

HIRING POLICY AND RELATIONSHIP BETWEEN THE AUDIT AND CONTROL COMMITTEE (ACC) OF AMPER S.A. AND THE EXTERNAL AUDITOR

1. Regulatory framework

The Board of Directors of Amper S.A., at the proposal of the Audit and Control Committee (ACC), approves this Policy on the hiring and relationship of the ACC of Amper S.A with the external auditor, in accordance with the powers and obligations assumed by the Committee as established in Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audits of public-interest entities, Royal Legislative Decree 1/2010 of 2 July approving the revised text of the Capital Companies Act, Law 22/2015 of 20 June on Auditing, the Audit and Control Committee's own Regulations and Technical Guide 3/2017 on audit committees of Public Interest Entities issued by the CNMV.

2. Objective and scope

The purpose of this Policy is to ensure that the position of the auditor of the Company's individual accounts and those consolidated with its subsidiaries is held by an independent firm that has the technical capabilities necessary to carry out its work effectively and responsibly and in accordance with the provisions of the applicable regulations.

This Policy also seeks to ensure the independence and transparency of the auditors in their relationship with Amper S.A.

This Policy includes the principles that should govern the selection, appointment and, where applicable, re-election and removal of the auditor of the Company's individual accounts and those consolidated with its subsidiaries, as well as the framework for relationships between the Committee and the auditor, and the procedures for assessing their independence and evaluating their activity. The Policy also sets out the principles governing the selection and appointment of auditors for other companies in the Group, as well as the framework for relationships with them.

3. Selection and appointment proposal

3.1. Selection procedure

The Audit and Control Committee is the body responsible for the selection procedure for the auditor of Amper S.A. and the consolidated financial statements.

Throughout the selection procedure described below, the Committee may request, through the Secretary of the Board of Directors, the collaboration of Amper S.A. executives or employees, who will record the conclusions of this collaboration in a report that will be ratified, where appropriate, by the Audit and Control Committee.

The Committee shall supervise the minimum requirements to be met by those entities applying to become the Company's auditor, as well as the most appropriate selection and hiring procedure, which must be impartial, transparent, efficient and non-discriminatory and include competition between the various candidate entities to ensure compliance with the above requirements. In any case, the Committee shall ensure, among other things, strict compliance with the regulations applicable to the selection and hiring of auditors and, in particular, equal treatment of the candidate firms.

In order to protect the integrity of the selection process and the confidential information that the Company makes available to the candidate firms, a confidentiality agreement shall be signed with each of them.

To this end, the Commission shall approve a set of specifications for all candidates invited to participate in the selection process, enabling them to familiarise themselves with the activities of the Company and its subsidiaries, their main characteristics, the countries in which they operate, their organisational structure, and the characteristics and scope of the services required, including, where applicable, those other than auditing. The specifications shall contain a tentative timetable for the process.

The specifications shall also include transparent and non-discriminatory selection criteria, which the Company shall apply objectively in evaluating the bids submitted. These criteria shall include at least the following:

- a. The auditor's resources, capabilities and experience in the sectors in which the Amper Group operates. This assessment will be considered not only at the level of the group's parent company, i.e. in terms of the capacity and experience of the services to be

provided to a company in Spain but will also be assessed regarding the provision of audit services to international groups like Amper. Thus, the presence of the auditor in the countries in which the Group operates will be assessed.

- b. Availability of technical and specialised resources for dealing with complex issues in accordance with the size of the parent company and its Group at any given time. In line with the above, training and specialisation in the interpretation and application of International Financial Reporting Standards (IFRS) will be assessed.
- c. Independence of the auditor or audit firm, due to their personal circumstances or in relation to the provision of services other than audit services to the entity, in accordance with the regulations governing the auditing of accounts, as well as any other circumstances arising from the independence regime to which they are subject.
- d. The quality and efficiency of their services. To this end, both the Commission and the entity shall consider the results of any inspections of the various auditors carried out by the Institute of Accounting and Auditing (ICAC) or other relevant regulatory bodies, as well as strict compliance with any other requirements or demands established by the applicable regulations at any given time.

Under no circumstances may the auditor's ability to provide services other than auditing be a selection criteria.

In addition to the selection criteria, the specifications shall indicate the terms of the offer that may be subject to negotiation with the auditor in strict compliance with the regulations applicable at any given time.

A weighting must be established for each of the selection criteria defined in the specifications, which shall not form part of the latter.

The specifications may provide for the possibility of, at any time, declaring the selection procedure void or withdrawing from it.

Candidate firms shall submit their proposals to the Committee at one or more meetings convened for this purpose, at which the Committee may ask the candidate firms any questions and request any clarifications it deems appropriate. In all cases, the Committee shall lead the dialogue with the candidate firms.

Candidate firms shall not request additional information through channels other than those established for this purpose in the specifications (Corporate Resources Department and Business Unit Departments). Likewise, no Group company shall respond to any queries or requests for information that are not channelled through the Committee.

Once the bids submitted by the candidates have been evaluated in accordance with the selection criteria previously defined in the specifications, the conclusions of the selection process will be recorded at in a report which will also state that the process has been conducted impartially. This report must be approved by the Audit and Control Committee.

Proposal for appointment

The Audit and Control Committee shall submit a proposal to the Board of Directors in which, after describing the selection process carried out and the main conclusions regarding its development, it shall recommend a candidate to perform the duties of auditor of the Company's individual accounts and consolidated accounts with its subsidiaries, duly justifying the selection made and the financial years to be audited for which the Committee recommends the appointment.

When issuing its proposal, the Committee shall indicate that its recommendation is free from any influence from third parties. The Committee shall refrain from proposing to the Board of Directors the appointment as auditor of the Company of any auditing firm when it expressly identifies problems of independence or causes of incompatibility in accordance with the legislation on auditing.

The Board of Directors, in view of the report, shall propose to the General Shareholders' Meeting the appointment of the appropriate candidate, justifying the reasons in the event of deviating from the preference expressed by the Committee.

4. Appointment, re-election and removal

The appointment, re-election and removal of the auditor who is to verify the Company's individual annual accounts and the consolidated accounts with those of the companies belonging to the Group is the responsibility of the General Shareholders' Meeting, at the proposal of the Board of Directors.

Before the end of the financial year in which the auditor's appointment expires, the Committee shall analyse their possible re-election or the initiation of a new selection process, taking into account the applicable regulations (Accounting Audit Law 22/2015, of 20 July) and the provisions of this Policy.

To this end, the Committee shall take into consideration the results of the annual assessment of the independence and quality of the work performed by the Company's auditor, as well as the time and quantitative limitations established in the applicable regulations.

The Committee shall submit the proposal for the re-election of the auditor to the Board of Directors so that it, in turn, may submit it to the General Shareholders' Meeting.

The Committee may only propose to the Board of Directors, for subsequent submission to the General Shareholders' Meeting, the removal of the auditor when permitted by regulations.

In the event of the resignation of the external auditor, the Committee shall examine the circumstances that led to it and submit a report to the Board of Directors.

In the event of a change of auditor, the Committee shall ensure that the company notifies the CNMV of the change of auditor and accompanies this notification with a statement on the possible existence of disagreements with the outgoing auditor and, if any, their content.

5. Relationship with the auditor

Communication between the Audit and Control Committee and the external auditor shall be professional, fluid and continuous, always based on objectivity and independence. The Committee shall regularly obtain information from the auditor on the audit plan, its execution and any other matters related to the audit process, in particular any discrepancies that may arise between the auditor and the entity's management.

Meetings with the auditor shall be included in the Committee's Activity Agenda, without prejudice to additional communications and contacts deemed necessary, which may not always require the presence of the entity's management.

The Committee shall ensure that the Board of Directors meets at least once a year with the auditor to receive information on the work carried out and on the evolution of the Company's accounting and risk situation.

Communications between the auditor and the Audit and Control Committee shall be carried out in accordance with the regulations governing auditing activities and shall not undermine the independence of the auditor or the effectiveness of the audit.

In order to facilitate fluid and efficient communication, the following actions shall be taken:

- The Audit and Control Committee and the external auditor shall communicate any relevant issues detected in relation to accounting, the internal control system or the audit.
- The Audit and Control Committee shall request from the external auditor the most relevant aspects of their strategy and work plan in relation to the audit of the entity, including: the determination of the materiality threshold; how they plan to address the

most significant risks identified; the resources allocated to the execution of the work; the justification, if necessary, for the use of specialists; and a schedule for the completion of the planned tasks, indicating the nature and extent of the planned control tests and substantive tests.

- The Audit and Control Committee will discuss with the external auditor the judgements made regarding the quality and applicability of Amper SA's accounting principles and consolidated accounts, the significant assumptions used in critical estimates, particularly those with a high degree of uncertainty, and any significant changes therein. This discussion will also cover any errors and non-compliance identified by the auditor, whether they have been corrected, and any difficulties encountered during the audit.
- The Audit and Control Committee will request from the auditor, during the audit work, any communications necessary to facilitate the supervision of the process of preparing and compiling the financial information, including their opinion on the accounting treatment given by management to complex, high-risk or controversial operations or transactions.
- The Audit and Control Committee shall request from the external auditor information relating to materiality figures for the financial statements as a whole and, where appropriate, for certain transactions, balances or information to be disclosed in the notes to the financial statements; the consideration of qualitative aspects for their determination and how it will determine the scope and level of the audit work.
- The Audit and Control Committee shall discuss with the external auditor the methods and assumptions used by management in significant accounting estimates, as well as the effect of considering alternative methods or assumptions, and the auditor's consideration of data or information that may be inconsistent with management's assumptions.
- The Audit and Control Committee and the external auditor shall assess whether their communication and relationship have been adequate and, if necessary, whether the Committee should take measures to improve them.

The Committee shall verify the auditor's compliance with the audit plan, for which purpose it shall receive regular information from the auditor on the audit plan and the results of its implementation.

At the end of the audit, the Audit and Control Committee shall review with the external auditor the significant issues arising from its work, as well as the content of the audit report and the additional report issued to the Audit Committee referred to in Article 11 of

Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audits of public interest entities and in Article 36 of the Audit Act.

Similarly, when the Audit and Control Committee becomes aware or has been informed that the auditor considers that any of the three circumstances¹ provided for in Article 12.1 of Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audits of public-interest entities it shall propose to the Board of Directors the adoption of all appropriate measures to eliminate the causes leading to such circumstances, insofar as these are factors under the control of the entity, or at least to reduce their impact on the financial statements, providing all the information that may be requested in this regard by the supervisory bodies, where applicable.

The Committee shall complete a final assessment of the auditor's performance and how it has contributed to the quality of the audit and the integrity of the financial information, including, among other parameters, its independence; their knowledge of the business; the frequency and quality of their communications; the opinion of the auditor at both the corporate level and in each of the business units and other areas engaged in assurance work, such as internal audit or the regulatory compliance unit; the public results of quality controls or inspections carried out by the ICAC or other supervisors; and the auditor's transparency reports and any other available information.

6. Independence

The Audit and Control Committee shall monitor the independence of the auditor, which must prevail in the performance of their duties and obligations.

The Committee shall discuss with the statutory auditor any circumstances that may compromise its independence and assess the effectiveness of the safeguards adopted, as well as understand and assess the relationship between the Group and the statutory auditor and its network, which involves the provision of non-audit services or any other type of relationship.

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a) a serious breach of the legal, regulatory or administrative provisions establishing, where applicable, the conditions for authorisation, or specifically regulating the exercise of the activities of the public-interest entity.

b) a threat or doubt of relative importance in relation to the continuity of the activities of the public interest entity;

c) refusal to issue an audit opinion on the financial statements, or the issuance of an adverse or qualified opinion.

In addition, the Committee shall supervise the internal quality assurance and independence safeguarding procedures implemented by the Company's auditor.

The Committee shall receive annually from the Company's statutory auditor a certification of independence of the firm as a whole and of the members of the team involved in the audit of the Group's annual accounts for the Company or entities directly or indirectly related to it. Likewise, in the annual certification sent to the Committee, the statutory auditor shall report on compliance with the internal quality assurance and independence safeguarding procedures implemented.

The auditor, as well as any related persons or companies, may not perform any services for the entity other than auditing the accounts without the prior authorisation of the Audit and Control Committee. To this end, a document must be submitted to the Committee prior to formalisation, detailing the nature and description of the service to be authorised, the financial conditions, the timetable for its provision, the reasons for contracting it and compliance with the provisions of Article 5. Prohibition on providing non-audit services, from 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. This same procedure shall also apply to modifications to additional services already authorised by the Audit and Control Committee.

The total amount of these additional services, whether performed by the auditor or by related persons and companies, once authorised by the Committee, may not exceed 70% of the average fees paid in the last three consecutive financial years for the audit of the Company's individual accounts and the consolidated financial statements of the group of companies.

The head of the Internal Audit Department shall verify that the documentation for the additional services to be submitted for authorisation to the Audit and Control Committee is complete and that the limit for the total amount mentioned in the previous paragraph is complied with.

The Committee shall issue an annual report, prior to the issuance of the audit report, expressing an opinion on the independence of the auditor. This report shall assess the potential impact on the auditor's independence of each one of the additional services, other than the audit referred to in the previous paragraph, individually and as a whole.

The Committee shall receive information on any additions to any of the Group companies of professionals from any of the Group's audit firms.

7. Transparency

The Committee shall review the information published in relation to the audit, and particularly the fees paid to the Group's auditors, both for audit services and for services other than the audit, with the appropriate breakdown.

The Committee shall also include in its annual activity report information on the activities related to the auditor that it has carried out during the previous financial year.