



REGULATION OF THE AUDIT AND COMPLIANCE COMMITTEE OF CORPORACIÓN FINANCIERA ALBA, S.A.¹

PRELIMINARY SECTION

Article 1. Purpose

The purpose of this Regulation is to determine the operational principles of the Audit and Compliance Committee of Corporación Financiera Alba, S.A. (the "Company"), its basic organisational and functional rules and its relationship with shareholders, the Board of Directors, and external and internal auditors and the verifier of the information on sustainability.

SECTION 1. NATURE, OBJECT AND DEPENDENCY

Article 2. Legal nature and purpose

The Audit and Compliance Committee of the Company (hereinafter referred to equally as the "Audit and Compliance Committee" or the "Audit Committee") is established as a body of the Board of Directors with powers of information, consultancy and proposal in those matters determined in the Corporate Bylaws, in the Regulation of the Board of Directors and in this Regulation. As a body of the Board of Directors, it is accountable to the Board for its activities.

SECTION 2. SCOPE AND FUNCTIONS

Article 3. Scope of Operation

The Audit and Compliance Committee is responsible for the functions detailed below (as developed in the following articles of this Regulation), in addition to any others that may be assigned to it from time to time by the Board of Directors:

a) Report to the General Shareholders' Meeting on matters arising in connection with those that lie within the competency of the Committee, and in particular the results of the audit of the accounts (the "Audit", the "External Audit" or the "Accounts Audit", indistinctly), explaining how this has contributed to the integrity of financial information, and the role that the Committee performed in this process, and on the result of the verification of the information on sustainability information (the "Verification"), on the same terms as for the External Audit.

b) Supervise the effectiveness of the Company's internal control, internal audit

¹ This Regulation was approved by the Board of Directors on 24 October 2024 and substitutes the previous one approved on 23 October 2017 and amended on 26 October 2020 and 13 May 2021.



and financial and non-financial risk control and management systems, as well as discuss with the accounts auditor (the “Auditor”, the “External Auditor” or the “Statutory Auditor”, indistinctly) and the verifier of information on sustainability (the “Verifier”) any significant weaknesses in the internal control system that might be detected in the performance of the Audit and the Verification, respectively, all the above without undermining its independence. To this end, and where appropriate, they may submit recommendations or proposals to the management body and the corresponding deadline for the follow-up.

c) Supervise and evaluate the process of preparation and presentation of the required financial and non-financial information and submit recommendations for proposals to the management body in order to safeguard its integrity.

d) Refer to the Board of Directors proposals as to the selection, appointment, re-election and replacement of the Statutory Auditor, taking responsibility for the selection process in accordance with the provisions of Articles 16, subsections 2, 3 and 5, and 17.5 of Regulation (EU) No 537/2014, of 16 April 2014, and of the Verifier, as well as the terms for their engagement and to obtain regular feedback from them on the audit and verification plans and their implementation, as well as to preserve their independence in the exercise of their functions.

e) Establish the appropriate relationships with the External Auditor and the Verifier so as to receive information as to those matters that may threaten their independence, for examination thereof by the Committee, and any other matters related to the Audit or Verification processes and, where applicable, the authorisation of services other than those prohibited, on the terms set out in Article 5, subsections 4 and 6.2(b), of Regulation (EU) No 537/2014, of 16 April 2014, and the provisions of Section 3 of Chapter IV of Title I of Accounts Auditing Act 22/2015, of 20 July 2015, on the independence regime, as well as any other communications established in the accounts auditing legislation and accounting standards for the Audit and, where appropriate, that applicable to the Verification. In any case, they must receive annually from the External Auditors the declaration of their independence in relation to the Company or entities directly or indirectly related to it,, as well as detailed and individualised information on additional services of any kind rendered, and the corresponding fees received from these entities by the External auditor and the Verifier, or by the persons or entities related to them in accordance with the provisions of the regulations governing accounts auditing operations and, as the case may be, the Verification activity.

f) Issue annually, prior to the issuance of the Accounts Auditing report and the Verification report, reports expressing an opinion as to whether the independence of the Accounts Auditor or audit firms and that the Verifier or verifications firms are compromised. These reports shall contain, in all cases, and assessment of each and every one of the additional services referred to in the preceding paragraph, individually considered and as a whole, other than the auditing or verification of accounts and in relation to the independence regime or to the regulations governing the auditing or verification activity, as the case may be



g) Report to the Board of Directors in advance as to all matters set out in Law, the corporate bylaws and the Board Regulation, and in particular with regard to:

1. the management report and any financial information, and non-financial information where applicable, that the Company would be required to publish periodically,
2. the creation or acquisition of stakes in special purpose entities or any domiciled in countries or territories classified as tax havens, and
3. operations with related parties requiring approval by the General Meeting or the Board of Directors.

h) Supervise compliance with the rules of corporate governance, the internal codes of conduct and the sustainability policy.

i) Supervise the application of the economic/financial and non-financial reporting policy, as well as the processes for the relations and communication with shareholders, investors, proxy advisers and other stakeholders.

j) Supervise the internal procedure for those related-party transactions whose approval is delegated to the Committee by the Board in accordance with the Law.

The actions of the Company's Audit Committee focus on the following areas:

- Risk identification and internal control system.
- Review and approval of financial and non-financial information.
- Internal Audit.
- External Audit of the annual accounts
- Compliance with the legal system and internal regulations.

Article 4. Functions regarding the risk identification and internal control system

1. The Audit Committee shall assess whether the Company has the appropriate organisation, personnel, policies and processes in place to identify, analyse and control its significant risks, including emerging risks, both financial and non-financial, including operational, technological, legal, social, environmental and climate change, tax, cyber security, compliance, political, reputational and corruption risks. In order to achieve this objective, the Committee shall verify that the Company has the following elements in place and functioning effectively:

a) The identification and description of the Company's main operational processes, duly documented in operating rules or functional manuals.

b) An integrated information system, which facilitates the timely and reliable preparation of the Company's financial and non-financial information, as well as the operational data required for effective management of the business.



c) A budgeting system to establish in advance the Company's quantitative objectives within its strategic framework, and to analyse the reasons for the main deviations between the actual and budgeted data.

d) Periodically review the internal control and risk management systems, to ensure that the main risks are properly identified, managed and disclosed.

e) Establish and oversee a mechanism for employees and other stakeholders to confidentially report potentially significant irregularities, in particular, financial, accounting and sustainability irregularities that they observe in the Company.

2. The Committee shall be entitled to periodically review the Company's policies and the internal control and risk management systems and may investigate any aspects connected therewith.

Article 5. Functions regarding financial reporting

The Audit Committee will have the following main functions in this area:

a) Review of the process of preparing of the Company's financial information, in order to verify its integrity, technological and internal control quality, compliance with legal requirements, proper definition of the consolidation scope, correct application of generally accepted accounting standards and principles (duly documented in an Accounting Plan), and compliance with all other legal requirements regarding said information.

b) Review the periodic financial statements to be submitted by the Company to the markets and their supervisory bodies, prior to their approval by the Board of Directors.

c) Ensure that the periodic financial information prepared during the financial year (monthly, quarterly, etc.) is based on the same quality standards as the annual financial information.

d) Evaluate and approve the proposals suggested by Senior Management as to changes in the accounting principles and standards.

e) Supervise the decisions of Senior Management on the adjustments proposed by the External Auditor, and consider and, if necessary, mediate in any disagreements between them.

Article 6. Functions regarding non-financial information

The Audit and Compliance Committee shall have the following main functions in this area:

a) Review the process of preparing the Company's non-financial information, in



order to verify its integrity, technological quality and internal control, compliance with legal requirements, the proper definition of the scope of consolidation, the correct application of accepted principles, criteria and standards, and compliance with all other legal requirements relating to such information.

b) Review the non-financial information to be submitted by the Company to the markets and their supervisory bodies, prior to its approval by the Board of Directors.

c) Evaluate and approve the proposals suggested by Senior Management regarding changes in the principles and standards relating to information on sustainability.

d) Supervise the decisions of Senior Management on the adjustments proposed by the Verifier, as well as know and, where appropriate, mediate in disagreements between them.

Article 7. Functions regarding internal auditing

The Audit and Compliance Committee will have the following main functions:

a) Ensure the independence of the unit that assumes the internal audit function.

b) Propose the selection, appointment, re-election and dismissal of the head of the internal audit service.

c) Approve the internal audit budget.

d) Approve the guidelines and annual working plan, ensuring that its activities focus essentially on the Company's relevant financial and non-financial risks, and receive periodic information on its activities.

e) Verify that Senior Management considers the conclusions and recommendations of its reports.

f) Annually assess the performance of the internal audit.

g) Review the updating of financial and non-financial information on the Company's website.

Article 8. Functions regarding the External Audit of the annual accounts and the Verification of the information on sustainability

The Audit Committee will be responsible for the following:



a) Propose the appointment of the Statutory Auditors or auditing firms and the Verifier or verification firms of the Company, the conditions of their engagement, the scope of their professional mandate and, where appropriate, their revocation or renewal.

For the selection of the Auditor and the Verifier, the Committee shall follow a procedure in which no fewer than three Audit or Verification firms shall be invited, and in order to submit their proposal, it shall take into account at least the following criteria: knowledge by the bidders of the sectors in which the economic activities of the Company are framed, including their associated risks and specific regulations; training and experience of the technical team and other necessary specialists; methodology and resources; independence and quality of the services. Disproportionate or abnormal bids shall not be taken into consideration. The selection process must guarantee the independence of the Auditor or Verifier.

b) Act as communication channel between the Board of Directors and the Auditor and the Verifier, and evaluate the results of each Audit and Verification and Senior Management's responses to their recommendations. In particular, it shall receive regular information from the External Auditor on the audit plan and the results of its execution. Similarly, it shall also receive regular information from the Verifier on the progress of the verification plan and the results of its implementation.

c) Oversee compliance with the contracts for the provision of Audit and Verification services, ensuring that the opinion on the annual accounts and the information on sustainability and the main contents of the Audit report and the Verification report are clear, precise and unqualified. In the event of qualifications in the reports, the Chairperson of the Audit Committee and the External Auditors or the Verifiers will clearly explain to the shareholders the content and scope of said qualifications or reservations.

d) Relations with the External Auditors and the Verifier in order to receive information on any issues that may jeopardise their independence and any other issues related to the process of performing the Audit or Verification, as well as the communications provided for in the legislation on auditing and the technical auditing standards applicable to Auditors. For Verifiers, these standards shall be taken into account to the extent that they may be applicable in a similar manner, as well as the legislation and technical standards that are expressly applicable to verifiers.

e) Ensure the independence of the External Auditor and, to this end:

- i) Ensure that the Company notifies the National Securities Market Commission (CNMV) the change of Auditor, enclosing a statement of any disagreements with the outgoing auditor and, where these exist, their content.



- ii) Ensure that the remuneration of the External Auditor for its work does not compromise its quality or its independence.
 - iii) Ensure that the Company and the Auditor comply with the applicable rules regarding the provision of non-audit services, the limits on the concentration of the Auditor's business and, in general, all other standards established to ensure the independence of the auditors.
 - iv) Consider any circumstances that may have led to the resignation of the External Auditor.
 - v) Obtain written confirmation each year from the Auditors or auditing firms written confirmation of their independence vis-à-vis the Company or any its entities directly or indirectly related to it, as well as information on any additional services of any kind provided to these entities by the aforementioned Auditors or audit firms, or any of their related persons or entities.
 - vi) Annually, prior to the publications of the Audit report, issue a report expressing an opinion on the independence of the Accounts Auditors or auditing companies. This report shall include and opinion on the provision of additional services.
- f) Ensure the independence of the External Auditor, considering the applicable legislation and technical standards.
- g) Ensure that the External Auditor and the Verifier meet annually with the Board of Directors to report, as appropriate, on the work performed and on the evolution of the Company's financial position, sustainability information and the financial and non-financial risks .
- h) Conduct a final assessment of the performance of the Auditor and the Verifier on an annual basis.

Article 9. Functions regarding compliance with the legal provisions and internal regulations

The Audit Committee will have the following mission:

- a) Ensure the existence of an effective internal process to monitor the Company's compliance with the laws and regulations applicable to its operations.
- b) Confirm that the necessary procedures have been established to ensure that the executive team and employees comply with the internal standards and the Internal Code of Conduct approved by the Board of Directors.
- c) Evaluate, at one of its annual meetings, the effectiveness of and compliance with the rules and procedures of governance of the Company, issuing a report in this regard to the Board of Directors.
- d) Examine and report, prior to the approval of the relevant decisions by the Board



of Directors, on any structural and corporate changes that the Company might plan to undertake, regarding their economic conditions and accounting impact, and in particular, where applicable, the proposed exchange rate, as well as report on the creation or acquisition of interests in special purpose vehicles or those domiciled in countries or territories classified as tax havens, and on any other transactions or operations of a similar nature that, due to its complexity, could undermine the transparency of the group.

e) Report to the Board on transactions with related parties of members of the Board, before the Board of Directors takes any decision in this regard.

f) Oversee compliance with the internal codes of conduct and corporate governance rules.

g) Oversee the functioning of the whistle-blowing channel and, when necessary, propose to the Board the appropriate measures for improvement.

SECTION 3. COMPOSITION, APPOINTMENT AND DISMISSAL OF MEMBERS

Article 10. Composition

The Audit and Compliance Committee shall consist of a minimum of three and a maximum of five members, one of whom will act as Chairperson. All members shall have the status of external or non-executive Directors, and the majority shall be independent Directors. The members of the Committee will have the relevant expertise in the business sector to which the Company belongs. As a whole, the members of the Committee shall have relevant expertise and appropriate experience in accounting and auditing, finance, sustainability, internal control, and financial and non-financial risk management in relation to the industry and the activities of the Company and its group, as well as experience or an appropriate understanding of information technology (IT).

The Chairperson of the Committee shall be an independent Director.

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

Article 11. Appointment and dismissal

1. The members of the Committee shall be appointed by the Board of Directors of the Company from among its members. It shall also appoint from among them the person who shall act as Chairperson. The Board may also appoint deputy members from among the Directors of those categories indicated in the above article, in case of vacancy, absence, or conflict of interest. The members of the Audit Committee, and in particular the Chairperson, shall be appointed on the basis of their knowledge and experience in the field of accounting, auditing and sustainability matters, and also their experience and knowledge of financial



aspects, internal control and risk management, both financial and non-financial, and of the Company's business.

2. The term of office shall be for the remainder of the term of its office of the Board of Directors and shall be renewable. Notwithstanding the foregoing, any person who has held the position of Chairperson of the Audit Committee for four consecutive years shall resign and may be re-elected to that position after a period of one year has elapsed since his or her resignation.

SECTION 4. FUNCTIONING

Article 12. Sessions

1. The Audit Committee shall set the calendar of its ordinary meetings with the necessary frequency to deal adequately with the matters under its responsibility and shall meet at least quarterly to review the periodic financial information and the annually published information. In addition, the Committee shall also meet whenever convened by its Chairperson 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 a prior announcement 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 required, in which case the urgency must be unanimously acknowledged by all those present at the beginning of the meeting.

3. Meetings may be attended by Executive Directors or by Senior Executives of the Company, when expressly agreed by the members of the Committee, upon invitation by its Chairperson, in order to discuss those items on the agenda for which they have been summoned.

4. The Audit Committee may call on any executive of the Company, including the internal auditor, employees of the Company, External Auditors, Verifiers and other experts, and may even rule that they appear without the presence of any other executive, upon prior invitation of the Chairperson of the Committee, to discuss those items on the agenda for which they have been summoned.

Article 13. Announcement and venue

1. The announcement of meetings of the Audit Committee will be issued at least five days in advance by the Secretary of the Committee, to each of its members, by letter or e-mail, including the agenda of the meeting approved in advance by the Chairperson of the Committee. The minutes of the previous meeting shall be attached to this announcement, whether or not they have been approved.

2. Meetings of the Audit Committee will normally take place at the registered office, but may also be held at any other venue established by the Chairperson



and indicated in the announcement. Meetings may likewise be held by conference call for videoconferencing, provided that the Directors have appropriate technical resources in place, and no Director objects to this.

Article 14. Quorum, representation, adoption of resolutions and minutes

1. For the Commission to be validly constituted, the majority of its members shall be the present, in person or by proxy. Any member of the Committee may delegate powers of representation to another member. Such powers of representation must be conferred in writing, e-mail being valid, addressed to the Chairperson of the Committee.

2. Resolutions will be passed by the majority of the members present in person or by proxy. In the event of a tie, the Chairperson shall hold casting vote.

3. The Secretary of the Committee shall draw up the minutes of each meeting held, which shall be approved at the meeting itself or at the meeting immediately following. A copy of the minutes of the meetings shall be sent to all members of the Board.

ARTICLE 15. Powers, resources and consultancy

1. In order to perform its duties, the Committee may request any type of information that it requires concerning any aspect of the Company.

2. The Secretary shall provide the members of the Committee with all the resources and documentation they may require to perform their duties.

3. For the better performance of its duties, the Audit Committee may seek from the advice of external professionals on legal, accounting, valuation, risks or any other matters, subject to prior notification and approval by the Chairperson of the Board of Directors, who may not refuse such this request except for reasonable cause.

SECTION 5. RELATIONSHIPS

Article 16. Relationship with the Board of Directors and shareholders

1. The Committee shall report periodically to the Board of Directors, through its Chairman, on its activities, and shall advise and propose such measures as it deem appropriate within the scope of its functions.

2. The Audit Committee shall prepare an annual report on its activities, to be submitted to the Board of Directors.

3. The Audit Committee, through its Chairperson or, in his absence, through any of its members, shall intervene at the General Shareholders' Meeting on any



matter that may be raised and that falls within Committee's remit.

Article 17. Relationship with the Company's Senior Management

Any member of the executive team or any employee whose presence may reasonably be required will be obliged to attend meetings of the Committee, at the invitation of the Chairman of the Committee, and to offer any cooperation or access to information that he or she may hold to discuss the items on the agenda he or she has been invited.

Article 18. Relationship with the Accounts Auditor, the Verifier and the internal auditor

The Audit Committee will maintain fluid communication with the Accounts Auditor, the Verifier and the internal auditor, while safeguarding their independence and ensuring that they can perform their work with objectivity.

SECTION 6. EVALUATION AND REPORTS

Article 19. Evaluation and reports

1. The Audit Committee shall annually assess its performance in a report on its activity.
 2. The Audit Committee will furthermore report on all matters established in Law, the Corporate Bylaws, the Regulation of the Board of Directors and these Regulations.
-