Until his retirement at the issuing bank, he was member representing the Bank of Spain's Banking Supervision Committee of the European Central Bank, the International Liaison Group of the Committee on Banking Supervision and Audit Committee of the Institute of Accounting and Auditing Accounts Spain.
- He has been a member of the Institute of Chartered Accountants of Spain.
- He does not belong to the Board of Directors of any listed company in Spain or abroad.

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 Illinois.
- 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.