Regulations of the Audit and Compliance Committee of BANKIA, S.A.

Approved by the Board of Directors on April 26, 2018

CONTENTS

CHAPTER I – PREAMBLE

ARTICLE 1 – PURPOSE

The purpose of these Regulations (the **"Regulations"**) is to set out the principles governing the work of the audit and compliance committee (the "**Committee**") of Bankia S.A. (hereinafter, the "**Company**") and the basic rules for the composition, functioning and responsibilities of the committee, all this in accordance with best practice in good corporate governance in the commercial field.

ARTICLE 2 – APPROVAL, AMENDMENT, PRECEDENCE AND INTERPRETATION

1. The Regulations and successive amendments thereto will require the approval of the board of directors and will come into force on the date of approval.

2. The Regulations implement and supplement the rules applicable to the committee under commercial law and under the Company's Bylaws and Board of Directors Regulations. In the event of any inconsistency between the two, the latter prevail.

3. The Regulations must be interpreted in accordance with the law and the principles of good corporate governance and any doubt or disagreement as to their interpretation must be submitted to and resolved by the committee, which must report to the board of directors only where there is disagreement.

4. In matters not specifically provided for in these Regulations the guidelines for the board of directors set out in the Bylaws and Board of Directors Regulations apply, provided they are compatible with the nature and functions of the committee.

ARTICLE 3 – DISSEMINATION

1. The members of the committee have an obligation to know, comply with and enforce these Regulations. To that end, the secretary of the committee must provide all members with a copy of the Regulations at the time when they accept their appointment and members must deliver to the Secretary a signed statement in which they declare that they know and accept the content of the Regulations and undertake to fulfil their obligations under the Regulations.

2. The board of directors and the committee must take the necessary steps to ensure that these Regulations are distributed as necessary among the shareholders, the investing public in general, employees and senior managers of the Company and its group of companies, for which purpose the Regulations must be published on the Company's corporate website.

ARTICLE 4. GUIDING PRINCIPLES

1. **Sceptical stance:** The members of the committee must maintain a critical and sceptical stance, challenging the data, assessment processes and prior conclusions reached by the Company's executives and managers, forming their own opinions, both individually and as a committee.

2. **Constructive dialogue that encourages members to speak freely:** The committee chairman must stimulate debate and encourage active participation by members during meetings, safeguarding their ability to speak freely and express opinions.

3. **Ongoing dialogue with internal audit, the statutory auditor and management:** To perform its role effectively, the committee, acting mainly through its chairman but also involving other members insofar as the chairman considers it appropriate, must establish, in the manner specified in these Regulations, a channel for regular, effective communication with the Company's management, especially the comptroller, financial management, internal audit and regulatory compliance, and with the statutory auditor.

4. **Adequate analytical capability:** In order to better perform its duties, the committee may seek expert advice from outside professionals on matters that fall within the scope of its responsibility.

CHAPTER II – COMPOSITION

ARTICLE 5 – COMPOSITION

The committee must be composed exclusively of non-executive directors, the majority of them independent, with a minimum of 3 and a maximum of 5 members.

ARTICLE 6 - KNOWLEDGE AND DIVERSITY

1. The members of the committee must be appointed by the board of directors having regard to their knowledge, aptitudes and experience in accounting or auditing, or both, and the committee's tasks. Between them, the members of the committee must have the abovementioned knowledge and experience, as well as relevant specialist knowledge of the banking industry.

   A committee member will be considered to have knowledge and experience in accounting, auditing or both when he or she has:

   a) Knowledge of accounting or auditing standards, or both.

   b) The ability to evaluate and interpret the application of accounting standards.

   c) Experience in preparing, auditing, analysing or evaluating financial statements with a degree of complexity similar to those of the Company or in supervising one or more people engaged in such tasks.

   d) An understanding of internal control mechanisms related to the financial reporting process.

2. Without neglecting these requirements, in order to promote a sceptical stance, critical attitude and diverse viewpoints, committee members must also be selected with a view to diversity, especially as regards gender, professional experience, competencies, industry knowledge and geographical origin. At least one member of the committee should have experience in information technology (IT).

ARTICLE 7 – TRAINING

Before they attend their first meeting, new members of the audit committee must complete an orientation programme that will quickly equip them with sufficient knowledge of the Company to be able to participate actively from the outset. This programme must cover at least the following points: (i) the committee's role, responsibilities and objectives; (ii) the way other specialised committees or commissions work; (iii) how much time each member is expected to devote to committee work; (iv) an overview of the Company's business model, organisational structure and strategy; (v) the functions and responsibilities of the internal governance areas and their relationship with the committee; and (vi) the Company's reporting obligations.

The committee must also have in place a plan for regular training to ensure that members' knowledge of accounting, the regulatory framework for the banking industry, internal and statutory audit, risk management, internal control and relevant technological developments is continually updated.

ARTICLE 8 – OFFICERS

1. The committee must be chaired by an independent director, who must also have the necessary knowledge, aptitudes and experience in accounting, auditing, risk management and the committee's tasks in general. A new committee chairman must be elected every four years and a person may be re-elected to the post after one year has elapsed since the end of that person's previous term of office.

2. The committee's chairman will act as its spokesperson in meetings of the Company's board of directors and, where applicable, in General Meetings of Shareholders.

3. The committee must have a secretary and may have an assistant secretary, neither of whom needs to be a director nor the same person as the secretary or assistant secretary to the board of directors.

CHAPTER III – RESPONSIBILITIES

ARTICLE 9 – SCOPE

1. Without prejudice to any other tasks that may be assigned to it by the board, the committee has all the functions assigned to it under applicable law and, in particular and without limitation, the basic responsibilities regulated in this Chapter.

2. The committee must have sufficient resources to be able to perform its tasks. Resource requirements must be channelled through the committee's secretary or, if this latter is not the same person as the secretary to the Company's board of directors, through the secretary to the board.

ARTICLE 10 – SUPERVISION OF FINANCIAL AND NON-FINANCIAL REPORTING

1. The committee's responsibilities in this area are to:

a) Supervise the preparation and presentation of statutory financial reports and make recommendations and proposals to the board of directors aimed at safeguarding the integrity of financial information.

In performing this task, the committee must receive and analyse relevant reports from the heads of the internal control areas, especially internal audit, and must assess the level of trust and reliability of the system, developing proposals for improvement actions.

b) Review the Company's accounts to ensure compliance with legal requirements and proper application of generally accepted accounting principles and report on any proposals for changes to accounting standards and principles put forward by management, basing its opinion on internal audit reports, other expert reports, and management analysis and opinion, as well as information about the results of the statutory audit, although the committee must use its judgement to draw its own conclusions. The committee must also consider in what cases it makes sense and is feasible to involve the statutory auditors in the review of reports other than the financial statements.

Additionally, in the interests of effective supervision the committee must hold individual meetings with management and internal audit and maintain fluid communication with the statutory auditor for the purpose of analysing the following matters:

(i) The appropriateness of the scope of consolidation.

(ii) Any judgements, criteria, valuations or estimates that have a material impact on the financial statements and related non-financial reports.

(iii) Any changes in the significant criteria applied.

(iv) Where applicable, the reasons why in its public reports the Company uses certain alternative performance measures (APMs) instead of the measures defined directly by the accounting standards, the extent to which those APMs provide useful information to investors and the extent to which the Company complies with international recommendations and best practice in this regard.

(v) Any material weaknesses in internal control.

(vi) Any material adjustments identified by the statutory auditor or resulting from reviews performed by internal audit, and management's position on such adjustments, taking into account any demands sent in the current or a previous period by the Comisión Nacional del Mercado de Valores (CNMV), in order to ensure that the same incidents identified in those demands are not repeated in future financial statements.

The committee's independence must be respected in all meetings and communications. In particular, the statutory auditor must not be invited to take part in the decision-making part of committee meetings.

The committee must carry out this supervisory task continuously but also on an ad hoc basis at the request of the board of directors.

c) Report on any draft amendments to accounting principles and criteria proposed by management.

d) Report to the board of directors, before publication, on the financial and related non-financial information the Company is required to publish periodically, paying special attention to the clarity and integrity of the information.

e) Review any issue prospectuses or periodic financial information the Board is required to disclose to the markets and their supervisory bodies.

f) Ensure that the financial information published on the Company's website is kept up-to-date and coincides with the information prepared by the Company's directors and published on the website of the CNMV.

g) Continuously review, analyse and discuss any relevant non-financial information with management, internal audit and the statutory auditor.

2. If, after the review carried out in its supervisory capacity, the committee is not fully satisfied with any aspect of the financial information, it must convey its opinion to the board of directors.

ARTICLE 11 – SUPERVISION OF THE INTERNAL CONTROL, REGULATORY COMPLIANCE AND RISK MANAGEMENT SYSTEMS

1. The committee's responsibilities in this area are to:

a) Monitor the effectiveness of the Company's internal control, regulatory compliance and financial and non-financial risk management systems, based on the periodic reports submitted to it by the Company's managers and the conclusions reached in any tests carried out on those systems by the internal auditors or any other professional hired specifically for that purpose.

b) Discuss with the statutory auditor any material weaknesses of the internal control system detected in the course of the audit, all this without impairing the auditor's independence. Where necessary, the committee may submit recommendations or proposals to the board of directors in this respect and advise on the monitoring period.

c) Verify the appropriateness and integrity of the internal control systems and review the appointment and replacement of the persons responsible for them.

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

e) Assess all matters relating to the Company's operational, technological and legal risks, independently of the risk oversight powers assigned to the risk advisory and other committees.

f) Supervise the performance of the regulatory compliance unit, whose head must report directly to the committee any incidents in the implementation of the annual work plan and submit a report of activities at the end of each year.

g) Establish and supervise a mechanism that allows staff to report, in confidence, any potentially serious irregularities, especially financial or accounting irregularities, that come to their notice in the Company, promoting compliance with the Code of Ethics and Conduct approved by the Company and monitoring the work of the Ethics and Conduct Committee, which at the end of each year must submit a report of activities to the committee.

In its role as supervisor of the whistleblowing channel, the Ethics and Conduct Committee must report regularly to the committee on the operation of the channel and, in particular, on the number of reports received, the sources of the reports, the types of behaviour reported, the results of any investigations and any proposals for action. Once it has analysed this information, if it considers it necessary, the committee will propose the action to be taken to make the channel more effective and reduce the risk of irregularities in the future.

2. In particular, in relation to risk management systems, the committee must liaise and work closely with the risk advisory and board risk committees.

ARTICLE 12 – SUPERVISION OF INTERNAL AUDIT

1. The committee must safeguard the independence and effectiveness of the internal audit function based on the information it receives directly from the head of audit about any incidents that have arisen and the report of activities the head must submit to the committee at the end of each year.

2. In particular, the committee's responsibilities are to:

a) Make proposals for the selection, appointment, re-election and removal of the head of the internal audit functions.

b) Ensure that internal audit staff have the right profile to preserve the unit's objectivity and independence, in accordance with the Institute of Internal Auditors' International Standards for the Professional Practice of Internal Auditing and the recommendations of the CNMV's Good Governance Code of Listed Companies.

c) Taking the principle of proportionality into account, review the internal audit unit's annual work plan, which must be approved by the board of directors, ensuring that due consideration is given to the main risk areas and that a clear division of responsibilities is established between the internal audit unit, on the one hand, and the risk management and control, management control, regulatory compliance units and the statutory audit, on the other.

d) Monitor the internal audit unit's annual work plan, ensuring that:

(i) The business's main risk areas identified in the plan, including the supervision of internal controls over the calculation of the alternative measures of performance (APMs) the Company uses in its periodic reports, are adequately covered in practice.

(ii) The unit works in a coordinated way with other assurance functions, such as risk management and control or regulatory compliance, as well as with the statutory auditor.

(iii) The resources initially assigned – human, technological and financial resources, including the engagement or use of experts for audits that require special qualifications – are sufficient and appropriate.

(iv) The head of internal audit has effective direct access to the committee.

(v) All material changes to the work plan are properly reported to the committee.

(vi) The conclusions reached by internal audit are appropriate, any action plans are implemented as agreed and the committee receives timely information on their implementation.

(vii) Any disagreements with management are resolved or else are submitted to the consideration of the committee.

(viii) Periodic reports are received on the unit's activities, including presentations of the conclusions of its reports at the scheduled intervals and the preparation of reports in line with the annual work plan or in response to specific requests made or approved by the committee. Those conclusions must include both the weaknesses or irregularities detected and the plans for resolving them and the monitoring of their implementation.

(ix) An annual activity report is submitted, which must contain, at a minimum, a summary of the activities carried out and the reports issued during the year, explaining any activities included in the annual plan that were not carried out and any activities carried out but not included in the plan, together with an inventory of the weaknesses, recommendations and action plans set out in the various reports.

e) Submit to the board of directors, before the end of each year, a draft annual budget and annual resource plan for the internal audit directorate, for approval.

f) Ensure that senior management takes the conclusions and recommendations of its reports into account. In particular, the internal audit function must respond to any requests for information it receives from the committee in the performance of its duties.

g) Assess the functioning of the internal audit unit and the performance of its head, for which purpose the committee must gather the opinions of other specialised committees and senior executives. The conclusions of the assessment carried out by the committee must be reported to the head of internal audit and must be taken into account by the Company in determining the head's annual variable remuneration.

3. The committee's chairman may contact the head of the Company's internal audit unit at any time with requests for information on internal audit activities. Similarly, regardless of established organisational reporting relationships, the head of internal audit must maintain continuous functional contacts with the committee and its chairman. The committee must in any case oversee the performance of the internal audit unit.

ARTICLE 13 – RESPONSIBILITIES IN RELATION TO THE AUDITING OF ACCOUNTS

1. The committee's main responsibilities in this area are to:

   a) Refer to the board of directors any proposals for the selection, appointment, re-election or replacement of the statutory auditor, taking responsibility for the selection process and the terms and conditions of the engagement.

      In selecting the statutory auditor, the committee must take into consideration the scope of the audit, the auditor or audit firm's qualifications, experience and resources, the audit fees, the auditor's independence, the effectiveness and quality of the audit services to be provided, as well as any criteria laid down in Spanish and EU laws and regulations or in the internal procedures for the hiring of the statutory auditor.

      The committee must weight the various criteria appropriately. Remuneration should not be the decisive criterion and the committee should decide in advance which aspects are negotiable, discarding any offers that might be considered abnormal or disproportionate.

      In relation to the preceding point, the committee must define a statutory auditor selection procedure that specifies the criteria or parameters to be considered (the level of the fees not being the primary consideration), in relation to a sufficient number of auditors and audit firms invited to take part by the committee. Those criteria and parameters must include at least the following:

      (i) Resources, experience and geographic coverage.

      (ii) Competencies and abilities of staff, specialised IT systems and resources for handling complex issues accordant with the size and complexity of the audit to be carried out, and availability of specialists with the necessary specific knowledge and, where applicable, knowledge of International Financial Reporting Standards.

      (iii) Independence, especially as regards personal circumstances or the provision of non-audit services to the company, in accordance with auditing standards, as well as any other circumstance that may affect the auditor's independence.

      (iv) Non-discrimination on account of firm size or lack of capacity to provide non-audit services.

      (v) Service quality and efficiency, based on the results of inspections carried out by the Spanish Accounting and Auditing Institute (ICAC), pursuant to Articles 16(3)(e) and 26(8) of the EU's Audit Regulation and Article 54 of the Spanish Audit Law (Ley de auditoría de cuentas, LAC).

(vi) Exclusion of any offers considered disproportionate or abnormal.

(vii) Aspects that may be negotiable.

b) Ensure the independence of the statutory auditor in the exercise of its functions and, to that end:

(i) Request and obtain from the statutory auditor, each year, a statement of its independence from the Company and any entities directly or indirectly related to the Company, as well as detailed, individualized information on any additional services provided and the fees received by the auditor or persons or entities related to it from those entities, in accordance with auditing standards.

(ii) Issue each year, before the auditor's report is issued, a report stating an opinion as to whether the auditor or audit firm's independence is compromised. This report must contain a reasoned assessment of the performance of each and every non-audit service provided, individually and in aggregate, taking the auditor's independence and auditing standards into account.

(iii) Conduct relations with the statutory auditor in order to receive information about any matters that might jeopardise the auditor's independence and assess the effectiveness of the safeguards put in place. Also, understand and assess, in aggregate, all the relationships between the Company and its related entities, on the one hand, and the statutory auditor and its network, on the other, that involve the provision of non-audit services or any other type of relationship.

(iv) Ensure that the Company 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, other requirements designed to safeguard the auditor's independence.

For that purpose, the committee must:

i. Review and approve the Company's internal policies on personal situations, the prohibition on the provision of certain services by the auditor and the approval of the provision of non-audit services. In addition, the committee must ensure that these policies are known to the relevant persons in the Company, so that they are put into effect.

ii. Set an indicative limit to the fees to be received by the statutory auditor for non-audit services, taking the provisions of applicable laws and regulations into account.

iii. Approve and review the Company's internal policies for compliance with the prohibitions that apply after the audit engagement has been completed.

In approving the provision of non-audit services by the statutory auditor, the committee must consider:

i. The nature of the services, the circumstances and context in which they are to be provided, the identity, position or influence of the person providing the services and any other relationships that person may have with the Company, any possible effects, any danger that the services may impair the auditor's independence, and any measures that have been taken to eliminate or reduce that danger to a level where it does not compromise the auditor's independence.

ii. Whether, given its expertise and experience, the audit firm is the most suitable candidate to provide those services.

iii. The remuneration for non-audit services, individually or in aggregate, compared to the remuneration for audit services and the parameters the audit firm uses to determine its own remuneration policy.

(v) Ensure that the remuneration of the statutory auditor for its work does not compromise its quality or independence, taking into account the rules on fees set out in auditing standards.

(vi) If the statutory auditor resigns, the committee must examine the circumstances that prompted the resignation.

(vii) Ensure that the Company reports any change of auditor as a material disclosure, accompanied by a statement as to whether there were any disagreements with the outgoing auditor and, where applicable, the nature of the disagreements.

(viii) Establish internal sources, within the Company, to obtain relevant information on the independence of the statutory auditor, from financial management, other executive functions, internal audit, or other assurance functions such as regulatory compliance or risks, or external sources such as information supplied by the statutory auditor itself.

(ix) Seek explanations from the statutory auditor about the internal quality control system it has in place to safeguard its independence, as well as information on internal practices regarding the rotation of the audit partner and audit team and whether those practices comply with applicable Spanish and EU regulations in this respect.

(x) Analyse any changes in the overall remuneration of the statutory auditor.

c) Serve as a channel of communication between the board of directors and the auditors (internal and external), assess the results of each audit and the management team's response to the auditor's recommendations and mediate in the event of disagreement between the auditors and the management team regarding the principles and criteria to be applied in preparing the financial statements. In particular, the committee must ensure that the statutory auditor holds at least one meeting each year with the full board of directors to report on the work carried out and any changes in the Company's accounting situation and risks.

d) Once the audit has been completed, review with the statutory auditor any significant findings and the content of both the auditors' report and the additional report for the committee. In this review of the audit work, the committee must:

(i) Review with the auditor any major incidents detected during the audit, seek management's opinion on those incidents, verify that they have been resolved and, if not, understand why not, and follow up the auditor's recommendations.

(ii) Check that the audit plan has been carried out as planned and, if not, obtain an explanation of any changes made.

(iii) Obtain an explanation from the auditor as to how it tackled the risks it encountered.

(iv) Analyse the auditor's opinion in the light of the evidence available on each relevant area of the business.

(v) Assess whether relations with senior management and the finance department and their collaboration with the statutory auditor have been appropriate.

e) To complete its supervisory tasks, the committee must perform a final assessment of the work done by the auditor and how it has contributed to the quality of the audit and the integrity of the financial information, including, among others parameters, the auditor's independence; its knowledge of the business; the frequency and quality of its communications; internal opinion about the auditor, both at corporate level and in each business unit and assurance area, including internal audit and regulatory compliance; the public results of the quality controls or inspections carried out by the ICAC or other supervisors; and the auditor's transparency reports and any other information available.

If, based on its assessment of the auditor, the committee believes that there are matters for concern or unresolved issues as to the quality of the audit, it should consider the possibility of reporting its concerns to the board of directors and, if the board so decides, notifying the supervisory authorities accordingly.

f) Request information from the statutory auditor about the audit plan and its implementation and make sure that senior management takes its recommendations into account.

g) Supervise the performance of the audit engagement, taking steps to ensure that the auditors' opinion on the annual accounts and the main content of the audit are drafted clearly and precisely.

2. Communication between the auditor and the committee must comply with the obligations set out in auditing legislation and auditing standards and must not impair the auditor's independence or the effectiveness of the audit.

3. The committee's relations and communications with the statutory auditor must be fluid and continuous and should follow a plan of activities and an annual schedule of meetings, most of them without the presence of the Company's management, in which any matters that may affect the audit opinion or the auditor's independence should be discussed.

4. In particular, the committee must request information or hold discussions with the auditor about:

   a) Any relevant issue detected concerning the accounts, the internal control system or the audit.

   b) Key aspects of the auditor's strategy and work plan in relation to the audit of the Company, including the assessment of materiality or relative importance; how those key aspects have been designed to respond to the main identified risks of material misstatement; the resources allocated to carrying out the audit; where applicable, the reasons for using specialists; and a timetable for completion of the planned tasks, identifying the nature and scope of the tests of control and substantive tests.

   c) The judgements made as to the quality and applicability of the Company's accounting principles, the significant assumptions used for critical estimates (especially those involving a high degree of uncertainty) and any significant changes to those assumptions. The discussion must include any errors or breaches identified by the auditor, whether corrected by the Company or not, and any difficulties encountered in the course of the audit.

   d) The necessary communication to allow supervision of the preparation and production of economic and financial information, including the auditor's opinion on the accounting treatment management has given to complex, high-risk or controversial transactions.

   e) Information on the materiality figures for the financial statements as a whole and, where applicable, for particular transactions, balances or disclosures in the notes; the use of qualitative measures in determining materiality; and materiality for the performance of the audit engagement and how it will determine the scope and level of the audit work.

   f) The methods and assumptions used by management for significant accounting estimates, the effect of using alternative methods or assumptions, and the auditor's consideration of data or information that may be inconsistent with management's assumptions.

   g) An assessment of whether relations between the two sides have been appropriate and, if necessary, whether the committee should take steps to improve them.

ARTICLE 14 – OTHER RESPONSIBILITIES

1. Examine and supervise compliance with these Regulations, the Board of Directors Regulations, the Company's Internal Code of Conduct for the Securities Markets, the anti-money laundering manuals and procedures and the Company's governance and compliance rules in general and make the necessary proposals to improve them.

2. Supervise the strategy for communication and relations with shareholders and investors, including small and medium-sized shareholders.

3. Periodically assess the adequacy of the Company's corporate governance system to ensure that it serves its purpose of promoting the Company's best interests and, where necessary, takes the legitimate interests of stakeholders into account.

4. Receive information and, where appropriate, issue reports on any disciplinary action taken against directors or senior managers of the Company.

5. Establish and supervise a system for preventing and detecting crimes that could result in criminal liability for the Company.

6. Any other functions which have been assigned to it or for which it has been granted authority by the board of directors.

7. Report to the board of directors on related-party transactions before the board makes its decisions in this respect.

8. Report to the board of directors on the creation of, or the acquisition of holdings in, special purpose vehicles or entities domiciled in countries or territories classified as tax havens and any other transactions or operations of a comparable nature which, because of their complexity, could impair the transparency of the Group.

9. Report to the board of directors, prior to decision making, on all matters within its remit provided for in law, the Bylaws or the Board of Directors Regulations.

10. The committee must be informed of any planned corporate transactions or changes to the corporate structure, so that it may analyse them and report to the board of directors on the economic terms and accounting impact of these transactions and, in particular, the proposed exchange ratio.

ARTICLE 15 – RESPONSIBILITIES IN RELATION TO THE GENERAL MEETING OF SHAREHOLDERS

1. The committee must prepare a report on its activities which, in compliance with Recommendation 6 of the Code of Good Governance of Listed Companies, the Company must publish on its website sufficiently in advance of the Ordinary General Meeting for shareholders and other stakeholders to understand the work done by the committee during the period in question. That report must contain at least the following:

    a) A reference to the Committee's Regulations.

    b) The members of the committee, including the category and seniority of each member, a reference to the information on each member published on the Company's website and details of the knowledge and experience that each member contributes to the committee. The criteria and reasons for the current composition of the committee, in particular as regards the appointment of members who are not independent directors, must also be included.

    c) The functions and tasks performed by the committee during the period, any changes in those functions and tasks, and a reference to these Regulations.

    d) The meetings held during the year and the number of persons present at each meeting, including invitees who are not members of the committee.

    e) The number of meetings held with the internal auditor and the statutory auditor.

f) Any significant activities carried out during the period (informing about any that were carried out with the help of outside experts) in relation to:

(i) Financial and non-financial information and related internal control mechanisms.

(ii) Related-party transactions.

(iii) Risk management and risk control.

(iv) Internal audit.

(v) The statutory auditor.

(vi) The monitoring of the committee's action plans.

(vii) The nature and scope of communications with regulators.

g) Any incidents that may have arisen in relation to the committee's specific functions.

h) An assessment of the committee's functioning and performance, the methods used and the extent to which the assessment has given rise to significant changes in the committee's internal organisation and procedures.

i) Information about the committee's opinion on the auditor's independence.

j) Information about any guidelines on audit committees being followed and how closely they are being followed.

k) Conclusions.

l) The date on which the report was issued by the committee and the date of approval by the board of directors.

2. The committee must also report to the General Meeting on any matters raised that fall within its remit, especially the result of the audit, explaining how the audit contributed to the integrity of the financial information and the role the committee played in the audit process.

CHAPTER IV – FUNCTIONING

ARTICLE 16 – ACCESS TO INFORMATION

1. The chairman must ensure that committee members receive enough information to perform their duties and members may request any additional information they need for their task.

2. In particular, the chairman of the committee and, if considered appropriate, the rest of its members, at their request, must have access to the information available to any member of the management team or staff of the Company that may be required for the performance of their tasks.

3. The chairman of the committee, through the Secretary, must channel and provide the necessary information and documentation to the rest of the committee members in time for them to be able to analyse it before its meetings.

ARTICLE 17 – ANNUAL WORK PLAN

Having regard to its supervisory and advisory functions, the committee must submit before the end of each year, for approval by the board of directors, an annual work plan for the following year that covers, in line with the principle of proportionality, at least the following points:

a) The setting of specific targets for each of the committee's functions.

b) The establishment of an annual schedule of meetings, specifying the time to be devoted to the committee's various functions and taking the schedule of board and General Meetings into account, with a view to preparing any reports that must be submitted on the matters to be discussed in those meetings and the report on the performance of the committee.

c) The systematic organisation of information and meeting agendas, planning fixed sections and subjects to be discussed only in certain meetings.

d) The scheduling of preparatory work sessions or meetings on specific matters.

e) Periodic meetings or other means of communication with managers, the internal auditor and the statutory auditor, as provided in these Regulations.

f) As far as possible, the outside experts that are expected to be needed to advise on the performance of certain duties.

g) Plans for the training considered necessary in order for the committee to carry out its duties.

ARTICLE 18 – MEETINGS

1. The committee must meet as many times as it is convened by resolution of the committee itself or its chairman and no less than four times per year.

2. The members of the committee have an obligation to be properly informed and prepared for meetings.

3. Any members of the Company's management team or staff who are called upon to do so are obliged to attend the meetings of the committee and to cooperate with it and make available any information they may have at their disposal. The committee may also call upon the statutory auditor to attend, always in accordance with the provisions of these Regulations.

4. Besides the participation of all the committee's members in its meetings, when the members of the committee so decide and at the prior invitation of the chairman, other directors (including executive directors), senior managers and employees may attend, exclusively to address the

specific items on the agenda for which they have been called to attend, leaving the meeting before the deliberation and decision making on those matters begins.

5. The committee must always meet on the occasion of the publication of annual or interim financial information and in these cases may request the presence of the internal auditor and, if it has issued any review report, the statutory auditor to provide input on any agenda item for which they have been invited to attend. At least part of these meetings with the internal or statutory auditor must take place without the management team being present, so that any specific issues arising from the audit reviews can be discussed exclusively with the auditor.

   One of the committee's meetings must be used to assess the efficiency of the Company's governance rules and procedures and the extent of the Company's compliance with them and to prepare the information the board must approve and include in the annual public documentation.

   At least twice a year, the committee must hold joint sessions with the risk advisory committee to discuss common concerns and any other matters that fall within the remit of both committees and so must be examined and supervised by both.

ARTICLE 19 – QUORUM AND ADOPTION OF RESOLUTIONS

1. A meeting of the committee is quorate if a majority of the committee's members are present in person or by proxy; resolutions must be adopted by absolute majority of the committee members present at the meeting in person or by proxy.

2. In the event of a tie, the chairman will have the casting vote.

3. committee members may extend proxies to other members.

4. The committee's resolutions must be recorded in a minutes book, which must be signed, for each meeting, by the chairman and the secretary.

ARTICLE 20 – PERFORMANCE ASSESSMENT

1. The committee must assess its own performance independently, for which purpose it must elicit the opinion of the rest of the directors and may, if it considers it appropriate, seek the help of an outside consultant.

2. The committee must report to the board on the aspects assessed and the outcome of the assessment, so that this information may be taken into account in the annual assessment of the board. The aspects assessed and the extent to which the assessment has given rise to significant changes in the committee's internal organisation and procedures will be included in the report on the work of the committee stipulated in Article 15 of these Regulations.

3. The assessment of the committee's effectiveness and performance must address the aspects specified in the CNMV Technical Guide 3/2017 on Audit Committees at Public Interest Entities.