AENA, S.M.E., S.A.
REGULATIONS OF THE AUDIT COMMITTEE

Approved by the Board of Directors of Aena S.M.E., S.A. on 27 January 2026

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PREAMBLE

Article 1.- Nature and purpose

1. The Aena Audit Committee is an internal body of the Board of Directors of an informational and advisory nature, without executive functions, with powers to inform, advise, and makes proposals within its scope of action, and it shall be governed by the rules contained in the Company Bylaws, in the Regulations of the Board of Directors, and in these Regulations.

2. The purpose of these Regulations is to determine the principles of action of the Audit Committee and to establish the basic rules of its organisation and operation, favouring its independence, as well as the rules of conduct of its members.

Article 2.- Interpretation

1. These Regulations shall be interpreted pursuant to the applicable statutory and bylaw provisions, the Regulations of the Board of Directors, the principles and recommendations of the Good Governance Code for listed companies approved by the Board of the National Securities Market Commission (CNMV) on 26 June 2020 or the Code that replaces it, Technical Guide 1/2024 on audit committees of public interest entities approved on 27 June 2024, or the guide that replaces it and, in general, with the principles and recommendations of good corporate governance contained in the reports that are officially issued in Spain.

2. These Regulations implement and supplement the provisions of the Company Bylaws and the Regulations of the Board of Directors in all matters applicable to the Committee. The latter regulations shall prevail over these Regulations in case of contradiction.

3. The Board of Directors has the power to resolve any doubts that may arise regarding the interpretation and application of these Regulations.

4. In the absence of a specific rule in these Regulations, the provisions of the Regulations of the Board of Directors on the functioning of the Committee shall be applicable, insofar as they are not incompatible with its nature, and especially regarding the form and time limit for convening meetings, delegation of representation to another Committee member, holding of uncalled meetings, voting in writing and without a meeting, and approval of the minutes of the meetings.

5. Capitalised terms used but not defined in these Regulations shall have the meaning given to them in the Company Bylaws and the Regulations of the Board of Directors.

Article 3.- Approval and amendment

1. These Regulations and any amendments thereto must be approved by the Board of Directors, by resolution adopted by an absolute majority of the Directors present or represented, at the initiative of its Chairman, the Chairman of the Committee, one third of the Directors or of the Audit Committee itself. The amendment proposal must be accompanied by a report containing a supporting document explaining the grounds and the scope of the amendment sought. The report, together with the supporting document, shall be prepared by the Audit Committee, unless the proposed amendment has been submitted by at least one third of the Directors, in which case, those Directors must prepare the report and the supporting document, which shall be validated by the Audit Committee. The Audit Committee shall submit the report on the proposed amendment to the Board of Directors, unless the proposal is made at the initiative of the Board of Directors itself.

2. The call notice for the Board Meeting where the amendment proposal is to be submitted for approval shall be accompanied by the explanatory report including the full text and all aspects proposed to be amended, as well as the Audit Committee's report, where appropriate.

3. Any amendments to these Regulations shall also be subject to the dissemination rules set out in Article 4 below.

Article 4.- Dissemination

1. Committee members, as well as other Directors and senior management insofar as they are concerned, are required to know, comply with, and ensure compliance with these Regulations.

2. These Regulations shall be published on the Company website, so they may be consulted by shareholders, investors, regulators, and other stakeholders.

TITLE I

PRINCIPLES OF ACTION OF THE AUDIT COMMITTEE

Article 5.- Principles of action

When performing its functions, the Committee shall take into account the following basic principles of action by its members:

(i) Independence in its functioning with regards to instructions and third-party relations that may compromise its performance, as well as freedom of judgement of its members;

(ii) An attitude of scepticism regarding the data and conclusions provided by the Company's executive directors and senior management, taking into account the arguments both for and against in an objective manner in order to adopt their own position, both collectively and individually for each member.

(iii) Encourage, through the Chairman of the Committee, a constructive dialogue that promotes the free expression of its members and favours diversity of views.

(iv) Continuous two-way dialogue with its usual liaisons, mainly: the head of the Internal Audit Division (i.e. the Internal Audit Director), the auditor, the Sustainability Assurance provider, and senior management, without prejudice to any coordination that may have to be established with other Board Committees insofar as they have different powers on the same matter.

(v) Sufficient analytical capacity, with the possibility of relying on the expert advice of a third party when deemed necessary for the proper performance of their duties, considering the complexity of the matter in question.

(vi) Sufficient dedication by the Committee members, prior to holding meetings, and to the analysis and evaluation of the information received.

(vii) Maximum diligence and professional competence of the Committee members in executing their tasks.

TITLE II

POWERS OF THE AUDIT COMMITTEE

Article 6.- General Responsibilities

Without prejudice to any other tasks that may be assigned to it by the Board of Directors or may be established in the Regulations of the Board of Directors, the Audit Committee shall have as its primary function that of supporting the Board of Directors in its supervisory functions. Specifically, it shall have at least the power to report to the General Shareholders' Meeting on any issues that arise in relation to matters falling within the remit of the Audit Committee and, in particular, on the outcome of the audit and the

Sustainability Assurance process, explaining how it has contributed to the integrity of the financial and sustainability reporting, and the function that the Committee has performed in these processes.

In this regard, the Audit Committee shall review the content of the audit reports and, where appropriate, the limited review reports on interim accounts and other mandatory reports of the auditors prior to their issue, in order to avoid qualifications, ensuring that the annual accounts submitted by the Board of Directors to the General Shareholders' Meeting are drawn up in accordance with accounting regulations.

In those cases in which the auditor has included a qualification in their audit report, the Chairman of the Committee must clearly explain to the General Shareholders' Meeting the opinion of the Audit Committee on its content and scope, and a summary of this opinion must be made available to the shareholders at the time of publishing the call for the General Shareholders' Meeting, together with the other proposals and reports of the Board.

Article 7.- Responsibilities related to information systems and internal control

It shall be the responsibility of the Audit Committee to:

1. Continuously supervise and evaluate the preparation and submission process and the integrity of financial and non-financial reporting (including sustainability reporting) as well as the control and management systems for financial and non-financial risks relating to the Company and, where appropriate, the Aena Group, under the terms stipulated in Article 42 of the Commercial Code (the "Aena Group"), including operational, technological, legal, social, environmental, political, reputational and corruption-related risks; and submit recommendations or proposals to the Board of Directors aimed at safeguarding their integrity, reviewing compliance with regulatory requirements, and determining the appropriate delimitation of the scope of consolidation and the correct application of accounting criteria.

2. Regularly review the internal control and risk management systems so that major risks are properly identified, managed and disclosed.

3. Identify and assess emerging financial and non-financial risks, including operational, technological, legal, social, environmental, political and reputational risks, including those related to corruption.

4. Know, sufficiently understand, as well as monitor and assess the effectiveness of the Company's internal control system, internal audit and risk management systems, and receive information from those in charge of said systems when deemed necessary, as well as discuss with the auditor and the Sustainability

Assurance provider any significant weaknesses in the internal control system detected in the course of the audit and the Sustainability Assurance process, concluding on the level of confidence and reliability of the system, all this without compromising the auditors' independence. For these purposes, and where appropriate, they may submit recommendations or proposals to the Board of Directors and the corresponding deadline for their follow-up.

5. To generally ensure that the established internal control policies and systems are effectively implemented in practice.

Article 8.- Responsibilities related to the supervision of financial and non-financial reporting

1. Without prejudice to the powers related to internal control and information systems set out in Article 7, the responsibilities of the Audit Committee shall be:

   (i) In general, to review the quality, clarity, consistency and integrity of all financial and non-financial information that the Company publishes in its annual or interim financial reports, and any other related information, such as annual or interim financial statements, including presentations of results, the management report, the Sustainability Report, notification of transactions with related parties, reports on internal risk management and control systems, corporate governance, directors' remuneration, etc., prior to their approval by the Board, where appropriate, without prejudice to the verifications that may be made by other Committees on the subject. The Committee may involve the auditors or the Sustainability Assurance providers in the review of any of the above reports, beyond the financial statements or the Sustainability Report.

   (ii) Review that the financial and non-financial information in the annual and interim financial reports published on the Company's website is up to date and matches that prepared by the Board and published, where appropriate, on the website of the National Securities Market Commission (CNMV).

   (iii) Supervise that the requests issued by the CNMV are addressed, responded to and taken into account in a timely and appropriate manner, ensuring that same incidents previously identified in such requests are not repeated in the financial statements.

2. The Audit Committee's tasks regarding oversight shall be carried out on an ongoing basis as scheduled in the annual calendar and, where appropriate, on an ad hoc basis, when unforeseen developments need to be addressed, when the Committee deems it appropriate, or at the request of the Board.

3. If, following various reviews of financial and non-financial information, the Committee is not satisfied with any aspect, it shall report to the Board of Directors and make appropriate proposals, which may include, where necessary, informing the public supervisory authorities.

Article 9.- Responsibilities related to regulatory compliance

The responsibilities of the Audit Committee are as follows:

(i) Establish and oversee a mechanism that allows employees and other people linked to the Company (e.g. directors, shareholders, suppliers, contractors and subcontractors) to report potentially significant irregularities, including financial and accounting irregularities, or irregularities of any other nature, that are related to the Company and which they become aware of within the Company or the Aena Group. This mechanism must guarantee confidentiality and, in any case, foresee cases in which communications can be made anonymously, while respecting the rights of the claimant and the respondent.

(ii) Coordinate and receive information from the bodies responsible for compliance in relation to initiatives to modify Aena's general regulatory compliance system.

(iii) Review the regulatory compliance policy and other policies and procedures to prevent inappropriate conduct, as well as supervise the management of the Complaints Channel and the annual report on the Compliance System to be submitted to the Board. The Committee may propose to the Board appropriate actions to improve the functioning of the Complaints Channel and to reduce the risk of irregularities in the future, involving the Internal Audit Division or an external advisor in the oversight procedure, when it deems this appropriate due to its importance and complexity. In particular, the Internal Audit Director shall be involved when the reported issues may have a material impact on the Company's governance, internal control and risk management systems.

Article 10.- Responsibilities relating to the auditor and the Sustainability Assurance provider

1. It shall be the responsibility of the Audit Committee to:

   (i) Submit to the Board of Directors so they may be submitted in turn to the General Shareholders' Meeting, the proposals for the selection, appointment, re-election and replacement of auditors and Sustainability Assurance providers, taking responsibility for the selection process, pursuant to the provisions of Articles 16.2, 16.3, 16.5 and 17.5 of Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC Text with EEA relevance ("Regulation (EU) No 537/2014"), Act 22/2015 of 20th July on Audits

("LAC"), and Directive 2006/43/EC of the European Parliament and of the Council of 17 May 2006 on statutory audits of annual accounts and consolidated accounts, amending Council Directives 78/660/EEC and 83/349/EEC and repealing Council Directive 84/253/EEC (“Directive 2006/43/EC) (or legislation superseding it or applicable at all times), as well as the terms and conditions of their engagement.

In the case of the Sustainability Assurance provider, the Audit Committee shall involve the Sustainability and Climate Action Committee in the selection process.

(ii) Receive regular information from the auditor and the Sustainability Assurance provider on their audit and Sustainability Assurance strategy and plans, as well as the results of their execution, and any other issues related to the Sustainability Assurance or audit process, especially on any discrepancies that may arise between the Sustainability Assurance provider or the auditor and the senior management of the Company, as well as on any possible significant indications or risks identified by the auditor or the Sustainability Assurance provider of any possible fraud or manipulation of financial or non-financial information. It shall also be responsible for verifying that the senior management takes its recommendations into account.

(iii) Ensure and preserve the independence of the auditor and the Sustainability Assurance provider, as appropriate, in the exercise of their functions and, to this end:

- Ensure that the Company notifies the CNMV of the change of auditor or Sustainability Assurance provider and accompanies it with a statement of any disagreements with the outgoing auditor and, where applicable, the subject matter.

- Ensure that the Company and the auditor comply with the rules in force on the provision of non-audit services, the limits on the concentration of the auditor’s business and, in general, other rules established to ensure their independence. Likewise, ensure that the Sustainability Assurance provider complies with the rules regarding independence that are applicable at all times.

- In the event of resignation of the auditor or the Sustainability Assurance provider, examine the circumstances that led to the resignation.

- Ensure that the remuneration of the auditor and the Sustainability Assurance provider for their work does not compromise their quality or independence.

(iv) Request information from the auditor on the procedures in place to provide reasonable assurance that the annual accounts are free from material misstatement or omission, and whether, in practice, any signs or indications have been identified that the Committee should be aware of and on which action should be taken. Also request information from the Sustainability Assurance provider on the procedures applied to provide limited or reasonable assurance, as appropriate, that the sustainability reporting is free from material misstatement.

(v) Establish the appropriate relationships with the auditors or audit firms and the Sustainability Assurance providers or Sustainability Assurance firms, to receive information on those matters that may threaten their independence, for examination by the Audit Committee, and any other matters related to the process of conducting the audit and the Sustainability Assurance process and, where appropriate, the authorisation of services other than those prohibited, under the terms set forth in Articles 5, section 4, and 6.2.b) of Regulation (EU) no. 537/2014, and in the provisions of section 3 of chapter IV of title I of Act 22/2015, of 20 July, on Audits-LAC (or the regulation replacing it), on the independence regime, as well as other communications envisaged in the legislation on audits and in the auditing standards. In any case, they must receive from the auditors and the Sustainability Assurance provider an annual declaration of their independence in relation to the Company or companies 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 companies by the auditor and the Sustainability Assurance provider, or by related persons or entities, in accordance with the provisions of the regulations governing audits and sustainability reporting in force at all times.

(vi) Annually issue, prior to the issuance of the audit or the Sustainability Assurance reports, a report expressing an opinion on whether the independence of the auditors, the Sustainability Assurance provider, or the audit and Sustainability Assurance firms is compromised. This report must contain, in all cases, a reasoned assessment of the provision of each and every one of the additional services referred to in the previous section, considered individually and as a whole, other than the statutory audit and the Sustainability Assurance process, and in relation to the independence regime or to the regulations governing audits and the Sustainability Assurance process. In order to issue this report, the Committee shall approve the criteria defining its action and enabling it to gather the necessary information for this purpose.

(vii) Approve and review the Company's criteria in relation to the approval of the rendering of services other than audits and the Sustainability Assurance process.

(viii) Approve the procedure for selecting the auditor and the Sustainability Assurance provider in accordance with applicable regulations and good governance recommendations.

(ix) Where appropriate, encourage the auditor and the Sustainability Assurance provider of the Group to assume responsibility for the audits and of the companies that make up the Group.

(x) Ensure that the auditor and the Sustainability Assurance provider hold an annual meeting with the full Board of Directors to report to it on the work performed, and additionally, in the case of the auditor, on developments in the Company's accounting and risk situation, as the case may be.

2. When carrying out the functions that correspond to this Committee as regards the Sustainability Assurance provider, it may seek support from the Sustainability and Climate Action Committee, consulting the latter on specific aspects of its responsibilities or involving it in those processes that require or where it is advisable to have collaboration between the two committees.

Article 11.- Responsibilities related to the internal audit

1. The Company shall have a unit that assumes the internal audit function of the Company and of the Aena Group (hereinafter the "**Internal Audit Division**") which shall, under the supervision of the Audit Committee, ensure the proper functioning of the internal control and reporting systems and shall report, from a functional standpoint, to the Chairman of the Audit Committee.

   The Internal Audit Director shall present the annual work programme (hereinafter, the **Internal Audit Plan**") to the Audit Committee for its approval, inform it directly of its implementation, including any possible incidents and limitations to the scope arising during its implementation; the results and follow-up of its recommendations; and submit an activity report to it at the end of each year.

2. In relation to the above, and without prejudice to other duties entrusted to it by the Board of Directors, the main functions of the Audit Committee with regard to the Internal Audit Division shall be as follows:

   (i) Ensure the independence and objectivity of the Internal Audit Division in the exercise of its powers.

   (ii) Approve the Internal Audit Plan, ensuring that its activity is primarily focused on relevant financial and non-financial (including reputational) risks and the real needs of the business.

   (iii) Supervise the effectiveness of the Internal Audit Division and ensure that it has the necessary human (internal and external), financial and technological resources, and that its members have the appropriate professional qualifications, for the optimum performance of its activities, and propose the budget for the function.

(iv) Continuously assess the functioning of the Internal Audit Division, for which purpose it shall receive periodic information on the implementation of the Internal Audit Plan, as well as on other activities carried out by the Internal Audit Division and those related to quality improvement. The reporting of the Internal Audit Plan shall include any incidents and scope limitations encountered in its implementation, the results and follow-up of its recommendations, as well as significant changes to the approved Internal Audit Plan.

(v) Approve the annual activity report submitted by the Internal Audit Director.

(vi) Conduct an annual assessment of the performance of the Internal Audit Director by assessing the degree of compliance with the established objectives in order to determine his or her variable remuneration.

(vii) Propose to the Board of Directors, for its approval and following a report from the Appointments, Remuneration and Corporate Governance Committee, the selection and appointment of the Internal Audit Director, as well as his or her dismissal.

(viii) Verify that the senior management is taking the conclusions and recommendations of the Internal Audit Division's reports into consideration.

Article 12.- Responsibilities related to the Risk Management and Control Policy

1. With regard to the Risk Control and Management Policy, the Audit Committee shall:

   (i) Review this Policy periodically and propose, where appropriate, its modification and updating to the Board of Directors.

   (ii) Ensure that said Policy identifies or determines, at least:

      a) The different types of financial (including contingent liabilities and other off-balance sheet risks) and non-financial risks (among others, operational, technological, legal, social, environmental, political, reputational and corruption-related risks) faced by the Company.

b) A multi-level risk management and control model, including a specialised risk committee where sectoral rules so provide or where the Company deems it appropriate.

c) The setting of the level of risk that the Company deems acceptable.

d) The measures planned to mitigate the impact of the identified risks, should they materialise.

e) The internal control and information systems to be used to monitor and manage the above risks, including contingent liabilities or off-balance sheet risks.

2. The Committee shall obtain information on whether the most relevant risks are managed, controlled and maintained within the tolerance values set and shall review, at least annually, the list of the most significant financial and non-financial risks, as well as the different risk tolerance levels set, and the measures planned to mitigate risk impact, considering emerging risks (related to aspects such as taxation, cybersecurity, regulatory compliance, or of any other nature), as well as existing alert mechanisms, periodically assessing and proposing necessary adjustments, where appropriate, based on information provided by management, the Internal Audit Director and the heads of the risk management units.

3. It shall also promote, within its responsibilities, a culture in which risk assessment is a factor in decision-making at all levels of the Company.

4. The Committee shall directly supervise the Company unit that performs internal risk management and control, with the following duties:

(i) To ensure that risk management and control systems are functioning properly and, in particular, that all significant risks affecting the Company are identified, managed and adequately quantified.

(ii) To participate actively in the preparation of risk strategies and in key decisions about their management.

(iii) To ensure that risk management and control systems are mitigating risks effectively within the framework of the policy drawn up by the Board of Directors.

5. The Committee shall call, whenever it deems appropriate, each of the heads of the corporate areas relevant to the performance of the responsibilities attributed to the Committee, so they may report on the trends in their respective businesses and the risks associated with their respective areas of responsibility.

Article 13.- Other responsibilities entrusted to the Audit Committee

1. The Committee shall report to the Board of Directors, prior to the latter's adoption of the corresponding decisions reserved to the Board of Directors, on the following matters:

   (i) The financial information and the management report, which shall include, where appropriate, the mandatory sustainability reporting that, due to being a listed company, the Company must regularly disclose. The Committee shall ensure that interim statements are prepared using the same accounting principles as the annual statements and, to this end, may ask the auditor to conduct a limited review.

   (ii) Issue prospectuses, listing prospectuses and other documentation relating to issuances or listings of shares.

   (iii) The creation or acquisition of holdings in special purpose vehicles or entities domiciled in countries or territories considered to be tax havens, and any other transactions or operations of a similar nature which, due to their complexity, could impair the transparency of the Aena Group.

   (iv) Related-party transactions (as defined in the Regulations of the Board of Directors) whose approval is not delegated by the Board of Directors of the Company or reserved for the General Shareholders' Meeting of the Company, as set out in the Regulations of the Board of Directors. In this regard, it shall gather and analyse all the information and documentation required to inform the Board of all related-party transactions to be approved by the General Shareholders' Meeting or by the Board itself, under the terms established by law. In this regard, the Committee shall assess whether, from the point of view of the Company and, where applicable, the shareholders other than the related party, the related-party transactions are fair and reasonable, and whether the economic conditions thereof are reasonable, requesting expert reports where deemed suitable. Directors who are related parties in the context of the transaction, or who are related to the persons or entities with whom the transaction is entered into, shall abstain from participating in the preparation and approval of the report. Nominee Directors shall especially abstain from participating in the preparation and approval of the report in cases of related-party transactions being discussed and resolved upon where the counterparty is a Government-Related Party (as defined in the Company's internal regulations).

   In case of related-party transactions whose approval may be delegated pursuant to the provisions of the Regulations of the Board of Directors, the prior report of the Audit Committee shall not be required. However, the aforesaid transactions shall be subject to periodic half-yearly control by the Audit Committee, so it may verify the fairness and transparency of such transactions, as well as compliance with the legal criteria for the approval of such transactions to be delegated, in accordance with the guidelines approved by the Audit Committee.

The Committee must also propose to the Board and periodically supervise the internal procedure established by the Company for regular reporting and control aimed at verifying compliance with the legally established criteria, as well as the fairness and transparency of related-party transactions whose approval has been delegated.

Finally, the Committee shall also ensure that the announcement of related-party transactions that the Company is required to communicate to the CNMV for public dissemination, as set out in the Regulations of the Board of Directors, contains the necessary information required by law and, in particular, to assess whether the transaction is fair and reasonable from the point of view of the Company and shareholders that are not related parties.

2. The Committee must be informed of any structural or corporate modifications planned by the Company, so the Committee can analyse them and report to the Board beforehand on their economic conditions and accounting impact and, in particular, where applicable, the proposed exchange ratio.

TITLE III

COMPOSITION OF THE AUDIT COMMITTEE

Article 14.- Composition

1. The Audit Committee shall consist of five (5) members, who shall be appointed by the Board of Directors, subject to the law and the requirements set forth in the Company Bylaws, the Regulations of the Board of Directors and these Regulations, from among the non-executive Directors, the majority of whom shall be independent.

2. The Board of Directors and the Appointments, Remuneration and Corporate Governance Committee shall encourage diversity in the composition of the Committee as a whole, especially regard to a balanced presence of men and women, their professional experience, their sectoral skills and knowledge, and their international experience and responsibilities, taking into account the constraints arising from the smaller size of the Committee compared to the Board.

Article 15.- Appointment of members and positions of the Committee

1. The members of the Audit Committee collectively, and especially the Chairman, shall be appointed in consideration of their knowledge and experience in matters of

accounting, financial matters, sustainability, internal control and risk management, both financial and non-financial. The Committee members shall also have the relevant technical knowledge in relation to the sector in which the Company pursues its activity.

2. Directors shall be deemed to have knowledge and experience in sustainability, accounting, assurance and auditing matters when they have:

   (i) An understanding of accounting, sustainability, auditing and assurance standards.

   (ii) Ability to assess and interpret the application of the above rules.

   (iii) Experience in preparing, auditing, reviewing, analysing or assessing financial statements and sustainability reporting of a certain level of complexity, similar to that of the Company, or experience in supervising one or more persons involved in such tasks.

   (iv) Understanding of internal control mechanisms related to the financial and non-financial reporting process.

3. The Chairman of the Audit Committee shall be appointed from among the Independent Directors on the committee.

4. The appointment of the members of the Audit Committee, as well as the appointment of its Chairman and Secretary, shall be made by the Board of Directors by absolute majority.

5. The Secretary of the Audit Committee may be one of its members or the Secretary or Deputy Secretary of the Board of Directors. In this latter case, the Secretary need not be a member of the Audit Committee.

Article 16.- Term of office

1. The members of the Committee shall hold office for as long as their appointment as Directors of the Company remains in force, unless the Board of Directors resolves otherwise.

2. The Chairman of the Audit Committee shall be replaced every four (4) years, and may be re-elected after one (1) year has elapsed since leaving office.

3. Members of the Committee who are re-elected directors of the Company by resolution of the General Shareholders' Meeting shall continue to hold office on the Committee without the need for a new election, without prejudice to the power of revocation vested in the Board of Directors.

Article 17.- Dismissal of the members of the Audit Committee

The members of the Committee shall cease to hold office:

(i) When they cease to be Directors of the Company.

(ii) When they cease to be non-executive directors, although maintaining their status as Directors of the Company.

(iii) By resolution of the Board of Directors.

TITLE IV

FUNCTIONING OF THE AUDIT COMMITTEE

Article 18.- Meetings of the Audit Committee

1. Meetings shall be scheduled by the Chairman of the Committee, with the support of the Secretary. To this end, an annual schedule shall be drawn up setting out the meetings planned for the year, as well as the most relevant matters to be dealt with. This shall constitute the annual work schedule of the Committee.

2. The Audit Committee shall meet at least once a quarter and as many times as required, convened by the Chairman, at the Chairman's own decision or upon the petition of two (2) of its members, of the Chairman of the Board, of the Executive Committee or, as the case may be, of the Chief Executive Officer.

3. The above notwithstanding, the Audit Committee shall meet each time the Board of Directors requests that a report be issued or proposals approved within the scope of its powers and provided that, in the opinion of the Chairman of this Committee, it is appropriate for the proper accomplishment of its aims.

4. The Committee shall also meet on the occasion of the date of publication of the annual or interim financial and sustainability report. These meetings shall be attended by the internal auditor and, when issuing a review report, by the auditor and the Sustainability Assurance provider for those items on the agenda to which they are invited.

Article 19.- Holding of Board Meetings

1. The Audit Committee is validly constituted when more than half of its members are present or represented at the meeting.

2. Resolutions shall be adopted by an absolute majority of the Directors attending the meeting (present or represented), with the Chairman casting the deciding vote in the event of a tie.

3. The Audit Committee, through its Chairman, may request the attendance of the Company's auditor, the Sustainability Assurance provider and the Internal Audit Director at its meetings whenever it deems appropriate and, at least, on the occasion of the review of the annual or interim financial and sustainability information, in accordance with the provisions of section 4 of Article 18 above.

4. The Audit Committee may also summon any employee (including the senior management) of the Company and even arrange for any employee to appear without the presence of any manager.

   The presence of senior management, employees or other executive or non-executive Directors, as well as third parties at Committee meetings shall require a prior invitation from the Chairman.

   Those invited to Committee meetings, and especially the auditors and Sustainability Assurance providers, shall not participate in the deliberation and voting phases, except in specific cases, which shall be recorded in the minutes, indicating their justification.

5. The Audit Committee shall draw up an annual report containing the activities performed by it, enabling the shareholders and other interested parties to understand the activities carried out by the Committee in the previous fiscal year. This annual report shall be published on the occasion of the convening of the General Shareholders' Meeting and shall be made available to shareholders and investors.

Article 20.- Resources

1. The Company shall provide the Audit Committee with sufficient resources to enable it to perform its duties and shall assist the Audit Committee in scheduling meetings and agendas, including the drafting of documents and minutes of meetings, and the collection and distribution of information. Resource requirements shall be channelled through the Secretary of the Board of Directors.
2. For certain more complex matters, the Committee may, with the support of the Secretary of the Board of Directors, seek the advice, opinions or reports of experts

in legal, accounting, sustainability, valuation, risk-related matters or in any other field that it considers appropriate for the best performance of its duties.

3. The Board of Directors and the senior management shall ensure that the Committee has access to the Company's own information in an appropriate, timely and sufficient manner.

4. Employees, senior management and any third party called upon by the Committee shall be required to appear before it, attend its meetings and to provide it with their collaboration and access to all information required to fulfil its duties that may be available to them, when so requested by the Committee.

Article 21.- Assessment

1. As part of the Board's annual assessment, the Committee shall assess its performance autonomously, in order to strengthen its functioning and improve planning for the following year.

2. In the interests of transparency, the extent to which the assessment has led to significant changes in the organisation and internal procedures of the Audit Committee shall be publicly disclosed, and included in the Audit Committee's annual activity report.

TITLE V

RELATIONS OF THE COMMITTEE WITH OTHER CORPORATE BODIES, SHAREHOLDERS, THE INTERNAL AUDITOR, THE EXTERNAL AUDITOR AND THE SUSTAINABILITY ASSURANCE PROVIDER

Article 22.- Relations with the Board of Directors and the General Shareholders' Meeting

1. Through its Chairman, the Committee shall report to the Board of Directors on the matters discussed and decisions taken at its meetings at the first subsequent meeting of the Board of Directors. All members of the Board of Directors shall have access to the minutes of the Committee's meetings.

2. After the close of each fiscal year, the Committee shall submit to the Board of Directors the annual report on its activities during the previous fiscal year provided for in section 5 of Article 19 of this Regulation.

3. At the General Shareholders' Meeting, the Committee shall report on the activities carried out during the year via the report referred to in section 5 of Article 19 of these Regulations and where appropriate, shall respond, through its Chairman, to the

questions raised therein by shareholders on matters within its competence and, in particular, on the outcome of the audit and the Sustainability Assurance process, explaining how these have contributed to the integrity of financial and sustainability reporting and the role played by the Committee in these processes.

4. The Committee shall oversee the communication strategy for financial reporting and relations with shareholders and investors, including small and medium-sized shareholders.

Article 23.- Relations with the auditor and the Sustainability Assurance provider

1. The Committee's relations with the auditor and the Sustainability Assurance provider shall be fluid, continuous and respectful of their independence, pursuant to the provisions of these Regulations and the regulations governing these activities.

2. In this regard, the Committee shall set, in an annual schedule of meetings, those in which the auditor and the Sustainability Assurance provider shall participate, and in order to preserve their independence, neither the Auditor nor the Sustainability Assurance provider shall be invited to participate in the decision-making phase of the Committee's meetings, all in accordance with the provisions of Article 19 above.

Article 24.- Relations with the Internal Audit Division

The Committee's relations with the Internal Audit Division shall be fluid, continuous and respectful of its independence, in accordance with the provisions of these Regulations.

Article 25.- Relations with the Sustainability and Climate Action Committee and other Committees

1. The Audit Committee and the Sustainability and Climate Action Committee shall meet jointly at least once a year, and whenever deemed appropriate, in order to ensure coordination between the two Committees and the effectiveness of the Company's financial and non-financial risk management and control systems.

2. The Chairmen of the Audit Committee and the Sustainability and Climate Action Committee, with the support of the Secretary of the Board of Directors, shall ensure smooth communication between the two Committees.

3. The Committee shall collaborate and liaise, as necessary, with other Committees of the Board.

TITLE VI

TRAINING

Article 26.- Welcome programme

The Committee shall ensure that the protocol for joining the Board of Directors includes the necessary information so that Board members who are also joining the Audit Committee have a minimum homogeneous knowledge of the Company and their active participation is facilitated from the outset.

This information shall include at least the following points:

(i) Role of the Committee, its responsibilities and objectives

(ii) Functioning of the other committees of the Company

(iii) Expected time commitment for each members

(iv) Overview of the Company's business and organisational models and strategy: main business activities and segments; financial structure; most material financial and non-financial risks, including those related to sustainability; and most important policies of the Company, including its code of ethics.

(v) Financial and non-financial reporting obligations of the Company.

Article 27.- Training programme

The Committee shall have an annual training plan that ensures the updating of knowledge regarding new developments in accounting regulations; the specific regulatory framework of the Company's activity; internal and external audits; issues related to sustainability reporting, including its assurance process where applicable; risk management; internal control; and technological developments relevant to the Company.

TITLE VII

VALIDITY

Article 28.- Validity

These Regulations were approved by the Board of Directors at its meeting on 27 January 2026 and shall remain in full force and effect until amended.