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**PROMOTORA DE INFORMACIONES, S.A.  
(PRISA)**

**AUDIT, RISKS AND COMPLIANCE COMMITTEE**

**ANNUAL REPORT  
2023**

Madrid, March 2024

## ANNUAL REPORT OF THE AUDIT, RISKS AND COMPLIANCE COMMITTEE

2023

### 1.- INTRODUCTION

The Audit, Risks and Compliance Committee”) (hereinafter, the “**Committee**”) of PROMOTORA DE INFORMACIONES, S.A. (“**PRISA**” or the “**Company**”) is governed by article 529 quaterdecies of the Restated Text of the Capital Companies Act (Ley de Sociedades de Capital, the “**LSC**”), by the Articles of Association and by the Board of Directors Regulation of PRISA (“**Board of Directors Regulation**”).

In the preparation of this Report, the recommendations of the CNMV’s *Technical Guide 3/2017 concerning Audit Committees of Public Interest Entities* (“**Technical Guide CNMV**”) have been taken into account and, likewise, the Committee has also followed the recommendations contained in the CNMV’s *Code of Good Governance for Listed Companies* (“**CBG**”) regarding Audit Committees.

Pursuant to the provisions of article 27 of the Board of Directors Regulation, the Audit, Risks and Compliance Committee is issuing this report on its work during the 2023 fiscal year, outlining the committee’s activities during that period. This report will be made available to the company’s shareholders on PRISA’s corporate web page commencing on the date that the Notice of Annual Shareholders Meeting is published, in compliance with Recommendation 6 of the CBG.

### 2.- COMPOSITION

In 2023, the only change in the committee’s composition was the addition of Ms. Isabel Sánchez, who joined the committee in June 2023 after Ms. María Teresa Ballester resigned as director and committee member.

Thus, the composition of the Committee as of December 31, 2023, and as of the date of this report is as follows:

Position	Director	Category	Date joining the Committee	Experience
Chair	Ms Teresa Quirós	Independent External Director	30.11.21	Financial. Has broad experience in the areas of finance, control and definition of risks, regulatory matters and sustainability
Member	Ms Carmen Fernández de Alarcón	Propietary Director	28.02.2022	Manager. She has ample experience in the design, development and implementation of commercial, marketing and communications strategies in national and international environments in several sectors, is an expert in business and brand transformation and digitalization, and is currently the CEO of Havas

				España, one of the largest advertising-content and communications groups.
Member	Ms Pepita Marín Rey Stolle	Independent External Director	23.02.2021	Entrepreneur with solid training in international management and business finance, as well as experience in auditing and digital transformation.
Member	Ms Isabel Sánchez García	Independent External Director	27.06.2023	Economist, with broad academic experience in finance and in public institutions in the area of market regulation, competition, science, technology, and innovation.

The Committee's composition complies with the requirements of the applicable laws and with the provisions of the Company's Board of Directors Regulation, which require that the Committee be entirely made up of non-executive directors with a majority of independent directors. The Chairman of the Committee is an independent director.

Likewise, the Committee members (and especially its Chairman) have knowledge and experience in accounting, finance, auditing, internal control, and risk and business management. Moreover, as a group they are well-versed in sustainability, non-financial reporting and verification, with experience in and an understanding of information technologies.

In accordance with the recommendations of the CNMV Technical Guidelines, particularly, noteworthy is the diversity in the composition of the Committee regarding professional experience, sectorial and international competences and knowledge. The Committee is made up entirely of women.

The profiles of the members of the Committee are available on the Company's corporate website. They may be consulted via this link (<https://www.prisa.com/es/info/consejo-de-administracion-y-comisiones-del-consejo>).

The Secretary of the Committee is the Secretary of the Board of Directors, Mr Pablo Jiménez de Parga.

### 3.- COMMITTEE MEETINGS IN 2023 AND EXTERNAL ADVICE

The Board of Directors Regulation provides that the Committee will meet periodically as needed, and no less than four (4) times per year.

The following eight Committee meetings were held in 2023:

Meeting Date	No. of members	No. of members in attendance	PRISA managers in attendance	Internal Auditor in attendance	External Auditor in attendance
30 January	4	4	YES	YES	YES
27 February	4	4	YES	YES	YES
27 March	4	4	YES	YES	YES
24 April	4	4	YES	YES	YES
24 July	4	4	YES	YES	YES
30 October	4	4	YES	YES	YES

<b>28 November</b>	4	4	YES	YES	YES
<b>19 December</b>	4	4	YES	YES	YES

(\*) In addition to attendance in person, this includes attendance by electronic means that allow the directors to participate directly in meetings. In that regard, proxies are not counted as attendance.

The Committee maintained a constant working relationship with several of the Company's managers who have attended Committee meetings to report on matters of interest to the Committee and, most especially, to review key issues affecting the financial situation of the Company, its capital structure and its balance sheet, compliance with the ratios envisioned in the finance agreement covenants, and supervision of financial and non-financial risk control and management systems. Such was the case of the executive directors (Ms. Pilar Gil, Deputy Chairman and CFO, Carlos Nuñez, Executive Chairman of PRISA Noticias and Francisco Cuadrado, Executive Chairman of Santillana), the Head of Internal Audit, the Director of Management Control and Risks ("CRO") and Director of Investor Relations, the PRISA Chief Compliance Officer, the Chief Sustainability Officer and the Head of Consolidation.

Likewise, the external auditor (EY) has attended all the meetings held by the Committee.

The attendees participated in meetings at the invitation of the committee chair, participating only in those matters on the agenda in which they were asked to intervene. The moment at which each of the invitees joined and subsequently left the meetings was duly noted in the minutes, and they did not participate in any of the Committee's deliberations and voting.

SGS, an entity that verifies Statements of Non-Financial Information (EINF) and KPMG, the company that reviews the Crime Prevention and Detection Model both respectively attended committee meetings to present the conclusions of their work, at the invitation of the committee chair and participating only in those matters on the agenda in which they were asked to intervene.

#### **4. FUNCTIONS AND POWERS OF THE COMMITTEE**

In addition to the functions assigned to it by law, the Audit, Risks and Compliance Committee also has the responsibilities laid down in article 27 of the Board of Directors Regulation.

In this respect, and without including the details of the responsibilities set out in the aforesaid article, the Committee is charged with:

- i) To ensure that the annual accounts that the Board of Directors submits to the General Shareholders Meeting are drawn up in accordance to accounting legislation. In those cases where the auditor includes any qualification in its audit report, the Chairman of the Audit, Risks and Compliance Committee shall clearly explain at the general meeting the opinion of the Audit, Risks and Compliance Committee regarding its scope and content, and a summary of that opinion shall be made available to the shareholders at the time of the publication of the notice of the meeting, along with the rest of proposals and reports of the board.
- ii) Supervising the Internal Audit unit so that it ensures that the internal reporting and control systems function properly. The Committee will evaluate the Internal Audit unit and approve the functions, plans of actions and resources of that unit yearly.

- iii) Regarding the information and internal control systems and the divisions responsible for them, to supervise and assess the preparation process and the integrity of the financial and non-financial information (in coordination with the Sustainability Committee, in what refers to matters within its competence), as well as the financial and non-financial risk and management systems related to the Company and the Group, which are grouped into the following categories: risks related to the financial and asset situation, strategic and operational risks, ESG risks, criminal compliance risks and reputational risks, checking for compliance with regulations, adequate delimitation of the consolidation perimeter and proper application of accounting criteria; to ensure the independence of the division that assumes the Internal Auditing duties; approve the orientation and the internal audit annual work plan, ensuring that the activity focusses mainly on the significant risks for the Company (including reputational); to receive regular information on its activities; and to verify that senior management takes the conclusions and recommendations of its reports into account.
- iv) With regard to the external audit, channelling the relations with the auditor while ensuring compliance with the rules on independence of auditors. The Committee will be responsible for the processing of nominating the statutory auditor.
- v) Report on related party transactions.
- vi) To supervise compliance with the policies and rules of the Company in the environmental, social and corporate governance areas, as well as the internal rules of conduct of the Company, also ensuring that the corporate culture is aligned with its purpose and value, in coordination with the Sustainability Committee, in what refers to matters within its competence.
- vii) To supervise cybersecurity management.
- viii) To evaluate the non-financial risks of the Group, including, among others, operational, technological, legal, social, environmental, political and reputational risks, including those relating to corruption in coordination with the Sustainability Committee, in what refers to matters within its competence, as well as to periodically assess and ensure that the risk control and management functions are conducted with all due independence.
- ix) To establish an oversight mechanism that allows employees and other persons related to the Company, such as directors, shareholders, suppliers, contractors or subcontractors to notify about potentially significant irregularities, including those of financial and accounting nature or otherwise, related to the Company, that may be discovered at the Company or its group. This mechanism must guarantee confidentiality and, in all cases, envisage events where communications may be made anonymously, protecting the rights of both the complainant and the accused party.

Commencing in February 2022, the Company has a Sustainability Committee, which is the board entity that promotes and supervises the implementation of Grupo PRISA's sustainability strategy and which, likewise, has certain powers regarding non-financial information. In certain functions the Sustainability Committee and the Audit, Risks and Compliance Committee must coordinate their work. In that regard, it should be noted that two of the members of this Audit Committee (its Chairperson Ms. Teresa Quirós and Ms.

Carmen Fernández de Alarcón) are also members of the Sustainability Committee, which facilitates smooth communication between the two.

## **5.- COMMITTEE ACTIVITIES IN 2023**

The committee chairperson duly informed the Board of Directors of the matters discussed and the decisions taken by the Committee during the 2023 fiscal year.

The matters addressed by the Committee were the following:

### **5.1. Review of Financial Information**

In 2023, and supported by the external auditor's report, the committee reviewed and reported to the Board of Directors regarding the following financial information:

- i. Annual individual and consolidated accounts for 2022 (which were released to the markets in the, the European Single Electronic Format (FEUE) pursuant to Delegated Regulation (EU) 2019/815, and the 2022 half-year financial information.

In line with Company practice, the external auditor (EY) regularly met with the Committee to advance the preliminary results of its report on the accounts of the 2022 financial year.

- ii. 2023 periodic financial information (quarterly and half-year).

The external auditor likewise conducted a limited review of the 2023 half-year financial information, reporting on their findings in the corresponding sessions.

### **5.2. Review of non-financial information**

In 2023 and in accordance with Article 49 of the Commercial Code, in its wording given by "Law 11/2018 on non-financial information and diversity", the Company prepared a non-financial information statement (EINF), which was reviewed by this Committee (as well as by the Sustainability Committee) and included into the 2022 consolidated management report.

As in the previous years, the EINF was verified by an independent third party, SGS, who attended a committee meeting to report on the scope of their verification and conclusions. The verification report was issued without reservations.

### **5.3 Systems for Risk Management and Internal Control over Financial Reporting**

Grupo PRISA has an Internal Financial Information Control System ("SCIIF") initially developed within the COSO 1992 methodological framework, which during 2014 was adapted to the COSO 2013 framework, and whose objective is to accurately register transactions conducted in accordance with the applicable accounting principles and standards, and to provide reasonable security regarding the prevention or detection of errors that could have a material impact on the annual consolidated accounts.

In 2023, the Committee monitored the efficacy and results of the evaluation of the SCIIF (ICFR system). Particularly:

- i. the Head of Internal Audit reported the results of the testing of the ICFR in 2022, which prove that the internal control of financial information has worked effectively in all material aspects and,
- ii. the external auditor EY reported on the results of its assessment of the functioning of the ICFR in 2022.

Likewise, the Committee approved the description of the ICFR system included in the 2022 Annual Corporate Governance Report.

#### **5.4. Risks map and risks control and management.**

It is the Committee's task to supervise and evaluate the Company and Group's financial and non-financial risks control and management systems, including operative, technological, legal, social, environmental, political and reputational aspects, or those related to corruption.

To achieve permanent monitoring of the most significant risks, including those that are tax-related, PRISA has established a risk management system to determine and control the risks to which the Company is exposed and which may impact compliance with the objectives defined both in the Strategic Plan as well in our businesses.

Regarding crime risks, PRISA likewise has implemented a crime prevention and detection model in Spain, and has implemented compliance models in the different countries in which it operates. The risks analyzed within the framework of the compliance models include environmental and employment risks, as well as corruption and bribery associated with our business activities and operations. Controls that mitigate risk exposure are defined based on the impact of each of these risks on our business.

Throughout 2023 several presentations were made to the Committee concerning the Group's risk maps and plans for controlling and managing associated risks. The Committee invited the heads of the most relevant risk-management and control areas to participate, in order to hear their reports concerning conclusions regarding our risk management systems.

The Committee assessed and confirmed that the Internal Audits Unit and the Department of Risk and Management Control have carried out their tasks with the required independence, in accordance with internal regulations.

The Committee likewise reviewed and approved the sections concerning Risk Management Systems in the 2022 Annual Corporate Governance Report.

#### **5.5. Related party transactions**

In 2023 the Committee analysed certain related party transactions, promptly reporting its conclusions to the Board of Directors.

In addition, and in accordance with recommendation 6 of the CNMV's Code of Good Governance, the Committee prepared a report on related-party transactions in 2022, which was published on the PRISA website ([www.prisa.com](http://www.prisa.com)) at the time the Ordinary Shareholders Meeting of June 2023 was called. This same report has been prepared in relation to the 2023 financial year and will be published when the next meeting of shareholders of the Company is convened.

#### **5.6. Internal Audit**

The Internal Audit Unit reports directly to the Audit, Risks and Compliance Committee, in accordance with the best good governance practices in this regard.

The Committee is responsible for supervising the Internal Audits Unit so that the latter can ensure the correct operation of the internal information and control systems.

The Internal Audits Unit designs an Annual Internal Audit Plan based on an identification and evaluation of the risks inherent in the activities of the Grupo PRISA businesses. The Plan, which is part of the pluriannual or strategic auditing plan, determines the priorities for internal audits, the nature of the projects to be implemented during the year, and the distribution of internal auditing resources depending on the type of project.

The Head of Internal Audits submits the annual plan to the Committee for its approval, and reports on its implementation, including possible incidents and limits that may arise in the interim, as well as the results and a follow-up on its recommendations. It likewise informs the Committee of any incidents that may arise when conducting internal audits, and submits a report of its activities at the end of each year.

Thus, the Committee periodically approves the work, action plans and resources for the Internal Audits Unit.

Among the most relevant projects undertaken by the Internal Audits Unit during 2023, the following are most noteworthy:

- i. Evaluation of the internal control model for the Group's financial information, and the effectiveness of the control activities defined therein.
- ii. Review of the degree of compliance with the Group's accounting valuation and registration standards, and evaluation of the internal control environment in effect in Prisa, in the Santillana companies in Guatemala, Honduras, El Salvador, Bolivia and in the Santillana companies in Brazil engaged in the public sales business, as well as the radio companies in Spain and the company that publishes Diario Cinco Días.
- iii. Monitoring in the action plans of incidents identified in previous years' auditing projects.
- iv. Supervision of the effectiveness of the crime prevention and detection model in Group companies in Spain.

During 2023 the Head of Internal Audits attended all of the committee meetings to report on the unit's activities, at the chairperson's invitation and only to address those matters on the agenda for which she was invited.

In other respects, it should be noted that in 2023 and at this Committee's request, the Internal Auditors Institute conducted a quality review of Grupo PRISA's internal auditing system, with very satisfactory results that reflect the recognition and respect that internal auditing functions have within our organization.

## **5.7. Compliance.**

### **i) Compliance Unit:**

PRISA has a Compliance Unit (“UC”), which is a single-person unit represented by the Chief Compliance Officer (“CCO”) in charge of compliance for the Group.

The objective of this compliance model is to foster independence among the Company’s three lines of defense in managing compliance risks, and to ensure that the compliance unit, as promotor of an ethical corporate compliance culture, provides an additional pillar for company sustainability.

The CCO, with autonomous powers of initiative and control, reports directly to the Audit, Risks and Compliance Committee and, among others, is responsible for ensuring and promoting ethical behavior among the Group’s professionals and employees, and for identifying, managing and mitigating compliance risks. Moreover, the CCO likewise assumes the functions of the crime prevention unit provided for in the Criminal Code, and is responsible for managing the Group’s internal information system (or whistleblowing channel).

This model has been replicated in all of the Group’s businesses in Spain, each of which has its respective Chief Compliance Officer whose work is coordinated with the CCO.

In 2023 PRISA’s CCO attended committee meetings to report on the unit’s activities and the status of internal compliance projects and initiatives, and to likewise report on the functions of the internal information system, at the prior invitation of the chairperson and solely to address those items on the agenda for which the invitation was issued.

**ii) Model for Prevention of Criminal Liability:**

The 2023 Annual Compliance Plan for the Model for Prevention of Criminal Liability of Grupo PRISA, has been submitted to the Committee. The Committee monitored the action plans for the model in place in the companies located in Spain.

In 2023, KPMG examined the design and functioning of the Model for Prevention of Criminal Liability of Grupo PRISA during 2022. In the opinion issued by KPMG nothing was found that would indicate that PRISA’s 2022 Model for Prevention of Criminal Liability is not adequately designed as an organizational and management system in all of its material aspects.

The internal audit function has also performed audit work on the Model for Prevention of Criminal Liability.

**iii) Internal Information System**

PRISA has an internal information system accessible to third parties on the corporate web page ([www.prisa.com](http://www.prisa.com)), through the intranet, and via a post office box in Madrid, where anyone may anonymously and confidentially report any irregularity or lack of internal or external regulatory compliance.

As the person responsible for the internal information system, the CCO is in charge of its management. The Audit, Risks and Compliance Committee has supervised the management of the internal information system, promptly reporting any complaints received and how they were handled.

**iv) Examination of compliance with the company’s rules of governance**

Within the responsibilities that Regulation of the Board of Directors assigns to the Committee it is to examine compliance with the internal rules of the company and make proposals for improvement resulting from this analysis.

In 2023, the Committee carried out said examination in relation to the 2022 financial year. In January 2024 the Committee examined those compliance matters in relation to 2023.

The Committee likewise reviewed the proposals to update certain internal company rules (such as, for example, the Investment and Financing Policy, the Risks Control and Management Policy, the Internal Code of Conduct Concerning the Securities Market (RIC), or the Protocol On Treatment of Insider Information).

**v) Code of Good Governance for Cybersecurity**

The Committee analyzed the recommendations set forth in the Code of Good Governance for Cybersecurity published in July 2023 (prepared in connection with the National Cybersecurity Forum, in collaboration with the CNMV), and evaluated its implementation within the organization.

Among other initiatives, this resulted in the approval of an Information Security and Business Continuity Policy for the Company and the amendment of the Board of Directors Regulation to expressly include among the powers of the Audit Committee the power to supervise cybersecurity management.

**vi) Other initiatives regarding compliance**

The Committee has reviewed different internal initiatives in the area of compliance, among which the following stand out:

- i. Adaptation of the legal requirements derived from Law 2/2023, of 22 February, on the Protection of Persons Reporting Violations of the Law and the Fight Against Corruption. In that regard, upon this Committee's proposal, the Board of Directors appointed the CCO as the person responsible for the internal information system.
- ii. During 2023 a minimum compliance model was implemented in the countries in which the Group is present (15 countries, considering Ecuador in which implementation was adjusted to meet local legal requirements).
- iii. An ethical culture was promoted with assistance from Human Resources, through a project in responsible leadership building, backed by the Board of Directors at its April 2023 meeting.
- iv. During 2023 three compliance-related courses were designed: "diversity, respect and equal opportunities" and "best practices in personal data protection," as well as a course on "information security".
- v. Compliance awareness was reinforced "to the Top" with a presentation to the Board at its October 2023 meeting of the elements contained in our compliance model, with support from KPMG, and the publication in July 2023 of a Criminal Compliance Guide for managers.

**5.8. Other matters:**

**i) Refinancing Covenants**

Throughout the year the Committee supervised compliance with the financial ratios provided for in the covenants contained in the refinancing agreement entered into in 2022.

**ii) Issue of Convertible Bonds.**

In February 2023 the Company issued subordinated bonds mandatorily convertible into newly-issued ordinary shares, while recognizing company shareholders' pre-emptive subscription rights, for the purpose of repaying part of PRISA's financial debt.

The Committee reviewed the accounting and financial impact of this operation.

**iii) Treasury Stock, liquidity contract and repurchase program for own shares.**

The Committee was regularly informed of the movements in the Company's treasury stock under the liquidity contract signed with JB Capital Markets and with regard to the own-shares repurchase program initiated during the year to be able to liquidate the company executives' incentive plans (payable in shares).

**iv) Annual Work Plan.**

As a good governance practice and as provided for in the Board of Directors Regulation, in December 2023 the Committee has approved its Work Plan for the year 2024.

**v) Annual Report on the Committee's Work.**

The Committee issued a report on the work that it undertook in 2022, which was made available to shareholders when the ordinary shareholders meeting was called.

**6.- EXTERNAL AUDIT**

**6.1. External Auditor for 2023.**

At the Ordinary Shareholders' Meeting held in June 2020, Ernst & Young, S.L (EY) was appointed auditor of the Company and its consolidated group, to audit the financial statements for the years 2020, 2021 and 2022.

At the Ordinary Shareholders' Meeting held in June 2023, it was agreed to extend the appointment of EY for the audit of the financial statements for the year 2023.

**6.2. Evaluation of the work of the external auditor in 2023.**

In 2023, the Committee has favorably assessed the work of the external auditor EY in 2022.

**6.3. Relations with the external auditor in 2023**

The Committee has monitored the financial reporting of the Company and Grupo PRISA, and the associated risks.

In addition, the Committee has supervised the entire process of auditing the annual accounts, from its planning, development and execution to its conclusions. In that regard,

in 2023 the teams responsible for the external audit attended all of the committee meetings, to report on the most relevant aspects arising during the audit of the Company and its consolidated group's accounts, at the chairperson's prior invitation and solely to address those matters on the agenda for which they were invited.

Following best practices, EY held meetings with the members of the Committee without the presence of the members of the Company's management team.

#### **6.4. External Auditor Reports in 2023**

##### **i) Audit Report on the System for Internal Control over Financial Reporting in financial year 2022:**

In a review carried out in accordance with the requirements of the ISAE 3000 standard for reasonable assurance reports, EY evaluated the effectiveness of the Group's system for Internal Control over Financial Reporting in 2022.

In the opinion of the auditor, issued on March 28, 2023, Grupo PRISA maintained in all material respects an effective system for internal control of the financial reporting contained in the consolidated annual accounts.

##### **ii) Report on audit of annual accounts for the 2022 financial year:**

On 28 March 2023 the external auditor EY issued its audit opinion on the individual and consolidated annual accounts of Promotora de Informaciones, S.A. for the 2022 financial year which, in all material respects, gave a true and fair view of the assets, liabilities, financial situation, results of operations and cash flows of the Company and Grupo PRISA, respectively.

##### **iii) Limited review of consolidated short-form interim financial statements at 30 June 2023:**

The external auditor undertook a limited review of the short-form interim financial statements of Grupo PRISA at 30 June 2023 and issued a favourable report with no qualifications

##### **iv) Audit reports on the annual accounts for the 2023 financial year and on the system for internal control over financial reporting for the 2023 financial year:**

Regarding the audit of the annual accounts for the 2022 financial year, in October and December 2023 the external auditor presented the planning for the audit of Grupo Prisa annual accounts for 2023.

In February 2024, EY presented its preliminary conclusions on the audit and in March 2024 EY presented:

- i) its conclusions on the audit of the System for Internal Control over financial information in 2023. In the opinion of the external auditor, PRISA maintained in 2023, in all material respects, effective internal control over financial reporting, and
- ii) its conclusions on the audit of the individual and consolidated annual financial statements of Prisa for 2023, in a favourable report with no qualifications.

## 6.5. Fees and Independence of the External Auditor.

In accordance with the internal preapproval procedure in force in 2023, the Committee reviewed and authorized the fees for the annual audit of accounts prior to signing the contract. It likewise periodically monitored the accumulated amount of fees in order to verify that they fell within the legal limits and did not compromise the auditor's independence.

In other respects, the Committee approved EY's professional fees for auditing the 2023 annual accounts.

The fees for the annual account audit services for the 2023 financial year provided by EY to the various companies comprised by Grupo PRISA and subsidiaries, as well as other entities related thereto, amounted to 1,545 thousand euros, of which 355 thousand euros correspond to PRISA.

In addition, the fees of other auditors participating in the audit of the 2023 financial year of various companies in Grupo PRISA amounted to 9 thousand euros.

Shown below in the accompanying table is the breakdown of the fees related to other professional services rendered to the various companies in the Group by EY and other entities related thereto, as well as those rendered by other auditors participating in the audit of the various companies in the Group (in thousands of euros):

	2023	
	Accounts auditor and related companies	Other audit firms
Other audit-related services	53	-
Other assurance services	309	125
Tax advice services	-	222
Other services	1	632
<b>Total other professional services</b>	<b>363</b>	<b>979</b>

The information on fees shown above will be included in the consolidated report of PRISA for the 2023 financial year.

In fulfilling its duty to assess all matters that might jeopardize the external auditor's independence, and pursuant to current legislation:

- i) The Committee received from EY written confirmation of its independence with respect to the 2023 fiscal year, as well as information concerning its fees for other non-auditing services rendered to several Grupo PRISA companies.
- ii) In view of the foregoing, the Committee issued a report concluding that EY acted with independence during 2023. In compliance with Recommendation 6 of the CBG, and as was the case last year, the Company will make this report available on its web page sufficiently in advance of the annual shareholders meeting.

## 6.6. Tender for the provision of auditing services:

In September 2023 the Committee opened a tender procedure to choose an auditor for the Company's annual individual and consolidated accounts and its dependent companies' accounts for 2024, 2025 and 2026.

Bids were received from EY, PWC, KPMG and Deloitte, and these four firms were present at the Audit Committee's 18 November 2023 meeting to present their proposed services individually.

After having assessed all of the proposals received, the Committee presented its recommendation to the Board of Directors.

Taking into consideration the Audit Committee's recommendation, the Board will present the corresponding proposal for the appointment of the external auditor at the next annual shareholders meeting.

## **7.- EVALUATION OF THE AUDIT, RISKS AND COMPLIANCE COMMITTEE**

In 2023 and within the framework of the evaluation of the Board's operations during 2022, the Committee analyzed the results of the evaluation of its composition and functions.

In 2024 and within the framework of the evaluation of the Board's operations during 2023, the Committee made this same analysis with regard to the 20223 fiscal year.

## **8.- PERFORMANCE EVALUATION OF THE DIRECTOR OF INTERNAL AUDITS AND THE CHIEF COMPLIANCE OFFICER**

In 2023 the Committee conducted a performance evaluation of the Director of Internal Audits and of the CCO during 2022, likewise proposing objectives for their variable annual compensation for 2023.

In February 2024 the Committee conducted this same evaluation with regard to 2023.

## **9.- CONCLUSIONS**

- i) The Committee's composition is diversified in the broadest sense, and has a reasonable overall level of knowledge and experience needed to address the matters that fall within its powers.
- ii) The Committee met more often than required in the Board of Directors Regulation and the CNMV's Technical Guidelines 3/2017, and always when deemed necessary to address the matters brought before it.
- iii) The members of the Committee have fulfilled their duties with responsibility, independence, freedom of opinion and dedication. During its meetings, the Committee promoted constructive dialogue among its members, freedom of expression, and critical thought, which contributed to enriching their analyses and the results of their work.
- iv) The Committee addressed and acted upon matters within its powers, pursuant to the provisions of the Board of Directors Regulation. Among the Committee's most important activities in 2023, the following should be noted: review of the 2022 annual accounts and the EINF, as well as review of the Company and Grupo PRISA's periodic public information for 2023; compliance with the ratios set forth in the financing agreement covenants; supervision of the effectiveness and results of the SCIIF evaluation and the MPDD; review and monitoring of the risks maps, as well as the development of the Risks Management Model (ERM); supervision of the internal auditing and compliance projects; and assessment of compliance with internal company rules.

- v) Prior to committee meetings, the members had access to the necessary information concerning the items on the agenda to enable them to deliberate and to take informed decisions. Likewise, and when warranted, the Committee sought the advice of outside experts.
- vi) In order to fulfill its functions, the Committee maintained open and frequent contacts with the partners of the auditing firm responsible for verifying the company and Grupo PRISA accounts (EY), as well as with Grupo PRISA's management team (especially with the CFO, PRISA's Director of Internal Audits and the CCO), with a prior invitation from the Chair Person, and only to address items on the agenda for which their intervention was requested.
- vii) The objective of this report of the Audit, Risks and Compliance Committee is to inform shareholders and other interested parties regarding the Committee's work and activities conducted during the 2023 fiscal.

This report was prepared by the Audit, Risks and Compliance Committee in March 2024 and it has been submitted to the Board of Directors on May 23, 2024.