

**CORPORATE GOVERNANCE POLICY**

**OF SIEMENS GAMESA RENEWABLE ENERGY, S.A.**

(Text approved by resolution of the Board of Directors dated September 22, 2022)

## **CORPORATE GOVERNANCE POLICY**

Pursuant to section 529 *ter* of the Corporate Enterprises Act (*Ley de Sociedades de Capital*), article 33 of the By-Laws and articles 6 and 7.3 of the Regulations of the Board of Directors, the Board of Directors of Siemens Gamesa Renewable Energy, S.A. (hereinafter “**Siemens Gamesa**” or the “**Company**”), and the group of companies of which Siemens Gamesa is the controlling company (the “**Siemens Gamesa Group**”) hereby approves this Corporate Governance Policy (the “**Policy**”), which is included within the Corporate Governance Rules.

To this end, the Board of Directors has undertaken the inclusion, within the Corporate Governance Rules of the Siemens Gamesa Group, of the requirements recognised in the current legislation on corporate governance and of the principles and standards contained in the good governance recommendations generally recognised in the domestic and international markets in which the Siemens Gamesa Group does business, adjusted to the needs and the business reality of the Siemens Gamesa Group.

The companies of the Siemens Gamesa Group conceive of corporate governance as an element in service of the corporate interest, understood as the common interest of its shareholders in the creation of value for the company, which is carried out through the sustainable, efficient and competitive execution of its corporate purpose, taking into account the legitimate interests of the rest of stakeholders related to its business activity and institutional reality. The Policy responds to the Company's ongoing commitment to the continuous compliance with, improvement and review of the Corporate Governance Rules of the Company and of those companies included in the Siemens Gamesa Group, some of the most significant aspects of which are highlighted below.

The Company also expects its shareholders and the other persons holding rights or interests in shares of the Company and, to the extent applicable, intermediaries, managers and depositaries, to respect and comply with the provisions of this Policy in their relations with the Company and with the Siemens Gamesa Group.

### **1. SCOPE**

This Policy applies to Siemens Gamesa and to all the companies included in the Siemens Gamesa Group, which must comply in good faith with the general principles of action set out in section 2 of this Policy.

To this end, all companies of the Siemens Gamesa Group must adopt this Policy and, taking it as a reference, are responsible for creating and approving the internal regulations that allow the application of the provisions contained herein, notwithstanding the inclusion of such adjustments that are strictly necessary to meet local regulatory requirements.

### **2. GENERAL PRINCIPLES**

The general principles that guide the corporate governance strategy of the Company and the Siemens Gamesa Group, on which the content and implementation of all its Corporate Governance Rules are based, are:

NOTICE. This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of a discrepancy between this translation and the original Spanish-language document, the text of the original Spanish-language document shall prevail.

- (i) The creation of value in a sustainable manner for all the shareholders, taking into account stakeholders that converge with the business activity of Siemens Gamesa, without prejudice to other legitimate public or private interests.
- (ii) The communication to the shareholders and to the market in general of all significant information which is of interest in relation to the Company including the listing price of its shares, under the principles of transparency and truthfulness of information. To these effects, the efficiency and effectiveness of internal processes and control and management of business risks should be ensured.
- (iii) The promotion of the effective engagement of shareholders through their informed participation, seeking two-way interaction through ongoing dialogue, ensuring equal treatment, protecting and facilitating the exercise of their rights in order to encourage their long-term engagement.
- (iv) The reconciliation of the different shareholding groups interests, paying attention to minority shareholders.
- (v) The awareness about the relevance of the impact of the activities of the Company and of the Siemens Gamesa Group on the community as a whole and on sustainable development, as well as of their social impact, taking into account the legitimate interests of such stakeholders which could be affected.
- (vi) The compliance with the best domestic and international corporate governance practices, without prejudice to specific issues justifying a deviation therefrom.
- (vii) The compliance with the law and with the ethical commitments acquired by virtue of the provisions of the Internal Regulations for Conduct in the Securities Market and the Business Conduct Guidelines, promoting the principles of ethical and responsible behaviour by all professionals of the Siemens Gamesa Group. The Company fosters a preventive culture based on the principle of “zero tolerance” in respect of the commission of unlawful acts, for which purpose it will also verify compliance with the Code of Conduct for Suppliers and Third Party Intermediaries of the Siemens Gamesa Group.
- (viii) The separation of duties and decentralized management within the organization, ensuring the appropriate separation between the day-to-day and effective management functions from those of defining strategy, supervision and control, with a decentralized structure based on the principle of subsidiarity and respect for the corporate autonomy of the entities that comprise the Siemens Gamesa Group.
- (ix) The promotion of the diversity and inclusion of employees, as well as the diversity in the composition of the Board of Directors, seeking an appropriate balance within it, ensuring a diversity of skills, of professional experience, of international experience, of competencies, sector knowledge, gender, culture, age, geographic origin, etc. as a reflection of the social and cultural reality of the Siemens Gamesa Group.
- (x) Promote that the remuneration system of directors and top management is balanced and based on motivation, loyalty-building, objective evaluation of management and performance, dedication and achievement of the goals and results of the Company and the Siemens Gamesa Group and that attracts people with an appropriate profile for the performance of the duties inherent to such positions.

NOTICE. This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of a discrepancy between this translation and the original Spanish-language document, the text of the original Spanish-language document shall prevail.

- (xi) Promote the orderly succession of the Chairman, the CEO and the main executives of the Company ensuring the continuous and proper performance of its operations.
- (xii) Promote the quality of services provided to clients and to safeguard corporate assets.
- (xiii) The protection of health and safety, promoting the ongoing improvement of working conditions, the awareness of the risks and fostering responsible behaviours in order to ensure accident-free work that is performed with the highest quality standards.
- (xiv) The protection of the SIEMENS GAMESA brand, hallmark of the Siemens Gamesa Group's identity and one of its strategic assets in the economic, social, environmental and corporate governance dimensions, ensuring that it is used as a lever contributing to the reputation and success of the Siemens Gamesa Group's businesses.

### **3. RIGHTS OF THE SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS**

#### **3.1. Encouragement of participation**

One of the main objectives of this Policy is to encourage the effective engagement of the shareholders through their informed and responsible participation at the General Meeting of Shareholders.

To that end, the Board of Directors may make available to the shareholders, at the time of each General Meeting of Shareholders, a set of rules which systematise and further develop the regulations governing the operation of the General Meeting of Shareholders (the "**Rules for Conducting the General Meeting of Shareholders**"). Furthermore, on occasion of each call to General Meeting, the Board of Directors may approve and publish supplementary documents or guides, whatever the format thereof, that supplement and further specify the provisions of these Rules for Conducting the General Meeting of Shareholders to facilitate an understanding by the shareholders of the manner and conditions for the exercise of their rights and of the proposed resolutions submitted for their consideration.

The General Meeting of Shareholders is called in accordance with law and the Corporate Governance Rules, and its announcement shall be published, at least, (a) in the Official Bulletin of the Commercial Registry (*Boletín Oficial del Registro Mercantil*) or one of the most widely circulated newspapers in Spain, (b) on the website of the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*), and (c) on the Company's corporate website, as provided by law and the By-Laws.

#### **3.2. Right to request a call to meeting and the publication of a supplement to the call to meeting and to submit reasoned proposals for resolutions**

The Board of Directors is required to call a General Meeting of Shareholders, publish a supplement to the call to meeting or publish reasoned proposals for resolutions when so requested by shareholders who meet the requirements established by law and the Corporate Governance Rules. The Company may ask for and gather the necessary documentation and information to verify that required conditions are met.

In particular, the Board of Directors must call the General Meeting of Shareholders if so requested by a number of shareholders who own or represent, at least, three percent of the share capital, by certified notification to be received by the Company at its registered office, in the manner

NOTICE. This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of a discrepancy between this translation and the original Spanish-language document, the text of the original Spanish-language document shall prevail.

provided by law, and provided that the request specifies the matters to be included on the agenda.

Shareholders representing at least three percent of the share capital may also, by means of certified notification to be received by the Company at its registered office within five days following the publication date of the notice to call of the General Meeting of Shareholders:

- (a) request the publication of a supplement to the call of the meeting, including one or more items on the agenda, provided that the new items are accompanied by a justification or, where appropriate, a justified proposal for a resolution. In no case may such right be exercised with respect to convening any Extraordinary General Meeting of Shareholders; and
- (b) submit reasoned proposals for resolutions on matters already included or to be included on the agenda of a convened General Meeting.

The Company shall ensure the dissemination to the other shareholders of the supplements to the call to the General Meeting, the resolution proposals and any documentation attached thereto, through the corporate website.

### **3.3. Information for the shareholders**

The Corporate Governance Rules articulate the provisions of applicable law on shareholder information relating to the means that the Company must provide in order for the shareholders to exercise their right to receive information prior to and during the General Meeting of Shareholders.

From the publication of the notice to call and, at least, until the General Meeting of Shareholders is held, the Company must publish, without interruption, the information required by law and by the Corporate Governance Rules on its corporate website. An English translation of a complete or summarised version of the main reports and documents related to the General Meeting of Shareholders shall also be included as soon as possible after the publication of the notice to call, with the Spanish version prevailing if there is a discrepancy.

Furthermore, from the date of publication of the notice to call of the General Meeting of Shareholders and up to and including the fifth day, prior to the date set for the meeting to be held on first call, shareholders may request in writing the information or clarifications that they deem necessary, or draw up questions in writing that they deem appropriate, to the extent they are related to: (a) the items included on the agenda; (b) the information accessible to the public which has been disseminated by the Company through the Spanish National Securities Market Commission since the last General Meeting of Shareholders; and (c) the audit report.

Shareholders or proxy representatives attending the meeting in person may exercise their right to information during the holding of the General Meeting of Shareholders during the shareholder presentation period, on the terms provided by applicable law and the Corporate Governance Rules.

### **3.4. Attendance at the General Meeting of Shareholders**

All shareholders whose shares are registered in their name in the corresponding book entries register five days before the General Meeting of Shareholders and who are duly accredited by means of their attendance, proxy and distance voting card or authentication certificate issued by the entity or entities in charge of keeping the book entries register, or by any other means established by applicable law or the Corporate Governance Rules, have the right to attend the General Meeting of Shareholders, without the need to own a minimum number of shares.

NOTICE. This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of a discrepancy between this translation and the original Spanish-language document, the text of the original Spanish-language document shall prevail.

The General Meeting of Shareholders may be held: (a) solely in person, (b) in person with the possibility to attend remotely or, (c) exclusively by remote means. In all cases, shareholders may grant proxies and cast an absentee vote in accordance with the provisions of the By-laws, the Regulations for the General Meeting of Shareholders and the implementing rules approved by the Board of Directors within the scope of its powers.

Remote attendance at the General Meeting of Shareholders may be carried out through the systems determined and announced by the Board of Directors in accordance with the applicable law and in view of the technologic state of the art. The Board of Directors shall verify, among other aspects, whether the identity of the shareholder and their status as such are duly guaranteed, the correct exercise of their rights, the suitability of the remote means and the running of the meeting, all in accordance with the provisions of the Regulations for the General Meeting of Shareholders. Shareholder attendance in this case shall be subject to the rules provided in such Regulations, which may be developed and supplemented by the Board of Directors.

As from the time at which the General Meeting of Shareholders starts and the list of attendees is closed, the shareholders who appear at the meeting may enter the premises -subject to seating capacity restrictions- as guests, but will not be included in the attendance sheet and therefore cannot exercise any of the rights belonging to the shareholder present in person or by proxy at the General Meeting of Shareholders.

### **3.5. Proxy-granting and distance voting rights**

The Corporate Governance Rules articulate the rights of the shareholders to give a proxy to another person and to vote using postal or electronic correspondence at any General Meeting of Shareholders that is held.

The Rules for Conducting the General Meeting of Shareholders articulate and specify the provisions of the Corporate Governance Rules in relation to the exercise of the rights of attendance, proxy-granting and distance voting and the rules of priority and resolution of incidents, in order to ensure the expression of the will and interest of shareholders through the General Meeting of Shareholders.

The chairman and the secretary of the Board of Directors or, once the General Meeting of Shareholders has been constituted, the chairman and the secretary of the General Meeting of Shareholders, have the powers to verify and accept the validity of the proxies and distance votes, the identity of the shareholders and their proxy representatives and the ownership and legitimacy of the exercise of proxy and voting rights, in accordance with the provisions set forth in the Corporate Governance Rules.

### **3.6. Other aspects of the General Meeting of Shareholders**

In addition to the powers vested therein by law and the Corporate Governance Rules, the chairman of the General Meeting of Shareholders, who shall be the chairman of the Board of Directors, shall moderate the presentations of the shareholders and endeavour to ensure order at the meeting, for which purpose the chairman shall have such powers of management and order as are required, within the framework of respect for the principle of equal treatment and non-discrimination among shareholders.

Limitations due to conflicts of interest or other grounds established by law and the Corporate Governance Rules shall apply to the exercise of voting rights by the shareholders.

NOTICE. This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of a discrepancy between this translation and the original Spanish-language document, the text of the original Spanish-language document shall prevail.

### **3.7. Communication channels with shareholders and investors**

The Company's channels of communication with shareholders and investors shall include, among others, (a) its corporate website ([www.siemensgamesa.com](http://www.siemensgamesa.com)); (b) the Electronic Shareholder Forum, which shall be made available at the time of the call to meeting and until the holding of the General Meeting of Shareholders as communication channel between shareholders; (c) the Shareholders' Office; and (d) the Institutional Investors Relations inbox.

The Company's Board of Directors has approved a Policy on Communication of Economic-Financial, Non-Financial and Corporate Information via Media, Social Media or Other Channels and regarding Contacts and Relations with Shareholders, Institutional Investors and Proxy Advisors in which greater detail on said channels of communication can be found.

## **4. THE BOARD OF DIRECTORS**

The Board of Directors is the Company's highest representation, decision-making and management body, without prejudice to the powers of the shareholders acting at a General Meeting of Shareholders and with no more limits than those established by law or in the Corporate Governance Rules.

The Board of Directors has the broadest powers for administrating, managing and representing the Company. Notwithstanding the foregoing, the Board of Directors shall focus its activity on the general oversight, on the establishment and promotion of general strategies and policies, and deciding on matters of strategic importance at the Siemens Gamesa Group level.

The Board of Directors shall perform its duties with unity of purpose and independence of criteria, pursuing the attainment of the corporate interest.

### **4.1. Composition of the Board of Directors**

In compliance with the good corporate governance recommendations set out in the Good Governance Code of Listed Companies, the size of the Board of Directors shall facilitate the performance of its duties in an effective and participatory manner.

To this end, the Board of Directors of Siemens Gamesa shall be made up of a minimum of five and a maximum of fifteen directors, distinguished between two types of directors: executive and non-executive, with the category of non-executive directors divided in turn into proprietary, independent and other external directors.

The nature of each director is determined in accordance with the provisions of law, and must be explained by the Board of Directors before the General Meeting of Shareholders that should carry out or ratify the appointment of the director, and confirmed or, where applicable, revised annually in the Annual Corporate Governance Report after verification by the Appointments and Remunerations Committee.

The Board of Directors is guided by a policy of endeavouring to ensure, in the exercise of its powers, that, proprietary and independent directors are included within the majority group of non-executive directors, maintaining a balance regarding the complexity of the Siemens Gamesa Group, the ownership structure of the Company, the absolute and relative importance of significant shareholdings, as well as the degree of continuity, commitment and strategic links of the owners of said interests with the Company.

NOTICE. This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of a discrepancy between this translation and the original Spanish-language document, the text of the original Spanish-language document shall prevail.

#### **4.2. Selection and appointment of directors**

The Board of Directors shall be made up of persons with renowned reputation, credibility, solvency, competence and experience.

For this purpose, as well as with the aim of ensuring that proposed appointments or re-elections of directors are based on a prior assessment of the requirements of the Company and the Siemens Gamesa Group, the Board of Directors of the Company has approved the Board of Directors Diversity and Director Selection Policy in which the objectives, selection process and conditions to be met by candidates to director are specified, promoting diversity in such selection.

#### **4.3. Information, knowledge refreshment and evaluation of the Board of Directors**

The Company shall have an information and knowledge refreshment program for the directors, which shall include a variety of topics in accordance with the professionalization and qualification of the director.

In addition, the Board of Directors must annually evaluate the quality and effectiveness of its operation, the performance of duties of the chairman of the Board, the CEO, and the coordinating director, if any, as well as the operation of its committees.

#### **4.4. Directors' remuneration**

The shareholders acting at a General Meeting of Shareholders shall approve the Policy of Remuneration of Directors, previously prepared by the Board of Directors in accordance with the provisions of Sections 529 *sexdecies* to 529 *novodecies* of the Corporate Enterprises Act.

The application of the Policy of Remuneration of Directors shall be subject to an annual report on remuneration of directors, which shall be made available to the shareholders for purposes of its consultive approval by the General Meeting of Shareholders.

#### **4.5. Obligations and duties of the directors**

The directors must fulfil the obligations and duties established in articles 30 *et seq.* of the Regulations of the Board of Directors (which conform to the provisions of Sections 225 *et seq.* of the Corporate Enterprises Act), which guarantee the fundamental principles of transparency and independence. The duties of the directors particularly include the following:

- (a) **General duty of diligence**, which includes the duty to act in good faith, subordinating, in any case, the own interest to the interest of the Company, with sufficient information and pursuant to an appropriate decision-making procedure. This general duty also includes the obligation to attend and prepare themselves for the meetings of the Board of Directors and the committees of which they are members, and to actively participate in the deliberations thereof.
- (b) **Duty of loyalty**, according to which directors must perform their duties with the loyalty of a faithful representative, working in good faith and in the best interest of the Company. This duty particularly includes the obligations of not exercising powers for purposes other than those for which they have been granted, and the obligation of all directors to abstain from participating in deliberating and voting on resolutions or decisions in which the director or a person related thereto has a direct or indirect conflict of interest.
- (c) **Duty of confidentiality**, which, as a manifestation of the duty of loyalty, includes the duty of the director, even after ceasing to hold office, to abstain from disclosing information, data,

NOTICE. This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of a discrepancy between this translation and the original Spanish-language document, the text of the original Spanish-language document shall prevail.



reports or records to which the director has had access while holding office, except if allowed or required by law.

- (d) **Duty to avoid conflicts of interest**, which, as a manifestation of the duty of loyalty, entails the obligation of the directors to adopt the necessary measures to avoid situations in which their interests, whether their own or those on behalf of another party, might conflict with the corporate interest and the duties they are obligated to perform in accordance with law and the Corporate Governance Rules, as well as the obligation to inform the Company of conflicts of interest in which the director is involved.

This duty also includes the obligations of the director to submit the transactions thereof with companies of the Siemens Gamesa Group for prior approval and to inform the Company of any fact or situation relevant to the actions thereof as director, as well as restrictions (i) to carry out transactions with the Company, except in such exceptional cases established by law; (ii) to use the Company's name or invoke their condition as director to unduly influence on private transactions; (iii) to use corporate assets, including the confidential information of the company, for private purposes; (iv) to take advantage of the business opportunities of the Company; (v) to obtain an advantage or remuneration from third parties different from the Company and the Siemens Gamesa Group, linked to the performance of their duties, except when they are related to acts of mere courtesy; or (vi) to perform activities on their own behalf or on behalf of others which involve a current or potential effective competition with the Company.

The obligations imposed on the directors shall also apply to the persons related thereto upon the terms provided by law.

Additionally, directors must observe the standards of conduct established in the securities market laws, and, particularly, those set out in the Internal Regulations for Conduct in the Securities Markets of the Company and the Siemens Gamesa Group.

#### **4.6. Development of the meetings of the Board of Directors**

The Board of Directors shall meet with the frequency necessary or advisable for the successful operation of the Company, and at least eight times a year and it shall be called by its chairman on his/her own initiative, at the request of the coordinating director or at the request of, at least, one third of its members. Likewise, if, after prior request to the chairman, he/she has not called a meeting within a month, without just cause, it may be called at the corporate address, indicating the agenda, by: (a) the coordinating director; or (b) such directors which represent one third of the members of the Board of Directors. The Board of Directors shall draw up an annual calendar for ordinary meetings.

On the other hand, all directors have the right to request and the duty to demand from the Company the necessary and appropriate information for the correct performance of their duties. The right to information also extends to all the companies making up the Siemens Gamesa Group.

The Regulations of the Board of Directors provide that the chairman of the Board of Directors may invite to the meetings all persons who can contribute to improving the information of the directors.

NOTICE. This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of a discrepancy between this translation and the original Spanish-language document, the text of the original Spanish-language document shall prevail.

#### **4.7. Internal positions of the Board of Directors**

(a) Chairman

The chairman of the Board of Directors holds the highest responsibility for the effective operation of the Board of Directors. The duties thereof are set out in the law and in the Corporate Governance Rules, and the chairman is responsible for, among other duties, directing the deliberations and discussions, encouraging the debate and promoting the participation of all directors at the meetings and deliberations of the Board. The chairman also presides over the General Meeting of Shareholders and directs discussions and deliberations thereof.

If the chairman of the Board is also an executive director of the Company, additional measures shall be established in order to coordinate and to ensure the separation of executive duties and the duties of chairman of the Board of Directors, including the appointment of a coordinating director pursuant to paragraph (c) below.

(b) Vice chairman(men)

The Board of Directors may appoint one or more vice chairmen from among its members to temporarily replace the chairman in case of vacancy, absence, illness or inability in the performance of the duties thereof.

(c) Coordinating director

If the position of chairman of the Board of Directors is held by an executive director, the Board of Directors shall appoint a coordinating director from among the independent directors, with the abstention of the executive directors. The coordinating director shall have the power to: (a) coordinate, gather and reflect the concerns of the non-executive directors; (b) request the call to a meeting of the Board of Directors, and to call it if the chairman does not heed the request thereof; (c) request the inclusion of new items on an agenda that has already been called; (d) direct the regular evaluation of the chairman; (e) propose the amendment of the Regulations of the Board of Directors; (f) chair meetings of the Board of Directors in the absence of the chairman and the vice chairmen; and (g) coordinate the succession plan for the chairman. In addition, under exceptional circumstances and when so resolved by the Board of Directors, the coordinating director may maintain contacts with investors and shareholders to ascertain their viewpoints regarding corporate governance.

(d) CEO

The Board of Directors, with the favourable vote of, at least, two-thirds of its members, may designate a CEO with the powers it deems appropriate and which may be delegated pursuant to law and the Corporate Governance Rules. The CEO may propose to the Board of Directors, for its approval thereby, with the prior report of the Appointments and Remunerations Committee, the organization of the structure, the organizational chart and nomenclature for the top management.

(e) Secretary

The secretary of the Board is responsible for generally ensuring the formal and substantive legality of the actions of the Board. The secretary need not be a director of the Company and may also take on the role of Legal Counsel to the Board when the secretary is a lawyer and it is so resolved by the Board of Directors in accordance with the requirements established in the law.

NOTICE. This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of a discrepancy between this translation and the original Spanish-language document, the text of the original Spanish-language document shall prevail.

(f) Vice secretary

The Board of Directors can designate, when applicable, a vice secretary, who may or may not be a director, and who will replace the secretary in the event of vacancy, absence, illness or inability thereof.

**5. COMMITTEES OF THE BOARD OF DIRECTORS**

In order to ensure the appropriate and effective performance of the fundamental duties of supervision and control, as well as to limit the risks resulting from an accumulation of power, the Board of Directors of the Company, without prejudice to individual delegations of powers to any director (CEO), may create a Delegated Executive Committee, with such decision-making powers and competencies that the Board of Directors establishes, and specialised commissions or committees with an internal scope, for specific areas of activity, whose powers are limited to information, advising, proposal-making, supervising and control. Furthermore, in accordance with the provisions of law, the Board of Directors shall have an Audit, Compliance and Related Party Transactions Committee and an Appointments and Remunerations Committee (which can be split into two, i.e., an Appointments Committee and a Remunerations Committee, in which case references to the Appointments and Remunerations Committee shall be understood as being made to the relevant committee), which shall perform advisory duties in their respective areas of competence. The composition, powers and operation of the committees existing nowadays, i.e., of the Delegated Executive Committee, the Audit, Compliance and Related Party Transactions Committee and the Appointments and Remunerations Committee, are governed by their respective regulations, which are approved and, in the event of amendments to the regulations of the Audit, Compliance and Related Party Transactions Committee and of the Appointments and Remunerations Committee, endorsed, by the Board of Directors.

(a) Delegated Executive Committee

The Delegated Executive Committee, as a delegated body of the Board, is an instrument in the Company's corporate governance operation. The Delegated Executive Committee shall have the powers specifically delegated to it by the Board of Directors, and must keep the Board informed of all matters discussed and of the decisions made during the meetings thereof, making the relevant minutes available thereto.

(b) Advisory committees

The Board of Directors has the following permanent non-executive committees:

- (i) **The Audit, Compliance and Related Party Transactions Committee**, which is entrusted with, among other things, the duties of proposing the appointment, re-election or replacement of the statutory auditors and of the external assurance provider regarding the statement of non-financial information, and the supervision of: (a) the independence and effectiveness of the Internal Audit Department; (b) the process of preparing and monitoring the required economic-financial and non-financial information; (c) the effectiveness of the Company's internal control system and risk management systems, including tax risks; (d) the review and effectiveness of both the Corporate Governance Rules as well as of the Ethics and Compliance Division; (e) compliance with regard to sustainability in connection with environmental, social and corporate governance aspects; and (f) related party operations or transactions or those that might represent conflicts of interest.

NOTICE. This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of a discrepancy between this translation and the original Spanish-language document, the text of the original Spanish-language document shall prevail.

- (ii) **The Appointments and Remunerations Committee**, the primary duty of which is to oversee the composition, operation and remunerations of the Company's Board of Directors and top management.

## **6. TRANSPARENCY**

The Board of Directors shall accurately and timely comply with the reporting obligations established by law and the Corporate Governance Rules. Specifically, it shall supply the market with information that must be published on a regular basis (annual report, half-yearly reports), such interim management statements or quarterly reports it voluntarily decide to make public, as well as information that must be continually disseminated (inside information, other relevant information, significant equity interests and treasury share transactions), supervising the transparency and accuracy of the information disclosed by the Company.

Furthermore, the Board of Directors shall make available to the shareholders on the Company's website, among other documents, the annual report, the report on the main activities of the Board of Directors and its committees, the Annual Report on Remuneration of directors and the Annual Corporate Governance Report, for their presentation at the General Meeting of Shareholders.

For their part, the directors must disclose to the Company the interests that they acquire in the share capital of the Company, as well as all conflicts of interest in which they are involved and any related party transactions that they execute with the Company. In particular, information regarding related party transactions must be included in the Annual Corporate Governance Report, the annual report of the Audit, Compliance and Related Party Transactions Committee on transactions with shareholders holding 10% or more of the Company's voting rights or who are represented on the Board of Directors of the Company or with any other related parties and any other applicable document in accordance with the Good Governance Code of Listed Companies.

NOTICE. This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of a discrepancy between this translation and the original Spanish-language document, the text of the original Spanish-language document shall prevail.