



# JOINT AUDIT COMMITTEE AND RISKS

## COMPOSITION:

### CHAIRMAN

*Mr. Federico Flórez Gutiérrez*

- Category of Director: Independent.
- Date of appointment as Director: 4<sup>th</sup> April 2017.
- Expiration Date of appointment as Director: 4<sup>th</sup> April 2022.
- Date of appointment as Chairman of the Committee: 29<sup>th</sup> May 2019.
- Member of the Transformation Committee of Banco Inversis, S.A.
- Naval Engineer.
- Master in Business Management and Information Management.
- High Management Program at IESE, Advanced Management Program at INSEAD and High Management Courses at HARVDARD, CRANFIELD and MIT.
- He began his professional career at IBM where he held the positions of Project Manager and Account Manager respectively until his incorporation 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 his incorporation in 2008 to Ferrovial, S.A.
- In Ferrovial, S.A. he has been the General Manager of Information Systems and Innovation and Member of the Management Committee. Likewise, he held the position of Joint Administrator at Ferrovial Corporación, S.A.
- Nowadays he is Patron of the Foundation Center Innovation Infrastructures.

### MEMBERS

*D. John Siska Goytre*

- Category of Director: Independent.
- Date of appointment: 29 de enero de 2020.
- Expiration date: 29 de enero de 2025.
- Member of the Appointments and Remuneration Committee 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.



## Mrs. Eva M<sup>a</sup> Fernández Góngora

- Category of Director: Dominical.
- Date of appointment: 10 September 2019.
- Expiration Date: 10 September 2024.
- Member of the Appointments and Remuneration Committee of Banco Inversis, S.A.
- Economics&Business Administration Degree from the Universidad Autónoma of Madrid.
- With 28 years of professional experience, she has developed most part of her career in the financial sector, specifically, in American Express, focusing her area of activity in the Financial Area (as Financial Director and Controller), as well as in the Operational Risks, Regulatory Compliance and Corporate Governance Areas. She has spent most of her career abroad in countries such as United Kingdom (London) and United States (New York) as well as in Spain.

## 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.