

REPORT OF THE AUDIT COMMITTEE ON THE INDEPENDENCE OF THE EXTERNAL AUDITORS OF THE COMPANY

1. Introduction

The Audit Committee of ENCE ENERGÍA Y CELULOSA, S.A. has drafted this report in accordance with the provisions in Articles 529 m section 4 (f) of the Capital Companies Act and 16.2 (7) of the Board of Directors Regulations, which establish that said committee must issue annually, prior to the issuance of the audit of accounts report, a report setting out an opinion on the independence of the accounts auditor.

The accounts auditor about which this report has been drafted is PricewaterhouseCoopers Auditores, S.L., with registered office in Madrid at Paseo de la Castellana 259B, Torre PwC, with TIN B-79031290.

Prior to the preparation of this report, the Audit Committee has received the statement on its independence from the Company and entities directly or indirectly related to it from the auditor, as well as information on the additional services of any kind provided to these entities and the corresponding fees received, in accordance with legislation on account auditing.

In said statement, the auditor reports that no circumstances have been identified that individually or as a whole could pose a significant threat to their independence and that therefore require the application of safeguard measures or that could imply causes of incompatibility.

2. Analysis of the independence of the accounts auditor

In order to verify the independence of the external auditor, the Audit Committee has carried out an analysis based on the following aspects:

1. Hiring requirements

The period for the hiring and renewal of PricewaterhouseCoopers meets the requirements of Article 40 of the Accounts Auditing Law, that is, the minimum duration of the initial hiring period is no less than 3 years and the hiring period does not exceed, including extensions, 10 years, and that the additional extension of said period does not exceed 4 years under the conditions set out in the Accounts Auditing Law.

2. *Communication with the auditor*

The Audit Committee has maintained the appropriate relations with the auditor to receive information on issues that may pose a threat to its independence and any other matters related to the process of performing the accounts auditing, as well as other communications set out in the Accounts Auditing Law and technical auditing rules.

3. *Statement of independence*

The Audit Committee has gathered the appropriate information from the auditor (and obtained written confirmation dated 22 February, which is enclosed as an Annex) in order to confirm their independence as auditors in accordance with auditing rules.

The independence of the auditor has been analysed in response to the validity periods of incompatibilities, modified by Accounts Auditing Law 22/2015, of 20 July, and set out in point 3 a) of the fourteenth final provision of said Law.

4. *Fees and additional services to account auditing*

According to the data provided by the auditor, all professional services rendered during financial year 2020 to the Company and entities in its Group amounted to a total of 237,000 euros, of which 2,500 euros correspond to other services related to the audit and the issuance of the report on specific procedures referred to in ICFR and 25,000 euros correspond to additional non-recurring services other than those related to the accounts auditing.

Likewise, it has been confirmed that the fees billed to the Company corresponding to services rendered during financial year 2020 do not exceed 10% of the auditor's total income during said period, which amounts to 236.3 million euros, thus the provisions in Article 43.2 of the Board of Directors Regulations have been met.

3. Conclusion

The Audit Committee informed the Board of Directors that it deems that PricewaterhouseCoopers carried out its audit work independently during financial year 2020. Specifically:

- PricewaterhouseCoopers has confirmed its independence in writing in accordance with the provisions in Regulation (EU) No 537/2014 of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities, Law 22/2015, of 20 July, on Account Audits, Royal Decree 877/2015, of 2 October approving the Regulations of the Audit Act, and the technical auditing standards issued by the Institute of Accounting and Accounts Auditing.

- The fees corresponding to the audit services are set by the auditor prior to the start of their duties for the entire period in which they are required to perform them. The fees are not influenced or determined by the provision of additional services, nor are they based on contingencies or conditions other than changes in the circumstances that serve as the basis for setting the fees.
- The fees for the services provided do not constitute a significant percentage of the total annual income of the auditor.
- In the information obtained through the aforementioned communication channels, no aspects have been identified that significantly call into question compliance with the auditor's regulatory standards regarding the auditor's independence and, in particular, no such aspects have been identified that relate to the provision of additional services, individually or as a whole, other than the legal audit.

Madrid, 22 February 2021



ANNEX

STATEMENT OF INDEPENDENCE OF THE ACCOUNTS AUDITOR