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

AUDIT, RISKS AND COMPLIANCE COMMITTEE

**ANNUAL REPORT
2024**

Madrid, March 2025

ANNUAL REPORT OF THE AUDIT, RISKS AND COMPLIANCE COMMITTEE

2024

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 1/2024 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 2024 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

During the 2024 financial year there have been no changes in the composition of the Committee.

The composition of the Committee as of December 31, 2024 and the date of issuance 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	Proprietary 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.

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 2024

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 ten Committee meetings were held in 2024:

Meeting Date	No. of members	No. of members in attendance	PRISA managers in attendance	Internal Auditor in attendance	External Auditor in attendance
29 January	4	4	YES	YES	YES
20 February	4	4	YES	YES	YES
11 March	4	4	YES	YES	YES
29 April	4	4	YES	YES	YES
28 May	4	4	YES	YES	YES
26 June	4	4	YES	No	No

Meeting Date	No. of members	No. of members in attendance	PRISA managers in attendance	Internal Auditor in attendance	External Auditor in attendance
29 July	4	4	YES	YES	YES
15 October	4	4	YES	No	No
29 October	4	4	YES	YES	YES
17December	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.

In particular, the Deputy Chairman and CFO; the Head of Consolidation; the Head of Internal Audit, the Director of Management Control and Risks (“CRO”) and Director of Investor Relations, as well as his successors in office (on the one hand the CRO and on the other hand the Director of Investor Relations) have attended the vast majority of the Committee’s meetings. Likewise, some executives of the Company have attended Committee meetings to report on matters related to their responsibilities. Such is the case of the CFO and Deputy Chairman of the Board, the Executive Chairman of Santillana, the Corporate Head of People and Talent; and PRISA’s Chief Compliance Officer.

Likewise, the Executive Chairman of PRISA Media; the Head of PRISA’s Legal Department; the Chief Sustainability Officer and other members of PRISA’s Sustainability Department; the Chief Information Security Officers (CISOs) and those reporting to them in PRISA Media and Santillana; and Santillana’s Secretary General attended some of the committee meetings.

In addition, the external auditors attended the majority of the committee meetings held during the year. EY was the firm hired to audit the 2023 financial statements and attended the committee meetings held during the first quarter. KPMG was the auditing firm for 2024 and commencing in April was also in attendance at all committee meetings.

SGS, an entity that verified Statements of Non-Financial Information (EINF) for 2023, attended a committee meeting to present the conclusions contained in its verification report. Moreover, in December 2024 Grant Thornton (verifier of sustainability information for 2024) met with the members of the Sustainability Committee and the Audit Committee to explain the status of its work during a Sustainability Committee meeting.

Deloitte, the company that reviews the Crime Prevention and Detection Model (“MPDD”) for 2023, attended a committee meeting to present the conclusions of its work.

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.

All committee meetings were attended by the Secretary to the Board of Directors and of the Committee Mr. Pablo Jiménez de Parga and/or the Deputy Secretary to the Board of Directors Ms. Mónica Varela.

4. FUNCTIONS AND POWERS OF THE COMMITTEE AND REGULATORY FRAMEWORK

4.1. Functions of the Audit Committee: LSC and Regulations of the Board of Directors.

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.

4.2. EU Corporate Sustainability Reporting Directive:

PRISA has voluntarily reported non-financial information to the market authorities since 2007 and has done so in accordance with obligatory requirements since 2019.

Commencing 1 January 2025, sustainability information from certain EU companies must be prepared in accordance with the provisions of the EU Corporate Sustainability Reporting Directive (“**CSRD**”), the EU’s EFRAG (“**ESRS**”) standards, and the respective national implementing regulations.

This marks a relevant change in the area of sustainability information, since for the first time in 2024 European issuers averaging over 500 employees during the year have applied common standards requiring much more detail with respect to the previous standards framework, and thus providing more-easily comparable information.

The CSRD seeks to equate sustainability and financial information and will require companies to report with greater transparency concerning quantitative and qualitative standards and indicators, including sustainability-related policies, results, risks and opportunities. Moreover, it requires reporting environmental, social and governance information at the territorial (country) level for companies headquartered in the EU, as is the case of PRISA.

The CSRD should have been transposed into Spanish law prior to 6 July 2024. The preliminary draft bill to transpose the CSRD was open for public comment in May 2023, and the legislative bill was subsequently published in the Official Journal of the Spanish Parliament in November 2024. However, at the date of the publication of this report, the CSRD has not yet been transposed into Spanish law.

Thus, the legal framework presently in force in Spain is Law 11/2018, On Non-Financial and Diversity Information (“**Law 11/2018**”) on which PRISA based the preparation of its Statement of Non-financial Information (“**EINF**”) in previous years.

This situation has generated uncertainty, especially with regard to the requirements applicable to reporting our sustainability information for 2024.

In that regard, while awaiting the transposition of the CSRD Directive into Spanish law and assuming that the law on corporate sustainability reporting would not be enacted before 31 December 2024 (which was indeed the case), in November 2024 the CNMV and the Institute for Accounting and Account Auditing (“**ICAC**”) published a joint communique. Given this uncertainty, the CNMV and the ICAC recommended that, although the CSRD Directive would not be transposed into Spanish law before the end of the 2024 financial year, sustainability information for 2024 should be reported according to the CSRD and the European ESRS standards, without prejudice to taking into account certain provisions included in Law Ley 11/2018.

The Audit and Sustainability Committee deemed it advisable for the company to follow the CNMV and the ICAC’s recommendations and, thus, to prepare a hybrid Sustainability Report for 2024 (named as Statement of Non-financial Information and Information on Sustainability) that complies with the requirements of the CSRD, the ESRS, and the provisions of Law 11/2018.

4.3. The CNMV’s Technical Guidelines

In July 2024 the CNMV approved new Technical Guidelines for the audit committees of public-interest entities, updating its first 2017 edition. Sustainability and associated risks were not addressed in the initial version, but they have been included in the new text.

The new text of the Technical Guidelines has likewise been adapted to reflect the present legal framework and subsequent corporate practice. Specifically, it provides that audit committees must increase and improve their control mechanisms in certain areas, including the transparency with which sustainability information should be presented.

The Guidelines define a system of recommendations and best practices, a majority of which are not derived directly from legal obligations. However, in their preparation the provisions of the CSRD were taken into account.

The Guidelines likewise set forth a series of criteria that facilitate compliance with legal obligations affecting audit committees. These include monitoring financial and nonfinancial (including sustainability) information, the systems for controlling and managing risks and for conducting internal audits, and the committee’s interaction with the accounts auditor or the verifier of sustainability information, as well as additional committee functions such as assessing related-party transactions in listed companies.

One of the additions to the updated Guidelines was specifically including among the audit committee functions the monitoring not only of financial, but also of nonfinancial risks, with express reference to sustainability risks.

Taking into account the diversity of the entities for which it is intended, the Guidelines underscore that it is important for those entities to adapt the Guidelines’s principles and recommendations to their particular circumstances and characteristics, based on the size, complexity and sectors in which the entities operate. To that end, this Audit Committee assessed the new recommendations contained in the Guidelines and evaluated their

adoption based on the Company's specific circumstances and characteristics, and in accordance with the proportionality principle set forth in the Guidelines.

4.4. Coordination with the Sustainability Committee.

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 2024

The committee chairperson duly informed the Board of Directors of the matters discussed and the decisions taken by the Committee during the 2024 fiscal year.

The matters addressed by the Committee were the following:

5.1. CSRD and the CNMV's Technical Guidelines

Throughout the year the Audit Committee assessed several aspects contained in the CSRD and in the CNMV's Technical Guidelines.

As noted previously, the Committee monitored the transposition of the CSRD Directive into Spanish law and, in coordination with the Sustainability Committee, took the necessary measures to ensure the Company's compliance with the CSRD. In that regard, members of the Audit and Sustainability Committees participated in a CSRD training session.

The Audit Committee also assessed the best practices contained in the Technical Guidelines and considered their adoption on the part of the Committee.

5.2. Review of Financial Information

In 2024, 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 2023 (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 2023 financial year.

- ii. 2024 periodic financial information (quarterly and half-year).

The external auditor for 2024 (KPMG) likewise conducted a limited review of the 2024 half-year financial information, reporting on their findings in the corresponding sessions.

5.3. Review of non-financial information

In 2024 the Committee prepared the EINF for the 2023 fiscal year, which was a part of the management report accompanying the annual accounts. The EINF was reviewed by the Committee (as well as by the Sustainability Committee).

As in the previous years, the EINF was verified by an independent third party, SGS. The verification report was issued without reservations.

As indicated previously, during 2024 the Committee continually assessed CSRD requirements pertaining to the reporting of sustainability information, as well as the recommendations in that regard provided in the CNMV's Technical Guidelines applicable to 2024 nonfinancial information.

5.4 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 2024, 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 2023, 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 2023.

Likewise, the Committee approved the description of the ICFR system included in the 2023 Annual Corporate Governance Report.

5.5. 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 2024 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 2023 Annual Corporate Governance Report.

5.6. Related party transactions

In 2024 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 2023, which was published on the PRISA website (www.prisa.com) at the time the Ordinary Shareholders Meeting of June 2024 was called. This same report has been prepared in relation to the 2024 financial year and will be published when the next meeting of shareholders of the Company is convened.

5.7. 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 República Dominicana, Venezuela, and in the Santillana companies in Brazil engaged in the private sales business, as well as the radio companies in Chile and Colombia.
- iii. Monitoring in the action plans of incidents identified in previous years’ auditing projects.
- iv. Evaluation of the general operating systems controls in the application of commercial radio management in Chile and Colombia, and in the application managing press releases.
- v. Review of the business continuity plans defined for different group activities.
- vi. Supervision of the effectiveness of the crime prevention and detection model in Group companies in Spain.

In 2024 the Committee approved a revised and updated version of the Internal Audit Regulation.

During 2024 the Head of Internal Audits attended most of the Committee's 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.

5.8. 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 2024 PRISA’s CCO attended most of the 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 2024 Annual Compliance Plan for the Model for Prevention of Criminal Liability of Grupo PRISA, has been submitted to the Committee, and throughout the year the Committee has supervised the implementation of the action plans in PRISA group companies in Spain. Moreover, the CCO has informed the Committee of advances made toward consolidating Grupo PRISA MPDD at the international level.

In 2024, Deloitte examined the design and functioning of the Model for Prevention of Criminal Liability of Grupo PRISA during 2023. In the opinion issued by Deloitte nothing was found that would indicate that PRISA's 2023 Model for Prevention of Criminal Liability is not adequately designed as an organizational and management system in all of its material aspects.

In 2025 Deloitte will conduct the MPDD review for 2024.

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

iii) Internal Information System (Whistleblower channel)

PRISA has an internal information system accessible to third parties on the corporate web page (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 2024, the Committee carried out said examination in relation to the 2023 financial year. In January 2025 the Committee examined those compliance matters in relation to 2024.

v) Other initiatives regarding compliance

In 2024, the Committee has reviewed different internal initiatives in the area of compliance, among which the following stand out:

- i. Launch of a General Transversal Policy for Managing the Responsible Use of Artificial Intelligence ("IA") in Grupo PRISA, as well as specific procedures adapted to the Group's businesses.
- ii. Obtaining a computer program for privacy management and conducting an external audit of our privacy model.

- iii. Conducting awareness-raising campaigns and training in compliance-related matters for all employees or for specific groups.

5.9. 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 April 2024 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 structure of this bond issue is similar to the one issued in February 2023.

The Committee reviewed the justification, structure and impact of this operation.

Within the framework of this bond issue and on the part of the Companies Register, it was necessary to appoint a different auditor than the one auditing the company accounts. As was the case for the 2023 issue, PWC was the audit firm appointed.

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) Cybersecurity Follow-up

During the year the Committee monitored the advances in the Master Security Plan 2023-2025 for PRISA, PRISA Media and Santillana, respectively.

v) Annual Work Plan.

As a good governance practice and as provided for in the Board of Directors Regulation, in December 2024 the Committee has approved its Work Plan for the year 2025.

vi) 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.

Ernst & Young, S.L (EY) has been the auditor of the Company and its consolidated group, to audit the financial statements for the years 2020, 2021, 2022 and 2023.

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

At the Board of Directors' proposal (and taking into consideration the Audit Committee's recommendation), at the Ordinary Shareholders' Meeting held in June 2024, KPMG Auditores, S.L was appointed auditor of the Company and its consolidated group, to audit the financial statements for the years 2024, 2025 and 2026.

6.2. Evaluation of the work of the external auditor .

In 2024, the Committee has favorably assessed the work of the external auditor EY in 2023.

6.3. Relations with the external auditor

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 2024 the teams responsible for the external audit (first EY in relation to the annual accounts for the financial year 2023 and then KPMG in relation to the annual accounts for the financial year 2024) attended most 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 and KPMG 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

i) Audit Report on the System for Internal Control over Financial Reporting in financial year 2023:

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 2023.

In the opinion of the auditor, issued on March 12, 2024, 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 2023 financial year:

On 12 March 2024 the external auditor EY issued its audit opinion on the individual and consolidated annual accounts of Promotora de Informaciones, S.A. for the 2023 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 2024:

KPMG undertook a limited review of the short-form interim financial statements of Grupo PRISA at 30 June 2024 and issued a favourable report with no qualifications

iv) Audit reports on the annual accounts for the 2024 financial year and on the system for internal control over financial reporting for the 2024 financial year:

Regarding the audit of the annual accounts for the 2024 financial year, in October and December 2024 the external auditor presented the planning for the audit of Grupo Prisa annual accounts for 2024.

In February 2025, KPMG presented its preliminary conclusions on the audit and in March 2025 KPMG presented:

- i) its conclusions on the audit of the System for Internal Control over financial information in 2024. In the opinion of the external auditor, PRISA maintained in 2024, 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 2024, 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 2024, 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 2024 financial year provided by EY to the various companies comprised by Grupo PRISA and subsidiaries, as well as other entities related thereto, amounted to 1,581 thousand euros, of which 313 thousand euros correspond to PRISA.

In addition, the fees of other auditors participating in the audit of the 2024 financial year of various companies in Grupo PRISA amounted to 37 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 KPMG 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):

	2024	
	Accounts auditor and related companies	Other audit firms
Other audit-related services	-	-
Other assurance services	263	279
Tax advice services	1	312
Other services	-	444
Total other professional services	264	1,035

The information on fees shown above will be included in the consolidated report of PRISA for the 2024 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 KPMG written confirmation of its independence with respect to the 2024 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 KPMG acted with independence during 2024. 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.

7.- VERIFIER FOR SUSTAINABILITY INFORMATION

One of the recommendations contained in the CNMV Technical Guidelines is to extend to the sustainability verifier the practices regarding the external auditor.

7.1. External verifier

i. Fiscal year 2023:

The EINF for 2023 was verified by an independent third party, SGS. The verification report was issued without reservations.

ii. Fiscal year 2024.

In 2024 the company conducted a tender to select a verifier for sustainability information within the framework of the new CSRD regulation. After assessing the bids received from several auditors, at the proposal of the Audit and Sustainability Committee, the Board of Directors resolved to appoint Grant Thornton to verify sustainability information for 2024.

7.2. Relations with the External Verifier

The Committee supervised the process to verify the Statement of Non-financial Information and Information on Sustainability for 2023 on the part of SGS and the Sustainability Report for 2024 issued by Grant Thornton, monitoring their planning, development and implementation, until their conclusion.

SGS attended the Committee's 11 March 2024 meeting to report on the work undertaken and the conclusions reached in the process of verifying the EINF.

For its part, in December 2024 Grant Thornton presented to the members of this Committee and the Sustainability Committee (during a Sustainability Committee meeting) the planning and results of its preliminary work on the verification of the 2024 Statement of Non-financial Information and Information on Sustainability.

Grant Thornton likewise attended the March 2025 committee meeting to report on the most relevant aspects that have arisen during the verification of the 2024 Statement of Non-financial Information and Information on Sustainability. In March 2025 they presented the verification results.

SGS and Grant Thornton attended committee meetings at the Chair's invitation and only to address those matters on the agenda for which they were invited.

7.3. External Verifier's Fees and Independence

The Committee has extended to the external verifier the internal procedure that the Company has for approving the hiring of an external auditor for the provision of both auditing and non-auditing services, effective as of fiscal year 2025 (inclusive).

The fees for verification services regarding the 2024 sustainability information provided to PRISA amounted to 23 thousand euros.

In fulfilment of its duty to evaluate matters that might put the external verifier's independence at risk:

- i. The Committee received from Grant Thornton written confirmation of its independence with respect to 2024, as well as information concerning its fees for services other than verification of the Statement of Non-financial Information and Information on Sustainability provided to companies within Grupo PRISA.
- ii. In view of the above, the Committee issued a report acknowledging Grant Thornton's independence during 2024.

8.- EVALUATION OF THE AUDIT, RISKS AND COMPLIANCE COMMITTEE

In 2024 and within the framework of the evaluation of the Board's operations during 2023, the Committee analyzed the results of the evaluation of its composition and functions. The results were positive, as no significant deficiencies were detected in the Committee's activities.

In the Annual Activities Report issued by the Appointments, Remuneration and Corporate Governance Committee and in the Annual Corporate Governance Report, corresponding to the 2024 financial year, more information is provided on how the self-evaluation process of the Board and the committees was carried out. This evaluation was carried out internally without external advice (since KPMG collaborated in the 2022 assessment and the CNMV recommends having outside support at least every three years).

In 2025 and within the framework of the evaluation of the Board's operations during 2024, the Committee made this same analysis with regard to the 2024 fiscal year.

9.- PERFORMANCE EVALUATION OF THE DIRECTOR OF INTERNAL AUDITS AND THE CHIEF COMPLIANCE OFFICER

In 2024 the Committee conducted a performance evaluation of the Director of Internal Audits and of the CCO during 2023, likewise proposing objectives for their variable annual compensation for 2024.

In February 2025 the Committee conducted this same evaluation with regard to 2024.

10.- 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 1/2024, 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 2024, the following should be noted: review of the 2023 annual accounts and the EINF, as well as review of the Company and Grupo PRISA's periodic public information for 2024; 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); the preparatory work for the 2024 Annual Sustainability Report within the new regulatory framework; monitoring 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.
- 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 and KPMG), 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) En atención a lo dispuesto en la Guía Técnica CNMV, se han extendido al verificador externo de la información sobre sostenibilidad las prácticas relativas al auditor externo.
- viii) 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 2024.

This report was prepared by the Audit, Risks and Compliance Committee in March 2025 and it has been submitted to the Board of Directors on April 10, 2025.