

Activity Report of the Audit Committee

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Activity Report of the Audit Committee

1. REGULATIONS.

The revised text of the Spanish Corporate Enterprises Act [*Ley de Sociedades de Capital*] establishes in its section 529(l) that publicly traded companies must establish an Audit Committee, with section 529(n) of the Corporate Enterprises Act regulating their composition, operation and powers.

ACS, Actividades de Construcción y Servicios, S.A. (“**ACS**” or the “**Company**”) has an Audit Committee for which the standards of operation, composition, powers and privileges are regulated in Article 21 of the Company's Articles of Association, having been elaborated on, through Articles 24 and 25 of the Rules of Order of the Board of Directors.

This activity report corresponding to the 2020 period of the ACS Audit Committee has been prepared in accordance with Recommendation 6 of the Code of Good Governance [*Código de Buen Gobierno*], and in accordance with the recommendations of the Spanish Security and Exchange Commission's (CNMV's) Technical Guide 3/2017 (“**Technical Guide 3/2017**”) on Audit Committees of Public Interest Entities, while also taking into account the best corporate governance practices. The report will be published on the corporate website in advance of the holding of the Ordinary General Shareholders' Meeting by the Company.

2. COMPOSITION.

In accordance with the provisions of the Company's Articles of Association and the Rules of Order of the Board of Directors of ACS, the Audit Committee of the Company will be made up exclusively of non-executive board members, with a minimum of three and a maximum of five members. The majority of the members of the Audit Committee will be independent Board Members, and one of them will be appointed taking into account his/her knowledge and expertise in accounting or audit matters, or both, ensuring that all of the Audit Committee members as a group and its Chair in particular are appointed taking into account their financial and non-financial experience and expertise in accounting, auditing and risk management, and in any other areas that may be suitable for the Committee to fulfil all of its duties.

In any case, the number of components of the Committee will be determined by the Board directly by express agreement or indirectly upon filling the vacant positions or the appointment of new members within the established maximum.

From 1 January 2020 to 22 March 2020, the Audit Committee consisted of the following members:

Name	Position	Category	Seniority	
			Date of first appointment on the Board	Date of first appointment on the Committee
MRS. CARMEN FERNÁNDEZ ROZADO	CHAIR	Independent	28/02/2017	28/02/2017
MR. EMILIO GARCÍA GALLEGO	BOARD MEMBER	Independent	13/11/2014	13/11/2014
MR. JOSÉ MARÍA LOIZAGA VIGURI	BOARD MEMBER	Other External	28/06/1989	23/10/2010
MRS. CATALINA MIÑARRO BRUGAROLAS	BOARD MEMBER	Independent	28/04/2015	28/04/2015
MRS. MARÍA SOLEDAD PÉREZ RODRÍGUEZ	BOARD MEMBER	Proprietary	13/11/2014	13/11/2014
MR. JOSÉ LUIS DEL VALLE	NON-MEMBER SECRETARY		28/06/1989	13/02/2003

CARMEN FERNÁNDEZ ROZADO (Chair). She holds a Degree in Business and Economic Sciences and in Political and Sociology Sciences from the Universidad Complutense de Madrid, as well as a PhD in Government Taxation from the aforementioned university. She has completed the Senior Management Program (PADE) at the IESE Business School (Universidad de Navarra). Government Tax Inspector and Auditor.

As a State Tax Inspector, she began work at the Ministry of Economy and Finance in 1984, where she held various positions in the State Tax Administration Agency.

In 1999, she was appointed as a member of the Board of Directors of the National Energy Commission (Comisión Nacional de la Energía), a position she held until 2011. Since then, she has been an international consultant for the development and execution of Business Plans in Energy and Infrastructure in a variety of countries of Latin America and Asia.

During 2012 and 2013 she was a member of the Advisory Board of EY. Since April 2015, she has been an advisor and board member of the Audit Committee of EDP (Energías de Portugal) in Lisbon and a member of the Advisory Board of Beragua Capital Advisory.

She is a professor at various Spanish and foreign universities and business schools, and the author of numerous articles and publications on Taxation, Energy and Sustainability.

EMILIO GARCÍA GALLEGO (Board Member). Qualified as a civil engineer (Madrid 1971), he holds a Law Degree (Barcelona 1982) and has taken doctorate studies at the Universidad Politécnica de Catalunya. He has also completed the following official courses: Groundwater Hydrology at the School of Industrial Engineers of Barcelona; Management Improvement (1984-85) at the School of Public Administration of Catalonia; Coastal Engineering at the School of Civil Engineering of Catalonia (ETSICCP); and Port Engineering and Oceanographic Engineering at the School of Civil Engineering of Catalonia. His teaching activity has included the position of professor in charge of the “Soil Mechanics and Special Foundations” course at the Barcelona School of Architecture (1974-1982) and professor in charge of the doctorate course entitled “Consolidation of soft and weak ground” at the Barcelona School of Architecture (1979-1980).

He has been an engineer for the River Policing Authority of the Eastern Pyrenees, engineer for Fomento de Obras y Construcciones, representative in the Catalonia region for the company “Grandes Redes Eléctricas, S.A.”, Head of the Ports Service of the Regional Government of Catalonia, Secretary of the Ports Commission of Catalonia and Co-director of the Plan de Puertos de Catalunya, as well as the Director-General for Infrastructure and Transportation of the Xunta de Galicia. Director-General of Transport of the Government of Catalonia, Deputy Director of the Sanitation Board and Deputy Director of the Water Board of the Regional Government, Director-General of Public Works of the Regional Government of Galicia and Chair of the Water Board of Galicia, Chair of the Entity Managing Railway Infrastructures, under the mandate of the Ministry of Development and was in charge of executing the entire High Speed railway infrastructure. He has also been the Chair of the Port Authority of Galicia (Puertos de Galicia). He currently works as a Civil Engineer.

JOSÉ MARIA LOIZAGA VIGURI (Board Member). He started his career at Banco Vizcaya with a series of different executive positions. In 1968, he took on the General Manager position at Zardoya and in 1972 he led the merger with Schneider Otis. Until 1980, he was the head of Otis Elevator for Southern Europe. In 1980 he founded Banco Hispano Industrial (BHA Group) and in 1982 he was appointed Vice President and Chief Executive Officer of Banco Unión which merged with Banco Urquijo where he remained until 1985. At this time, he founded Mercapital, SA, a group which he chaired until 2008.

Among others, he has held positions such as Chair of Bodegas Lan and Bodegas Barón de Ley, Board Member of Banque Privée Edmond de Rothschild, Suez International, Otis International, Amorim Investment, Lácteos G^a Baquero, Unión Fenosa, Mecalux, Board Member of Cartera Industrial Rea and Vice Chair of the Board of Zardoya Otis.

CATALINA MIÑARRO BRUGAROLAS (Board Member). She holds a degree in Law awarded in 1986 by the Universidad Complutense de Madrid, and she passed the examination to become a State Counsel in 1989.

As State Counsel, a body from which she is currently on leave, she served on the Legal Service of the Spanish Government in the National Court [Division of Supreme Court of Spain] and on the Court of Auditors, in the Directorate General of the Treasury and Finance Policy, as Secretary to the Madrid Regional Financial and Administrative Court, for the Legal Service of the Spanish Government before the Ministry of Health and Consumer Affairs, and for the Legal Service of the Spanish Government before the Superior Court of Justice of Madrid. She has also served as Technical General Secretary to the Office of the Presidency of the Autonomous Community of Madrid, Chief Legal Officer of the State holding company Sociedad Estatal de Participaciones Estatales, Secretary to the Board of Sociedad Estatal de Transición al Euro, Secretary of the Board of Directors of Saeta Yield and a Director of Autoestradas de Galicia, S.A. Currently, she is an independent Board Member of MAPFRE, S.A.

MARÍA SOLEDAD PÉREZ RODRÍGUEZ (Board Member). She holds a Degree in Chemistry and a Degree in Pharmacy from the Universidad Complutense de Madrid.

She has been a professor in colleges in Madrid and a technical advisor for GEBLASA, SA, a chemical products import and export company, as well as an associate pharmacist in the Pharmacy Office of Madrid (Oficina de Farmacia de Madrid). She is currently a Board Member for, in addition to ACS Actividades de Construcción y Servicios, SA, its subsidiaries ACS Servicios Comunicaciones y Energía, SL and DRAGADOS, S.A.

Due to the death of José María Loizaga on 22 March 2020, the Audit Committee consisted of four members (Carmen Fernández Rozado, Emilio García Gallego, Catalina Miñarro Brugarolas and María Soledad Pérez Rodríguez), until the appointment of Pedro López Jiménez as the Committee's new member on 14 May 2020.

PEDRO LÓPEZ JIMÉNEZ (Board Member) Civil Engineer (graduated in 1965). Partial studies in Journalism and Social Sciences at the Instituto Social León XIII (1960-1962). Program in Senior Business Administration (PADE) at the IESE Business School (1995-1996). Awarded the Grand Cross of the Order of Isabel la Católica. Professional career: He has been: Director of Construcción Centrales Térmicas. Hidroeléctrica Española (1965/70); Board Member and General Manager of Empresarios Agrupados; Board Member of GHESA; Deputy-Secretary of MOPU, Director General of the Porta Authority; Board Member of UE and ENHER; Board Member of INI (1978/79); Chair of ENDESA (1978/82); Board Member of ATLAS COPCO, SEMI, TECMED, CONTINENTAL AUTO, VIAS Y CONSTRUCCIONES, ENAMSA, TRACTEBEL ESPAÑA, HILATURA DE PORTOLIN; Chair of UNION FENOSA; Vice-President of INDRA; Board Member of CEPSA; Board Member of LINGOTES ESPECIALES; Chair and Board Member of GTCEISU CONSTRUCCIÓN S.A. (TERRATEST Group); Board Member of ENCE; Board Member of KELLER GROUP, plc.; and Member of the Board of the UNIVERSIDAD DE ALCALÁ DE HENARES. He is currently: Board Member, Deputy Chair of the Executive Committee and Member of the Appointments and Remuneration Committee and Member of the Audit Committee of ACS Actividades de Construcciones y Servicios S.A.; Deputy Chair of Dragados S.A.; Deputy Chair and Acting Chair of ACS Servicios y Concesiones S.A.; Deputy Chair of ACS Servicios, Comunicaciones y Energía; Chair of the Supervisory Board, of

the Human Resources Committee, and of the Appointments Committee of HOCHTIEF; Member of the Board of Directors, of the Remuneration and Appointments Committee, and of the Ethics, Compliance and Sustainability Committee of CIMIC. Board Member of ABERTIS INFRAESTRUCTURAS, S.A.; Member of the Trust and Executive Board of the Picasso Museum Málaga; Deputy Chair of the Trust of the Spanish Royal National Library; Deputy Chair of Real Madrid Football Club and Deputy Chair of the European Club Association (ECA).

In compliance with the above, on 31 December 2020, the composition of the Audit Committee was as follows:

- Carmen Fernández Rozado (Chair)
- Emilio García Gallego (Member)
- Catalina Miñarro Brugarolas (Member)
- María Soledad Pérez Rodríguez (Member)
- Pedro López Jiménez (Member)

The members of the Audit Committee, as a whole, bring together the relevant technical knowledge in relation to the respective business sector in which the Company operates, both in terms of their academic training and their professional experience. In this regard, their abilities and knowledge in the three main business areas (construction, industrial services and services), as well as in the areas of management, economics, finance, business, accounting, financial auditing, internal controls and risk and business management, are sufficient overall to meet the Committee's needs for the full performance of its duties. On the corporate website of the Company, detailed information on the members of the Committee and their professional career is available to shareholders, investors and other interested parties.

3. DUTIES.

The duties of the Audit Committee are set out in article 24 of the Rules of Order of the Board of Directors, which was amended pursuant to the agreement of the Board of Directors at its meeting held on 17 December 2020 with the objective of adapting its content to the partial revision of the Code of Good Governance approved by the CNMV in June 2020.

In this regard, the aforementioned Article 24 attributes the following duties to the Committee:

In relation to the oversight of financial and non-financial information:

- a) To report to the General Shareholders' Meeting on all matters arising within the mandate of the Committee and, in particular, on the result of the audit, explaining how the audit contributed to the integrity of the financial information and the role that the Committee played in that process.
- b) To oversee and evaluate the preparation and presentation of the financial and non-financial information of the company and where applicable, that of the group, while reviewing the compliance with regulatory requirements and ensuring the adequacy of the consolidation scope defined and the appropriate application of accounting

criteria, and in particular knowing, understanding and overseeing the efficiency of the internal financial information control system (IFICS). The Committee may present recommendations or proposals to the Board of Directors to safeguard the integrity of the financial information.

- c) To report to the Board of Directors, in advance, on the financial information that the Company must periodically make public.
- d) To ensure that the Annual Financial Statements that the Board of Directors submits to the General Shareholders Meeting are drawn up in accordance with accounting regulations and that, in cases where the auditor has indicated a reservation in its report, the Chair of the Audit Committee explains its content and scope with clarity in the General Meeting in the opinion of the Audit Committee, placing a summary of their opinion at the shareholders' disposal when the meeting call is published, together with the other proposals and reports.

- In relation to the oversight of internal controls and internal audits:

- e) To oversee the effectiveness of the Company's internal controls, ensuring that the internal control policies and procedures in place are applied effectively in practice, and that of the internal audit, while discussing any significant weaknesses in the internal control system identified during the performance of the audit with the statutory auditor, all of which must be done without compromising its independence, while providing its conclusion on the level of its trust in and reliability of the system. To this end, as the case may be, it may make recommendations or proposals to the Board of Directors and define the corresponding time-frame allowed for follow-up.
- f) To oversee the independence of the department that undertakes the internal audit; propose the selection, appointment and removal of the head of the internal audit department; propose the budget for the service; approve its guidance and the annual audit work plan, while ensuring that its activities are directed principally towards key risks (including reputational risks); receive regular information on internal activities; ensure that senior management takes the conclusions and recommendations of internal audit reports into consideration; and annually assess the performance of the internal audit department, as well as the performance of the duties by the respective individual in charge of it.
- g) To establish and oversee a whistle-blowing mechanism that lets employees and others related to the Company, such as board members, suppliers, contractors and subcontractors, confidentially report any potentially significant violations, including those of a financial or accounting nature, or of any other nature, in relation to the Company that they may observe in the Company and its group, by receiving periodic reports on its performance, while having the power to suggest timely actions for improvement and to reduce the risk of such violations occurring in the future.

- In relation to overseeing risk management and controls:
 - h) To supervise and evaluate the effectiveness of the financial and non-financial risk management systems related to the Company and its group, including operational, technological, legal, social, environmental, political and reputational risks and those related to corruption.
 - i) To re-assess, at least annually, the list of the most significant financial and non-financial risks and assess the respective level of risk tolerance, while proposing, where appropriate, the corresponding adjustment to the Board of Directors. For these purposes, the Committee will hold, at least annually, a meeting with the heads of the business units in which they will explain the business trends and associated risks.
 - j) To directly oversee the performance of the internal controls and risk management functions carried out by any unit or department of the Company.

- In relation to the external auditor:
 - k) To make proposals to the Board of Directors with regard to the selection, appointment, re-selection or replacement of the external auditor, while undertaking the selection process, as well as the conditions of the respective contracting, for which purpose it must: (1) define the procedure for selecting the auditor; and 2. issue a justified proposal that will contain at least two alternatives for the selection of the auditor, except in the case of the re-appointment thereof.
 - l) To obtain regular information from the external auditor on the audit plan, its execution and any other issues related to the financial auditing process, in particular any discrepancies that may arise between the statutory auditor and the Company's management, in addition to preserving its independence while performing its functions.
 - m) To establish the appropriate relationships with the external auditor for the purpose of receiving information on any matter which may jeopardize the respective independence, for the examination of the Committee, and any other matter relating to the development process of the financial auditing, and when applicable authorize the services other than those which are prohibited, under the terms provided for in the applicable regulations, in addition to any other notification provided for under Spanish laws regarding financial auditing and technical auditing standards.
In any event, the Audit Committee will obtain from the external auditor, its annual statement of independence in relation to the company and other entities directly or indirectly related to it, as well as information on any additional services of any kind provided and the fees received by the external auditor or by any persons or entities related with it, in accordance with the prevailing laws governing financial auditing.

- n) To issue a report on an annual basis, in advance of the issuance of the audit report, expressing an opinion on whether the independence of the statutory auditor has been maintained. This report will in any case address the justified assessment of each and all of the services referred to in the preceding paragraph, considered both individually and as a whole, and the system in place to assure auditor independence and compliance with prevailing audit regulations.
- ñ) To examine the circumstances and reasons in the event of resignation of the external auditor.
- o) To ensure that the remuneration of the external auditor's work does not compromise quality or independence, in addition to establishing a guideline cap on the fees that the auditor may receive annually for services other than auditing.
- p) To oversee reporting by the company of any change of auditor through the CNMV, and to ensure that it is accompanied by a statement with regard to the possible existence of disagreements with the outgoing auditor, if any, and the content thereof.
- q) To ensure that the external auditor holds an annual meeting with the whole of the board of directors to report on the audit work carried out and on the evolution of accounting matters and the risks to which the company is exposed.
- r) To ensure that the Company and the external auditor respect prevailing regulations governing providing services unrelated to auditing, the limits on the concentration of the auditor's business and the terms of the regulations governing auditor independence in general.
- s) To perform a final assessment of the auditor's actions and to what extent contributions were made to the quality of the audit and the integrity of the financial information.

- Other duties:

- t) To report to the Board of Directors on all matters where so required by Law, the Corporate By-Laws and the Rules of Order of the Board of Directors, in particular with regard to:
 1. the financial conditions, accounting impact and, as the case may be, on such transactions concerning transactions involving structural and corporate changes which the Company plans to carry out.
 2. the creation or acquisition of investments in special purpose vehicles registered in countries or territories listed as tax havens; and
 3. the transactions with related-parties.

On the other hand, article 25 of the Rules of Order of the Board of Directors attributes the following duties to the Committee in terms of corporate governance and sustainability in environmental and social matters:

- a) Supervision of compliance with the rules of corporate governance and the Company's internal codes of conduct, while also ensuring that the corporate culture is in line with its purpose and values.
- b) Supervision of the application of the general policy on communicating financial/economic and non-financial corporate information and on communications with shareholders and investors, vote advisers and other stakeholders. It must also monitor how the Company communicates and relates to small and medium shareholders.
- c) Regular evaluation and review of the adequacy of the Company's system of corporate governance and environmental and social policy to ensure that they fulfil its mission of promoting the social interest and take into account in an appropriate manner the legitimate interests of other stakeholders.
- e) Supervision that the Company's environmental and social practices are in accordance with the defined strategy and policies.
- f) Oversight and evaluation of processes affecting different stakeholder groups.

4. COMPLIANCE OF THE DUTIES.

4.1. MEETINGS HELD AND ATTENDEES AT THEM. IN PARTICULAR, MEETINGS HELD WITH THE INTERNAL AUDITOR AND WITH THE EXTERNAL AUDITOR.

In accordance with Article 24 of the Rules of Order of the Board of Directors, the ACS Audit Committee:

- Will meet as often as it may be convened by the Chair, and it will in any event meet at the beginning and end of the audit of the Company's financial statements and that of the Consolidated Group, and before the issuance of the pertinent audit reports. The Committee will also meet on the occasion of the preparation of the financial information which the Company is required to publish.
- Will be deemed duly convened when the majority of its members are present, and it will adopt resolutions by majority vote of the attendees, with the Chair having the deciding vote in the event of a tie.
- The Company's Auditor and the internal auditor may attend meetings of the Audit Committee where specifically invited to explain key issues arising from the audit procedures carried out. Likewise, when this is expressly agreed upon by the members

of the Committee and at the invitation of the Chair, any employees and managers of the Company may attend.

From 1 January 2020 to 31 December 2020, the Audit Committee held a total of six (6) meetings, with all the members of the Committee having attended, by either being present or represented, all of the meetings.

The **Corporate General Manager of the Company** attended all the meetings of the Committee held during the 2020 period, at the invitation of the Chair, to inform about matters within the scope of the respective competences.

Likewise, the **Head of Internal Audit of ACS** attended, at the invitation of the Chair, a total of five (5) meetings during the 2020 period, specifically those held on 18 February, 14 May, 14 August, 28 October and 17 December.

For their part, the external Auditors, at the invitation of the Chair, attended all the meetings held in 2020 to report on the performance of their activity, and in particular in relation to the financial information submitted to the Committee.

The **Head of the Tax Department** also attended, at the invitation of the Chair, the meetings held on 26 March and 17 December, to report on the areas under his purview.

The **person in charge of the Directors Report**, in turn, attended the meeting of 26 March, and the **Compliance Director** attended the meeting of 14 August, both at the invitation of the Chair.

Lastly, Luis Celler, **Director of Investor Relations**, attended the meeting held on 17 December, at the invitation of the Chair.

In any event, the above-mentioned persons attended the meetings in order to provide support for the information necessary for the Committee to perform its duties, in relation to the aspects required by the Committee, but were not present during the Committee's internal deliberation and voting phases.

4.2. SIGNIFICANT ACTIVITIES PERFORMED DURING THE 2020 PERIOD.

The Committee's most significant activities during the 2020 period were focused on the following issues related to the scope of its duties:

a) In relation to financial and non-financial information and the associated mechanisms of internal controls.

In relation to the periodic financial information, the Audit Committee reviewed all quarterly financial information prior to its submission to the Spanish Securities and Exchange Commission ("CNMV"), and that which is published under "Other Relevant Information", as well as the submission of the IPP using the CIFRADO service.

This review applies to information contained in the official formats of the CNMV and to the information that the Company reports to the CNMV for the publication of its quarterly results, which serves to verify that the information stated therein is coherent, while analysing the rationality of the criteria applied and the accuracy of its figures.

In particular, in the framework of this function, the Audit Committee, at its meetings on 18 February and 26 March 2020, with the active presence of the external auditors and that of the Corporate General Manager, **examined the individual and consolidated financial statements for 2019** and, considering the information provided by the external auditors, issued a favourable report on the said financial statements.

In relation to the non-financial information for 2019, in its meeting of 26 March 2020, the Committee examined the non-financial information included in the 2019 Directors Report.

Also, in regards to the **individual and consolidated financial statements for the first quarter and the first half of 2020**, the Audit Committee in its meetings held on 14 May and 14 August, with the presence of the external auditors and the Corporate General Manager, proceeded to examine the said statements and reported favourably. In turn, at the meeting of 28 October, the Audit Committee examined and issued a favourable opinion on the **individual and consolidated financial statements for the first three quarters of 2020**.

In relation to the **internal financial information control system (IFICS)**, the Committee performed its duties on the basis of the respective revision presented to the Committee by the Company's Internal Audit Department at the meeting of 14 May.

b) In relation to transactions with related parties.

During the 2020 fiscal year, the Audit Committee, in accordance with the provisions of articles 5.2.u) and 24.3.t) of the Rules of Order of the Board of Directors and following the recommendations of Technical Guide 3/2017, has continuously worked to improve the information processes and instruments in relation to transactions with related parties, both with respect to the corporate bodies and in relation to its shareholders and markets.

Both in the corresponding Annual Corporate Governance Report (IAGC) for 2019 (Section D) and in the corresponding section of the consolidated annual financial statements for 2019, which were examined and reported on favourably by the Audit Committee, at its meetings held on 18 February and 26 March 2020, reference is made to the Transactions executed and balances held with related parties.

c) In relation to risk management and controls.

In order to respond to the need for global and homogeneous risk management, the Company has established a risk management model which includes the identification, assessment, classification, evaluation, processing and monitoring of risks at the Group level and that of the operational Divisions. When these risks have been identified, a risk schedule is prepared which is updated regularly based on the different variables involved and the types of activities in which the Group is involved, assessing them on the basis of the respective impact and the probability of occurrence.

To this end, the effectiveness of the risk control systems are assessed and verified periodically by the internal audits of the production units and by the Corporate Internal Audit of ACS, which contributes to the management of the general risks the Group faces in achieving its objectives. The alerts, recommendations and conclusions generated are reported both to Group Management and to the heads of the business segments and companies assessed.

Based on the foregoing, during the 2020 period, **the Audit Committee oversaw the effectiveness of the internal controls of the Company, of the Internal Audit and the risk management systems**, identifying and analysing the risks and monitoring the financial and non-financial indicators of the main companies of each of the business areas.

In particular, the Audit Committee at its meeting on 26 March **approved the Tax Memorandum for the 2019** period presented by the Director of the Company's Tax Department, which makes reference, in terms of the risk management in the Group, to the internal controls of the ACS Group, containing a general framework of control and standards of detail, adapted to the respective business segments, as approved by the boards of directors of the three Spanish head companies of the business segments.

Likewise, at the meeting held on 17 December 2020, the Director of the Tax Department Committee presented the **Tax Transparency Report for the year 2019** to the Committee.

d) In relation to the Internal Audit.

The ACS Group's Internal Corporate Audit functions are carried out by the Company's Internal Audit Department, which coordinates the internal auditing of the Group's various business segments. The Corporate Internal Audit Department is included in the organizational structure as a body reporting hierarchically to the Corporate General Management and functionally to the Audit Committee of the Board of Directors of ACS.

As a result of its work, the internal audit departments of the Group companies issue a written report which summarizes the work carried out, the situations identified, and the action plan including, where applicable, the timetable and persons responsible for correcting the situations identified, along with opportunities for improvement. These reports are sent to the head of the Business Area and to the Corporate Internal Audit Department.

Annually, the Corporate Internal Audit Department submits an Activities Report to the Audit Committee which contains a summary of the activities carried out and the reports prepared during the year, as well as an update on the main significant aspects and recommendations contained in the various reports.

In this regard, in the meeting of the Audit Committee held on 18 February 2020, the Corporate Internal Audit Department, within the framework of its functions, submitted the **2019 Internal Audit Activities Report and the Internal Audit Plan for the 2020 period** to the Audit Committee.

Likewise, during the 2020 period the Corporate Internal Audit Department presented at the meetings held on 18 February, 14 May, 14 May, 28 October and 17 December to the Audit Committee, a **summary of the reports prepared and the status of the internal audits of the respective business areas**. Likewise, the reports submitted to the Committee have included the conclusions of all the internal audits and, in particular, those related to the IFICS and the internal tax control standards.

e) In relation to the External Auditor.

In compliance with the functions that have been attributed in relation to the external auditor, **the Audit Committee holds meetings with the External Auditor on a regular basis** and, in any case, whenever there is a review of the interim financial statements for the first and second half of the year prior to their approval, and prior to the meeting held by the Board of Directors to prepare both the full annual individual financial statements of the Company and those of its consolidated Group. In this regard, the external auditor reported on the main characteristics of those financial statements in the meetings of 14 May and 14 August.

Moreover, at the meeting of 17 December, the external auditor **presented the 2020 Audit and Strategy Plan**.

f) In relation to overseeing the corporate governance rules

Within the framework of the duties assigned to it for the oversight of the compliance with corporate governance rules, the Audit Committee at the 26 March 2020 session reviewed and unanimously agreed to report favourably on the **Annual Corporate Governance Report** for the 2019 period.

Likewise, and within the framework of the **partial revision of the Code of Good Governance of Listed Companies** updating and adapting several recommendations of the Code approved by the CNMV on 26 June 2020, the Audit Committee, at its meeting of 17 December 2020, reported favourably on the proposed amendment of articles 5, 14, 23, 24 and 25 of the Board's Rules of Order, the General Risk Control and Management Policy, the Communication Policy, Contacts and Involvement with Shareholders, Institutional Investors, Asset Managers, Financial Intermediaries and Voting Advisors and the Corporate Social Responsibility Policy.

g) Regarding the oversight of the compliance with internal codes and the corporate social responsibility policy.

Within the framework of the Audit Committee's function of supervising and monitoring the ACS Group's Compliance, the Committee reported favourably at its meeting of 26 March on the Annual Monitoring Report of the Compliance Committee and at its meeting of 14 May 2020, it agreed to take note of the quarterly report on the activities of the Compliance Committee. In addition, at the meeting of 14 August, the Committee was presented with the Compliance Committee's Report relating to the second quarter of 2020, and at the meeting of 28 October, the Audit Committee was presented the Criminal Compliance and Anti-Bribery Reports approved by the Compliance Committee.

On the other hand, the Committee, within the framework of its function of supervising compliance with internal codes and corporate social responsibility policy, at its meeting of 26 March 2020 approved the 2019 Report on the activities of the Code of Conduct Monitoring Committee for submission to the Board of Directors and at the meeting of 17 December 2019, Luis Cellier, Director of Investor Relations, presented the report on the **ACS Group's Sustainability Monitoring** to the Audit Committee.

At its meeting of 17 December 2020, the Committee also reported favourably on the Compliance Committee's 2021 proposal.

h) In relation to the monitoring of the action plans of the Committee itself.

Article 9 of the Rules of Order of the Board of Directors establishes that the Board of Directors must perform an annual evaluation of the functioning of its Committees based on the reports they submit to the Board of Directors. To this end in the session on 26 March the Chair of the Committee submitted the **Report on the Committee's activities during the 2019 period** for consideration.

i) In relation to other functions of the Committee.

At its meeting of 17 December 2020, the Committee agreed to issue a favourable opinion on the proposed delegation in relation to the second implementation of the flexible dividend authorised by the General Shareholders' Meeting held on 8 May 2020.

5. EVALUATION OF THE FUNCTIONING AND PERFORMANCE OF THE AUDIT COMMITTEE.

In compliance with the obligation to evaluate the functioning of the Board of Directors and its Committees, as established by Article 4 of the Rules of Order of the Board of Directors, which, in turn, develops the provisions of section 529(h) of Law 31/2014, of December 3, which amends the Spanish Corporate Enterprises Act for the improvement of corporate governance, and in the Recommendation 36 of the CNMV's Code of Good Governance for Listed Companies, the Audit Committee prepares this report for the purposes of evaluating its functioning during the 2020 period.

Furthermore, as part of the evaluation of the Board of Directors and its Committees, and in line with the provisions in Recommendation 36 of the Code of Good Governance, which states that: *“every three years, the board of directors will be assisted in its evaluation by an external consultant, the independence of which will be verified by the appointments committee”*, with regard to the evaluation for the 2019 period, ACS was aided by PwC Tax & Legal Services, whose evaluation report concluded in the 2020 period. In this report, with respect to the Audit Committee, PwC Tax & Legal Services has concluded, among other aspects, that the Audit Committee is highly active, and the general impression is that the conduct of its meetings and operations is adequate, highlighting the work performed by the Chair of the Audit Committee in 2019.

With this in mind, and in relation to its functioning, the Committee continues to highlight, among other aspects, the importance of the submissions of the Board of Directors' Chair in order to fully report on the activity and matters within its remit and, in addition, the importance of providing supplementary training and support for external advisors to its members, in accordance with Articles 24.10 and 11 of the Board of Directors' Regulation, to allow them to perform their duties better.

The Committee also paid special attention to direct communication with the senior management of the Company. In this regard, a key role was played by the regular and continuous dialogue

between the Committee's Chair and the main executives of the ACS Group, particularly the head of the Internal Audit Department. In this context, and in accordance with the recommendations of Technical Guide 3/2017, the Committee paid special attention to questions of risk, in view of the results of the internal audit of the the entire ACS Group reported by the head of Internal Audit, as a department integrated into the whole of the ACS Group.

6. OPINION OF THE AUDIT COMMITTEE REGARDING THE INDEPENDENCE OF THE STATUTORY AUDITOR.

In compliance with the exercise of its functions, during the 2020 period, **The Audit Committee has ensured the independence of the External Auditor in the performance of its duties**, having established the appropriate relations with it in order to ensure that they have not incurred cases of incompatibility or abstention, as well as prohibitions, and that any threat to its independence was adequately identified and evaluated, applying, where appropriate, the adequate measures to safeguard against such an occurrence.

Within the framework of the provisions of article 24 of the Rules of Order of the Board of Directors. at the meeting of the Audit Committee on 26 March 2020, the external auditor of the Company informed the Audit Committee of its statement of independence, which contained:

- a) Confirmation that the engagement team and the audit firm, with the applicable extensions, have been independent in accordance with the applicable laws.
- b) The breakdown of fees, showing fees for audit services in the amount of EUR 7,413 thousand and for non-audit services amounting to EUR 2,064 thousand.
- c) Confirmation that procedures have been designed and implemented to identify and assess threats, despite no significant occurrences having been identified, either individually or as a whole.

In this regard, the Audit Committee has not been aware, either through its internal procedures or through the communications from its auditor, of any aspect that has posed a significant threat to the auditor's independence.

On the other hand, the auditors of ACS and the companies of its Group have received the following remunerations during the 2020 period, both for the auditing services and for other permitted services:

In thousands of euros	
Main auditor KPMG	2020
Audit service fees	7,143
Other verification services	551
Fees for tax services	1,056
Other services	457
Total	9,207

In view of the foregoing and the information received from the external auditor, the ACS Audit Committee considers that there are no objective reasons to question the independence of the External Auditor.

7. PRACTICAL GUIDES THAT ARE BEING FOLLOWED WITH REGARD TO GOOD GOVERNANCE.

The Audit Committee, in the exercise of its functions, follows both the provisions of the **Code of Good Governance** of the Listed Companies approved by the CNMV in February 2015, as well as the guidelines and recommendations of the **Technical Guide 3/2017, of the CNMV**, on Audit Committees of entities of public interest, published on 27 June 2017, while also addressing the best corporate governance practices.

In this regard, in its meeting of 26 March 2020, the Board of Directors approved amendments to the Rules of Order of the Board of Directors including to add the provision that guests at the Committee's meetings may not attend its deliberation and voting phases, pursuant to **Technical Guide 1/2019** of the CNMV on Appointments and Remuneration Committees.

8. CONCLUSIONS.

The ACS Audit Committee is composed of five board members, all of whom are non-executive board members, with three of them being Independent Board Members, including its Chair, by which the composition requirements set forth in section 529(m) of the Corporate Enterprises Act are met.

Two of the members of the Audit Committee has been appointed taking into account their knowledge and experience in accounting matters, and the members of the Committee have the necessary abilities and experience, as well as the relevant technical knowledge in the business sector to which the ACS Group belongs, for the Committee to fulfil its functions.

Likewise, the Audit Committee has met as often as necessary under the terms established in article 24 of the Rules of Order of the Board of Directors and whenever necessary, taking into account its respective powers.

Of the six meetings of the Committee, all were attended by all its members, by being present or duly represented.

The members of the Committee had at their disposal, prior to the meetings, the necessary information in relation to the respective items on the Agenda, with its meetings attended in this regard by the different persons and managers related to the performance of its duties, in order to ensure that the Committee has all the necessary information at its disposal.

Regarding the duties and powers assigned to the Committee, which, in addition to those legally provided for, also include those included in the Code of Good Governance and the Technical Guide 3/2017, the Committee considers that it has deliberated and adopted agreements on the main matters under its mandate.

In conclusion, the ACS Audit Committee assesses the activities carried out during the 2020 period as being very positive.

9. DATE OF FORMULATION BY THE AUDIT COMMITTEE OF THE REPORT AND DATE OF APPROVAL BY THE BOARD OF DIRECTORS.

The present report of the ACS Audit Committee for the 2020 period was formulated by the Committee on 31 March 2021, having been unanimously approved by the Board of Directors of the Company, at its meeting held on 31 March 2021.