



Iberdrola

# POWERS OF THE AUDIT AND RISK SUPERVISION COMMITTEE

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Pursuant to Article 31.6 of the *Regulations of the Board of Directors*, the Audit and Risk Supervision Committee shall have the powers set forth in law, in its own regulations, and in any event the following:

- a. Conduct a periodic review of the risk policies on at least an annual basis and, if it so deems appropriate, propose the amendment and update thereof to the Board of Directors.
- b. Approve the policy regarding the selection, contracting and relations with the statutory auditor.
- c. Ensure that the annual financial statements that the Board of Directors submits to the shareholders at the General Shareholders' Meeting are prepared in accordance with accounting standards, reporting thereto on the issues raised therein by the shareholders that are within the purview of the Audit and Risk Supervision Committee, and particularly with respect to the results of the audit of the annual financial statements, explaining how it has contributed to the integrity of the financial information, and the role that it has played in such process, and if the auditor has included any qualification in the report, the opinion of the Audit and Risk Supervision Committee regarding the content and scope thereof.
- d. Monitor the effectiveness of internal control at the Company and within its Group, as well as of their system for managing risks.
- e. Together with the statutory auditors, analyse significant weaknesses in the internal control system detected during the audit, all without infringing upon the independence thereof. To this end, if appropriate, it may submit recommendations or proposals to the Board of Directors and the corresponding follow-up period.
- f. Supervise the process of preparing and presenting mandatory financial information and submit recommendations or proposals to the Board of Directors to protect the integrity of this information.
- g. Propose to the Board of Directors, for submission to the shareholders at the General Shareholders' Meeting, its recommendation and preference for the appointment of a new statutory auditor, pursuant to the provisions of law and the *Statutory Auditor Contracting and Relations Policy*. The proposal of the Board of Directors to the shareholders at the General Shareholders' Meeting must include the recommendation and preference of the Audit and Risk Supervision Committee as provided by law.
- h. Propose to the Board of Directors for submission to the shareholders at a General Shareholders' Meeting the re-election of the statutory auditors, as well as the terms for the hiring thereof, in accordance with applicable legal provisions, and regularly receive therefrom information regarding the audit plan and the implementation thereof, in addition to preserving the independence thereof in the performance of their duties.
- i. In relation to the statement of non-financial information: (i) supervise the process of preparing and presenting the non-financial information regarding the Company and its Group; (ii) propose to the Board of Directors the appointment of the independent assurance provider responsible for assurance of the information included therein; and (iii) report to the Sustainable Development Committee on the process of preparing and presenting the statement of non-financial information as well as on the clarity thereof and on the integrity of the content thereof. Said report shall be issued prior to the report that must be issued by the Sustainable Development Committee regarding the aforementioned statement of non-financial information and the preparation thereof by the Board of Directors.
- j. Supervise the activities of the Internal Audit Area and the Risk Management and Internal Assurance Division, which are functionally controlled by the Audit and Risk Supervision Committee.
- k. Authorise in advance the services other than those prohibited by legal provisions governing audit activities that the Company's audit firm or the persons or entities connected thereto will provide to companies of the Group, all as provided by law and the *Statutory Auditor Contracting and Relations Policy*.
- l. Establish appropriate relationships with the statutory auditors to receive information regarding matters that might entail a threat to the independence thereof, for examination by the Audit and Risk Supervision Committee, and any other information related to the development of the audit procedure, as well as such other communications as are provided for in the laws on auditing of accounts and in other legal provisions on auditing.



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In any event, it must receive written confirmation from the statutory auditors on an annual basis of their independence in relation to the Company or entities directly or indirectly related thereto, as well as a detailed breakdown of information on additional services of any kind provided to and the corresponding fees received from such entities by such statutory auditors or persons or entities related thereto, pursuant to the legal provisions governing the auditing of accounts.

- m. On an annual basis, prior to the audit report, issue a report containing an opinion on whether the independence of the statutory auditors is compromised, which shall be made available to the shareholders upon the terms set forth in the *Regulations for the General Shareholders' Meeting*. This report shall contain a reasoned assessment of the provision of each and every one of the additional services other than the legal audit referred to in the preceding letter, considered individually and as a whole, and in relation to the rules on independence or the legal provisions regarding the auditing of accounts.
- n. Report in advance to the Board of Directors regarding the financial information that the Company must disclose on a regular basis because of its status as a listed company; the committee shall make sure that the interim financial statements are prepared in accordance with the same accounting standards as the annual financial statements and, for such purpose, it shall consider the appropriateness of a limited review by the statutory auditor.
- o. Report on Related-Party Transactions (as this term is defined in Article 48) prior to the approval thereof by the shareholders acting at a General Shareholders' Meeting or by the Board of Directors (or in urgent cases by the Executive Committee), pursuant to the provisions of said Article 48 and without prejudice to the exceptions set out therein, and oversee the internal procedure for periodic reporting and control established for the Board of Directors regarding those Related-Party Transactions for which approval has been delegated.
- p. Report to the Board of Directors, prior to the Board's decision thereon, regarding the creation or acquisition of interests in special purpose entities or entities registered in countries or territories that are considered to be tax havens, as well as regarding any other transactions of a similar nature that, due to the complexity thereof, might diminish the transparency of the Group, unless such transactions are carried out by listed country subholding companies of the Group or by subsidiaries thereof, in which case the report shall be issued by the audit and compliance or similar body of such listed country *subholding* company.
- q. Report on the structural modifications and corporate transactions to be undertaken by the Company, analysing the economic terms and conditions thereof, including if appropriate the exchange ratio as well as the accounting impact thereof. By way of exception, the transactions described in this letter q) shall not be subject to a prior report from the Audit and Risk Supervision Committee if they are carried out by listed country *subholding* companies of the Group or subsidiaries thereof unless the Company participates therein.
- r. Issue such other reports and take such other actions as may also fall within its purview pursuant to the Governance and Sustainability System or as may be requested by the Board of Directors or the chairman thereof.