

INTERNAL AUDIT CHARTER

Approved by the Board of Directors at its meeting on
20TH Decembre 2023

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I. INTRODUCTION.

As a company listed on the Spanish continuous market, the Amper Group is required to include the Internal Audit Function in its organisational chart.

Furthermore, as a Public Interest Entity under the provisions of Law 22/2015, of 20th of July, Law 2/2021, of 12th January, which approves the implementing regulations thereof, it is required to align itself with best corporate governance practices and to comply with the requirements and recommendations of regulators, in particular the recommendations on good governance for listed companies and those contained in Technical Guide 3/2017, of 27th of June, of the Spanish National Securities Market Commission (CNMV).

In line with best practices, the Board of Directors reviewed and approved the Regulations of its Audit and Control Committee on 27th October 2021, granting it powers to supervise the Internal Audit, Compliance, Internal Control and Risk Management functions. At the proposal of the Audit and Control Committee, in the exercise of the above powers, the Board of Directors has agreed to regulate the Internal Audit function as an integral and fundamental part of its Governance System, in accordance with the principles contained in these bylaws.

II. PURPOSE OF INTERNAL AUDIT.

According to the Global Internal Audit Standards, the statement of purpose is intended to express the value of the Internal Audit function and to assist internal auditors and their stakeholders in understanding it.

The Internal Audit Function enhances the success of the organisation by providing objective assurance and advice to the Board and senior management. The Internal Audit Function strengthens the following aspects of the organisation:

- Value creation, protection and sustainability.
- Governance, risk management, and control processes.
- Decision-making and oversight.
- Reputation and credibility with stakeholders.
- Its ability to serve the public interest.

The Internal Audit Function will be most effective when:

- It is performed by qualified internal auditors in accordance with the Global Standards for the Professional Practice of Internal Auditing, which are established in accordance with the public interest.

- It is positioned independently with direct responsibility to the Board.

- Internal auditors are free from bias or prejudice and undue influence and are committed to conducting objective assessments.

III. OBJECTIVES OF THE CHARTER.

The objective of this Charter is to define the Framework for the Internal Audit Function within the Amper Group, and consequently:

- (i) set the objectives of the Internal Audit Function, promoting the widest range of value-added activities to encourage the improvement of the Group's systems, processes and operations,
- (ii) define the basic principles that should govern the exercise of the Internal Audit Function within the Group,
- (iii) to guarantee the Internal Audit Function free access to information and its independence,
- (iv) and providing a framework for the exercise of the Internal Audit Function, defining its position within the Organisation, delimiting its scope of action and its relationships with other functions and areas, and providing it with the necessary human, material and technological resources.

IV. AUTHORITY.

This Charter applies to all companies in the Group, both those in which it has a majority stake and those for which it has effective management responsibility.

In order to perform its functions, the Internal Audit Function shall have free access to all persons, files, data, systems, etc. that it deems necessary for the performance of its responsibilities. If this is not the case, it shall be considered a limitation on the scope of its functions and shall be communicated to both Senior Management and the Audit and Control Committee.

The Audit and Control Committee shall establish, maintain and ensure that the Internal Audit Function has sufficient authority to perform its duties.

V. INDEPENDENCE AND OBJECTIVITY.

In order to guarantee the independence of the Internal Audit Function, it shall be located hierarchically under the direct administrative authority of the Group's Chief Executive Officer/CEO, i.e. the organisation's chief executive, and shall report functionally on a regular basis to the Audit and Control Committee.

Likewise, the Internal Audit Function shall maintain a position of independence with respect to the activities it evaluates, assuming no responsibility for operations.

If the head of the Internal Audit Function is also expected to perform duties and/or responsibilities with respect to other assurance functions, safeguards shall be established to limit impediments to independence and objectivity.

At least annually, the head of the Internal Audit Function shall confirm to the Audit and Control Committee the independence of the Function in the performance of its activities.

Internal auditors shall perform their work with an impartial and unbiased attitude, maintaining professional objectivity in all services provided.

It is necessary to avoid self-review, familiarity and/or unconscious prejudice or bias in the performance of their duties.

Likewise, it is necessary to recognise and avoid or mitigate any actual, potential or apparent impediment to objectivity.

It is mandatory to declare any impediment to objectivity before performing internal audit services.

VI. SCOPE.

The Internal Audit Function may perform both assurance and advisory/consulting work, both within the organisation and externally to the organisation, in the case of outsourced functions, which may be part of the Audit Plan.

In the case of advisory/consulting work, it must not at any time detract from the basic objective of the Function, which is to provide reasonable assurance regarding the effectiveness and efficiency of the organisation's risk management, internal control and corporate governance systems.

The Internal Audit Function may carry out all these activities in compliance with the Audit Plan or in response to specific requests or demands from Senior Management or the Audit and Control Committee.

VII. RESPONSIBILITY.

The main responsibilities of the Internal Audit Function are:

- To provide reasonable assurance regarding the effectiveness and efficiency of the organisation's risk management, governance and control processes by evaluating the design and operation of existing controls and proposing improvements that enhance the effectiveness of the system, in order to contribute to the success of the organisation.
- Evaluating the Internal Control system in order to prevent and detect fraud, corruption and illegal activities, which may be extended to the prevention of money laundering and terrorist financing.
- Verify the reliability and quality of the economic-financial, non-financial and management information reported to senior management, the Audit and Control Committee and other stakeholders, and contribute to the improvement of information and control systems such as the Internal Control System for Financial Information (SCIIF) and the Internal Control System for Non-Financial Information (SCIINF).
- Assess the effectiveness of the risk management policy and system and its integration into the decision-making process.
- Evaluate the effectiveness of existing internal policies and procedures, as well as their compliance with applicable regulations.

- Coordinate its work with external auditors and/or other internal and external providers of assurance and other non-operational services that may perform work related to the Organisation's Internal Control Systems.

In order to carry out these responsibilities, the Internal Audit Function performs the following tasks:

- Preparation of an Internal Audit Plan based on a risk assessment carried out at least annually.
- Communicating to Senior Management and the Audit and Control Committee the impact of resource constraints (if any) on the execution of the Internal Audit Plan.
- Ensuring compliance with Global Internal Audit Standards.
- Communicating the results of the work to Senior Management and the Audit and Control Committee and following up on the implementation of the defined Action Plans.

In order to carry out their responsibilities, internal auditors must sign an annual commitment to adhere to the Global Internal Audit Standards, which govern both the Internal Audit function and the ethical behaviour of internal auditors.

Specifically, as indicated in Domain II of the Global Standards for the Professional Practice of Internal Auditing, internal auditors are expected to perform their duties with:

- Integrity: Acting with honesty and courage, contributing to the legitimate and ethical expectations of the organisation, understanding integrity at both a professional and personal level. This is the foundation of the other ethical principles that are expected of internal auditors.
- Objectivity: Mandatorily disclosing any impediment to objectivity.
- Competence: Demonstrating a commitment to developing competencies to improve the effectiveness and quality of Internal Audit Services. Internal auditors must collectively possess the knowledge, skills and abilities necessary to successfully fulfil their responsibilities. If any skills are lacking, external support will be sought.
- Professional care: Considering the nature, circumstances and requirements of the services to be provided. It is also necessary to maintain an attitude of skepticism when planning and providing Internal Audit services.
- Confidentiality: through the appropriate use and protection of information.

VIII. QUALITY ASSURANCE AND IMPROVEMENT PROGRAMME.

As indicated in Domain IV of the Global Internal Audit Standards, relating to the Management of the Internal Audit Function, specifically in Principle 12 relating to Quality Improvement, the Director of Internal Audit is responsible for ensuring that

the Internal Audit Function continuously improves. This requires the development of criteria and measures to evaluate the performance of internal audit work, internal auditors, and the Internal Audit Function. These measures are the basis for evaluating the Internal Audit Function's progress toward achieving its performance objectives.

Quality is a combined measure of compliance with the Global Internal Audit Standards and the achievement of the performance objectives of the Internal Audit Function. The Quality Assurance and Improvement Programme is designed to assess and ensure compliance with the Standards, the achievement of performance objectives and the pursuit of continuous improvement. The programme incorporates internal and external assessments. Its results will be reported periodically to Senior Management and the Audit and Control Committee.

IX. RESPONSIBILITIES OF THE AUDIT AND CONTROL COMMITTEE.

The responsibilities of the Audit and Control Committee with regard to the Internal Audit Function are detailed in the corresponding Regulations.

X. SIGNATURES.

The following signatures are included as evidence of understanding and agreement with the provisions of these Bylaws:

SIGNED: CHAIRMAN/WOMAN OF THE AUDIT AND CONTROL COMMITTEE

SIGNED: CHIEF EXECUTIVE OFFICER

SIGNED: DIRECTOR OF INTERNAL AUDIT

XI. CHANGE CONTROL.

This Charter shall be reviewed and updated at least once a year, and on an extraordinary basis whenever there are changes in the Group's strategic objectives and/or in the applicable legislation, in order to assess whether the authority, role and responsibilities included therein continue to enable the Internal Audit Function to fulfil its objectives.

VERSION	DATE OF MODIFICATION	PURPOSE OF THE MODIFICATION	SECTIONS AFFECTED
2.0	December 2023	Adapt the existing Charter to the new Global Internal Audit Standards.	The entire document.