



Policy for
contracting and relationship
with accounts auditor

Content

1. Introduction.....	3
2. Scope of application	3
3. Selection and appointment.....	3
4. Re-election	5
5. Relationship with the external accounts auditor	5
6. Independence.....	6
7. Transparency.....	8
ANNEX.....	9

1. Introduction

The Board of Directors of Ence Energía y Celulosa, S.A. (the "**Company**") has approved this policy (the "**Policy**") with a view to guaranteeing that the role of external auditor for the Company's individual accounts and the consolidated accounts together with its subsidiary companies is entrusted to an independent firm with the necessary technical capacities to carry out the work effectively and responsibly, and in accordance with that set out in the applicable legislation.

The Policy regulates the selection, appointment and, if applicable, the re-election and replacement of the auditor of the Company's individual accounts and the accounts consolidated with those of the companies integrated into their Group, as well as the relationship framework with said auditor and the procedure to assess their activity.

Likewise, this Policy includes the principles that must govern the selection, appointment and, if necessary, the re-election and replacement of the auditors and other companies integrated into the Group whose parent company is, in the sense established by the law, the Company (the "**Group**"), as well as the aforementioned companies' relationship framework with the auditors.

2. Scope of application

As a general rule, the Policy is applicable to the Company. It is also applicable to the rest of the Group companies within the limits established by law.

In investee companies in which this Policy is not applicable, the Company will encourage the alignment of their policies with those of the Company through its representatives on their governing boards.

3. Selection and appointment

The Shareholders in a General Meeting are responsible for the appointment, re-election and replacement of the auditor who will verify the Company's individual and consolidated annual accounts.

The Board of Directors shall submit the proposed appointment, re-election or replacement of the aforementioned accounts auditor for the approval of the Shareholders in a General Meeting, following a favourable report by the Company's Audit Committee (the "**Committee**").

The Committee will establish the minimum requirements to be met by the entities applying for the position of the Company's accounts auditor, in addition to the most appropriate selection and contracting procedure. This must be impartial, transparent, efficient and non-discriminatory, and may, if applicable, include the holding of a tender with the various candidate entities in order to guarantee that any requirements established are met.

In any case, the Committee will guarantee, inter alia, strict compliance with the legislation applicable to the selection and contracting of accounts auditors and in particular, equal treatment of the candidate firms.

Issued and reviewed by: Audit Committee	Approved by: Board of Directors	Date: May 2022
--	------------------------------------	-------------------

Additionally, the Committee will ensure that the Company notifies any change of auditor to the National Securities Market Committee, accompanied by a statement of any disagreements existing with the outgoing auditor and of their content, where applicable.

On the other hand, in the event of the resignation of the accounts auditor, the Committee will examine the circumstances that led to said resignation.

For the purposes of selecting the auditor, the Committee will approve specifications aimed at all candidates invited to the selection process, providing them with information on the Company's activities and the characteristics and scope of the services required, including, if applicable, any non-audit services. Said specifications shall also contain a tentative process schedule.

A confidentiality agreement will be signed with each of the candidate firms to protect the integrity of the selection procedure and any confidential information that the Company provides candidates with.

The training, experience, independence, resources and technical means of the accounts auditor must be assessed, in addition to the fees, quality and effectiveness of their services, without under any circumstances assessing the auditor's capacity to provide additional non-audit services.

The Committee may require the collaboration of Finance Management and Internal Audit Management to carry out the selection process.

The Committee will ensure the following aspects, amongst others: (i) compliance with the requirements established in the specifications; (ii) the appropriateness of the perimeter of the companies to be audited with respect to the legal requirements in force and the recommendations formulated by the Committee; (iii) knowledge of the scope of the audit work; (iv) that the fees to be paid do not compromise the quality of the auditor's work or its independence; and (v) supervision of the contracting process.

The dialogue with the candidate firms during the bid preparation and submission process will be led by the Company's Finance Management and Internal Audit Management, which will work under the supervision of the Committee.

The candidate firms must refrain from requesting additional information through channels other than those established to this effect in the specifications.

The Committee shall refrain from proposing the appointment of any accounts auditing firm to the Board of Directors and the Board in turn shall refrain from submitting any appointment to the Shareholders in a General Meeting when it is aware that the firm in question is involved in a situation of lack of independence, prohibition, or incompatibility according to the legislation on accounts auditing. Likewise, said company bodies shall refrain from proposing the appointment of auditing firms whose fees accrued in the previous three consecutive financial years have represented a percentage of the total annual income of the accounts auditor that is higher than that established by the applicable legislation in force at any given time and/or established in the Company's internal regulations.

Issued and reviewed by: Audit Committee	Approved by: Board of Directors	Date: May 2022
---	---	--------------------------

Once the bids submitted have been assessed according to the selection criteria defined in the specifications, the Committee, based on the report sent, if applicable, by Finance Management and Internal Audit Management, will send a report to the Board of Directors describing the selection process carried out and recommending two candidates to carry out the role of auditor of the Company's individual accounts and consolidated accounts with its subsidiary companies, indicating its preference for one of them and duly justifying said preference.

4. Re-election

Before the close of the financial year in which the appointment of the Company's accounts auditor is to expire, the Committee shall analyse their possible re-election or, if applicable, the setting in motion of a selection procedure and appointment of a new auditor, in accordance with that set out in the previous section.

To this end, the Committee shall take into account the result of the annual assessment on the independence and quality of work produced by the Company's accounts auditor, in addition to the time and quantitative limits established in the applicable legislation.

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

5. Relationship with the external accounts auditor

The Committee shall serve as a communication channel between the Board of Directors and the accounts auditor. The Committee shall maintain an objective, professional, fluid and continuous relationship with the Company's accounts auditor, respecting their independence at all times.

The Committee shall meet with the auditor at least four times a year, at the end of each quarter, so that the auditor may report on the progress of their work and present their conclusions.

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

The Committee's annual meeting schedule must include any matters that could influence the audit opinion and the independence of the auditor. With a view to facilitating communication between the Committee and the accounts auditor, the following actions must be carried out:

- The Committee and the accounts auditor must notify each other of any relevant aspect detected in relation to the accounting, the Financial Reporting Internal Control System and the audit.
- The Committee must request information from the accounts auditor in relation to the most relevant aspects of their strategy and work plan in relation to the auditing of the Company and the Group, including: (i) the determination of the materiality figure; (ii) how they intend to address the most significant risks; (iii) the resources assigned to the execution of the work; (iv) justification, if necessary, for the use of specialists; and (v) a schedule for the execution of the foreseen tasks, indicating the nature and extent of the

Issued and reviewed by: Audit Committee	Approved by: Board of Directors	Date: May 2022
---	---	--------------------------

control tests and substantive tests planned.

- The Committee will discuss the opinions given in relation to the following with the accounts auditor: (i) the quality and applicability of the Company's accounting principles; (ii) the significant hypotheses used in critical estimates, in particular those with a high degree of uncertainty and significant changes in these; (iii) errors and incidents of non-compliance identified by the accounts auditor, specifying whether or not these have been corrected by the Company; and (iv) the difficulties found over the course of the audit.
- The Committee must request the necessary communication with the accounts auditor to facilitate the supervision of the preparation and drafting process of the financial information in relation to the Company and its Group, including its opinion on the accounting performed by the Company's Management in relation to complex or high-risk operations or transactions.
- The Committee and the accounts auditor will assess if their communication and relationship have been appropriate and, if necessary, if the Committee must take measures to improve these.

The Committee shall verify compliance with the accounts auditor's audit plan, for which purpose it shall receive regular information on said audit plan therefrom, in addition to the results of its implementation.

For their part, the accounts auditor shall submit an annual report to the Committee with their recommendations resulting from their work. The Committee shall follow up on the recommendations made by the accounts auditor and may request their collaboration when deemed necessary. Likewise, the accounts auditor will explain to the Committee how they have dealt with the risks found.

6. Independence

The Committee will ensure that the Company's accounts auditor is independent and that this is clear in all dealings between the Company and the auditor.

To this end, any contract to be signed with the auditor or with any member of its network for the provision of services other than those of the auditing of the Company or any of the companies of its Group shall require authorisation prior to signing (except in the situations indicated in the **Annex**), in order to be able to perform an individual and global analysis of any threats to their independence that may arise from said contracts.

To this end, the auditor must send the Committee a request for authorisation for the provision of any services other than accounts auditing services. This must be accompanied by a sufficient degree of detail regarding the required services to allow the Committee to perform a global and effective analysis of the repercussions said contracting could have in terms of independence from an individual and global perspective.

In order for the Committee to authorise the provision of services other than those of accounts auditing on the part of the auditor, it must assess the aspects stipulated in the Accounts Auditing Law and/or legislation in force and applicable at any given time.

Notwithstanding the foregoing, the accounts auditor may perform limited audits or reviews of

<p>Issued and reviewed by: Audit Committee</p>	<p>Approved by: Board of Directors</p>	<p>Date: May 2022</p>
---	---	----------------------------------

the intermediate accounts published during the year in virtue of that established by the legislation in force.

The Committee must also be informed immediately of any engaging of services, both auditing and non-audit services, with firms performing accounts auditing in Group companies, with sufficient detail to allow a global and effective analysis to be performed regarding the repercussions that the engaging of such services could have on the auditor's independence from an individual and global perspective.

The Committee shall receive an annual certificate of independence from the accounts auditor of the Company regarding the auditing firm as a whole and the members of the team participating in the process to audit the Group's annual accounts in relation to the Company or entities directly or indirectly related thereto. The Committee shall also receive detailed, individualised information on the additional services (other than accounts auditing) of any kind provided to these entities by the aforementioned accounts auditor, or by related persons or entities according to the provisions of the legislation on accounts auditing. Additionally, in the annual certificate sent to the Committee, the accounts auditor will provide information on compliance with the internal quality assurance and safeguarding of independence procedures implemented.

Annually and prior to the accounts audit report being issued, the Committee will issue a report expressing an opinion on the independence of the accounts auditor. This report must contain an assessment of the possible impact of all and each one of the additional services, other than the legal audit, referred to in the previous paragraph, on the auditor's independence, individually and globally.

This report shall be submitted to the Board of Directors for approval and shall be made available to the shareholders upon the convening of the Ordinary General Shareholders' Meeting.

Non-prohibited services

As indicated above, the specific approval in advance of the Audit Committee or its Chairperson shall be necessary, following a reasoned request by the Finance Director or Internal Audit Director, for all audit services and other types of services rendered by the auditor that are not prohibited, except for those indicated in the **Annex** to this Policy, which are considered pre-approved by the Audit Committee:

For this pre-approval to take effect, the auditor must issue a communication to the attention of the Committee Chairperson confirming that the services engaged are not in any way incompatible in terms of the independence of the auditor in accordance with the regulations in force, nor do they constitute a threat to the independence of the auditor. The auditor shall deliver said communication to the Finance Director or the Internal Audit Director who will send this to the Chairperson of the Committee.

All other services must be approved individually by the Chairperson of the Audit Committee or by the Committee itself.

The external auditor may carry out work other than the auditing that is not prohibited and that does not represent more than 70% of the average fees of the previous three consecutive

<p>Issued and reviewed by: Audit Committee</p>	<p>Approved by: Board of Directors</p>	<p>Date: May 2022</p>
---	---	----------------------------------

financial years for the legal audit.

The costs of all the services carried out that are not audit services or related thereto shall be reported to the Audit Committee on a quarterly basis while the total value of all the work shall be reported annually to the Board of Directors. When an assignment has been approved by the Chairperson of the Audit Committee, this will be reported in the following Audit Committee meeting.

7. Transparency

The Committee shall review the information published in relation to the accounts audit and, in particular, the fees paid by the Company to the Group's different auditing firms both for accounts auditing services and services other than accounts auditing, with a breakdown of those paid to the accounts auditor and those paid to any company of the network to which the auditor belongs or to any other company with which the accounts auditor is linked.

Likewise, the Committee shall include information on the activities related to the accounts auditor and the accounts auditing carried out during the previous financial year in its annual operating report.

ANNEX

Services other than the legal auditing of annual accounts

- Audit or review report on the annual financial reporting of a component prepared for the purpose of consolidation in relation to another firm belonging to the Company's auditor (inter-office report) or another firm which does not belong to the Company's auditor (inter-firm report).
- Audits of merger and split balances and audits for capital reduction operations.
- Auditing of Intermediate Financial Statements.
- Work carried out in accordance with the ICJCE (Institute of Certified Public Accountants of Spain) Action Guide on auditor's reports regarding information in relation to the Financial Reporting Internal Control System of listed entities.
- Audit reports on financial statements prepared in accordance with the financial reporting framework for general purposes (NIA700).
- Audit reports on financial statements prepared in accordance with the financial reporting framework for specific purposes (NIA800).

Comfort letters

Letters issued in relation to the going public or issuing of capital or debt and which in terms of EU Regulations are referred to as "letters of conformity in relation to brochures issued by the audited entity".

Work on prospective financial information

Work on prospective financial information in accordance with Action Guide 11 published by the ICJCE.

Limited review reports (in a context other than that of reporting in a consolidated report)

Work whose purpose is to allow the auditor to express a conclusion as to whether or not, based on their review thereof, they have become aware of any matter that leads them to believe that not all the significant aspects of the financial statements present a faithful image of the accounts in accordance with the applicable accounting regulatory framework or that not all significant aspects of these have been prepared according to said accounting framework. For example, limited review report on the consolidated biannual financial statements.

Agreed procedure reports

General agreed procedure reports:

Work for which the auditor carries out certain procedures, generally of a similar nature to some of those carried out in the audit, which they have agreed with the client and, if applicable, with third party stakeholders, with a view to issuing a report on the specific events detected and for which Action Guide 19R published by the ICJCE or international standard ISRS 4400 is followed.

Reports on covenants:

Issued and reviewed by: Audit Committee	Approved by: Board of Directors	Date: May 2022
---	---	--------------------------

Reports on agreed procedures regarding ratios linked to financing or procurement contracts which report on the objective result of specific procedures applied in accordance with Action Guide 13 published by the ICJCE, the third party user of said reports generally being a financial entity.

Reports in relation to declarations regarding waste:

Agreed procedure reports on the quarterly declaration of electrical and electronic devices that the participating entities must carry out under the Integrated Waste Management Systems (IWMSs) according to the provisions of Royal Decree 208/2005 of 25 February regarding electrical and electronic devices (Ecotic, Ecolec, Ambilamb, etc.) in accordance with Action Guide 7 published by the ICJCE.

Reports in relation to the calculation of Gross Value Added ("GVA"):

Agreed procedure reports on the calculation of Gross Value Added ("GVA") in accordance with Royal Decree 1106/2020, of 15 December, which regulates the Electro-intensive Statute and establishes the conditions to be met for a company to obtain the electro-intensive consumer certificate.

Translations

Translation of annual accounts prepared previously:

Translation of annual accounts or intermediate financial statements that have already been prepared by the Board of Directors.

Translation of Audit Reports issued previously by the auditor:

Translation of the audit report in relation to the annual accounts or limited reviews that have been issued by the auditor previously.

Specific work attributed to accounts auditors by commercial legislation

- Special report on capital increases due to compensation of credit in the situation established in article 301 of the Capital Companies Act (previously art. 156 of the Consolidated Text of the Public Limited Companies Act).
- Special report on capital increases charged to reserves in the situation established in article 303 of the Capital Companies Act (previously art. 157 of the Consolidated Text of the Public Limited Companies Act).

Review reports on supporting accounts showing subsidies and other aid

- Review reports on supporting accounts showing subsidies issued within the state public sector (State General Administration) in accordance with Action Guide 15 published by the ICJCE.
- Review reports on other EU or regional aid.

Assurance work (International Standard on Assurance Engagements - series 3000)

- Assurance work in general, including reports on the ICFR system: Reasonable or limited security work, within the framework of ISAE 3000 on non-financial information; including reasonable or limited security reports on the design and/or functioning of the ICFR (Internal Control over Financial Reporting) system.
- Independent verification report on the Non-Financial Information Statement

<p>Issued and reviewed by: Audit Committee</p>	<p>Approved by: Board of Directors</p>	<p>Date: May 2022</p>
---	---	----------------------------------

(Sustainability Report): Report verifying that the Non-Financial Information Statement included in the management report has been prepared in accordance with the content of the commercial legislation in force. Additionally, verification that the Sustainability Report has been prepared in accordance with the "Sustainability Reporting Standard".

- Assurance work under ISAE 3402, Assurance Reports on Controls at a Service Organisation.
- Assurance work under ISAE 3420, Assurance Reports on the Process to Compile Pro-forma Financial Information Included in a Prospectus.

Other special reports

Special report on periodic public information of Entities that issue securities admitted to trading in Stock Markets regarding the monitoring of any conditions which, where applicable, are incorporated into the audit report of the last closing of accounts.