

**GRIFOLS**

**STATUTES OF THE  
AUDIT COMMITTEE**

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## STATUTES OF THE AUDIT COMMITTEE

### STATUTES OF THE AUDIT COMMITTEE

#### 1. PURPOSE

The Audit Committee (the "Committee") advises and provides specialist assistance to the Board of Directors of Grifols, S.A. (the "Company") and subsidiaries (the "Group") on all issues concerning external audit, internal control systems, the drafting of financial reports and compliance with applicable legislation, regulations and the Code of Conduct for Grifols' Employees.

#### 2. COMPOSITION

The Committee shall be formed by any number between three (3) and five (5) directors appointed by the Board of Directors of the Company taking into account their knowledge, competence and experience in subjects like accounting, audit and risk management and Committee's duties.

The Audit Committee shall be exclusively composed of non-executive directors, of which at least the majority must be independent directors. Likewise, efforts will be made to ensure that all members of the Audit Committee, the Chairperson included, meet the independence, experience and any other requirement set out by the Securities and Exchange Commission (SEC) and the National Association of Securities Dealers Automated Quotation (NASDAQ). As a group, the members of the Committee shall have the pertinent technical knowledge in relation to the sector of activity of the Company.

The Board of Directors shall appoint the Chairman of the Committee, a position that shall be necessarily held by an independent director (*consejero independiente*). The Chairman of the Committee must be replaced every four (4) years and may be re-elected after the term of one (1) year has elapsed since his dismissal.

The Board of Directors shall appoint the Secretary of the Committee, who may be (a) one of the members of such Committee (and, in such case, will be Secretary member of the Audit Committee), (b) any other member of the Board of Directors of the Company who is not a member of the Committee (and, in such case, will be Secretary non-member of the Committee or (c) the Secretary or a Vice-Secretary of the Board of Directors of the Company (and, in such case, will be Secretary non-member of the Committee). The Secretary shall draft the minutes of the agreements adopted in each Committee meeting and shall report to the full Board of Directors through its Chairman.

### **3. FUNCTIONING**

The Committee shall meet as many times as necessary in order to carry out its functions and shall be called by its Chairman, either on his/her own initiative, or at the request of the Chairman of the Board of Directors or two Committee members.

Any member of the Group's management team or personnel shall be obliged to attend the Committee meetings and offer assistance at the request of its Chairman, who may also request the attendance of the auditors of the accounts.

The agenda for each meeting shall be drawn up and issued in advance, together with any appropriate informative documents. At the close of each meeting, the minutes of the same shall be drafted.

The Audit Committee shall be validly formed when half plus one of its members are present or represented and their resolutions are approved by the absolute majority of the assisting members. In the case of a tie, the Chairman shall have the casting vote.

### **4. FUNDING**

As indicated by the Committee, the Company shall provide adequate funding to pay the fees of the external auditors and any advisor hired by the Committee, as well as to cover any ordinary administrative expenses incurred by the Committee in the performance of its duties.

### **5. RESPONSIBILITIES**

Without prejudice to the Law, the Company's Bylaws and other duties it has been assigned by the Board of Directors, the Committee shall have the following basic responsibilities:

#### **A) In relation to the General Shareholders' Meeting:**

Inform the General Shareholders' Meeting of any issues raised on matters for which the Committee is responsible and particularly with respect to the results of the audit of the annual accounts, explaining how it has contributed to the integrity of the financial information, and the role that the Committee has played in such process.

#### **B) In relation to the Board of Directors:**

- (i) Previously inform the Board of Directors about periodic financial statements, which due to its stock exchange listing, the

Company must make public periodically; in this sense, the Committee will ensure that the interim accounts are drawn up under the same accounting principles as the annual accounts and for this purpose shall consider the appropriateness of a limited review by an external auditor;

- (ii) Previously inform of the creation or acquisition of shareholdings in special purpose entities or domiciled in countries or territories considered tax havens, as well as any other transactions or operations of a similar nature, which due to their complexity, could harm the transparency of the Group;
- (iii) Previously inform of related party transactions;
- (iv) Inform of any matter that has or may have a material, financial or accounting impact.

**C) In relation to information and internal control system:**

- (i) Supervise the preparation and presentation, and integrity of the mandatory financial information related to the Company and the Group, verifying compliance with the regulation requirements, the adequate defining of consolidation boundaries and the correct application of accounting criteria and submit recommendations or proposals to the Board of Directors to protect the integrity of this information;
- (ii) Supervise the efficiency of the Company's internal control, internal audit and risk management systems, periodically reviewing the internal control and risk management systems, so that any principal risks are identified, dealt with and adequately recognized, as well as discussing, with the auditor, any major flaws in the control system identified during the audit process without jeopardizing its independence. To such effects, the Committee may, if applicable, submit recommendations or proposals to the Board of Directors and the corresponding period of time for their fulfilment;
- (iii) Monitor the independence and efficiency of internal auditing; propose the selection, appointment, re-election and dismissal of the Director of the Internal Audit Department; propose the budget for this Department; receive periodic information on its activities (including the annual work plan and annual activities reports prepared by the Director of the Department); and verify that the top management takes into account the conclusions and recommendations of their reports;
- (iv) Set up and supervise procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or audit matters, as well as anonymous and confidential information provided by employees regarding questionable accounting or auditing matters.

#### **D) In relation to the external auditor:**

- (i) Submit to the Board of Directors any proposals regarding the selection, appointment, re-election and substitution of the auditor, being responsible for the selection process in conformity with the applicable regulations, including the terms of his contract, without prejudice to the faculties vested in the General Shareholders' Meeting and the Board with regard to the approval of such resolutions under Spanish law.
- (ii) Be directly in charge of the remuneration and supervision of the work performed by the external auditor regarding the audit report preparation and issuance or any other similar reports relating to financial statements.
- (iii) Regularly and directly collect from the external auditor information about the development, impact and execution of the audits, as well as the audit plan and results of its execution, and verify that top management takes their recommendations into account;
- (iv) Safeguard the external auditor's independence when performing his duties, and to do so:
  - Ensure that the Company communicates as a relevant event to the CNMV the change in auditor and shall attach a statement of the possible existence of any disagreements with the outgoing auditor and, if applicable, its contents;
  - Establish the necessary relationships with the external auditor to receive information about any issues that may entail a threat to his independence, and which the Audit Committee will examine, and any other issues regarding the development of the audit of accounts process, and, when applicable, the authorization of the services different from those prohibited in the terms established in the applicable regulations as regards independence, as well as any notifications required in the audit of accounts legislation and in the audit regulations.
  - Ensure that the Company and the auditor respect the rules in force on providing services different to audit services, the auditor's market concentration limits and, in general, any others rules established to guarantee the independence of the auditors and, to that end, annually receive from the external auditors a statement of their independence in relation to the entity, or any entities directly or indirectly related to it, as well as the detailed and individualized information on any kind of ancillary services provided and the corresponding fees paid by these entities to the external auditor or the persons or entities related to it in accordance with the regulations applicable to the audit of accounts activity;

- Issue, prior to issuing the audit of accounts report and on an annual basis, a written opinion on whether the independence of the auditors or audit firms has been compromised. This opinion must include a reasoned assessment of each and every one of the ancillary services mentioned above (which shall be individually and jointly assessed) different from the legal audit, and in relation to the independence status or regulations applicable to the audit of accounts activity; and
  - If the external auditor resigns, examine the circumstances that have caused said resignation.
- (v) Encourage the Group auditor to undertake the responsibility of the audits of the companies making up the group.

**E) In relation to external consultants:**

Request that legal, accounting, financial advisors or other experts or advisors be hired, on account to the Company, to assist them in the performance of their duties.

**F) In relation to internal conduct rules**

Supervise the compliance with the Internal Conduct Regulations in matters related to the Stock Exchange, the present Regulation, standards of conduct set out in the “Code of Ethics for Grifols Executives” and the “Code of Conduct for Grifols’ Employees” and, in general, any other internal rules of governance of the Company, as well as make the necessary proposals for improvement.

## **6. RELATIONS**

In the exercise of its functions/duties, the Committee principally maintains relations with other company bodies and with external and internal auditors:

**A) In relation to the General Shareholders' Meeting:**

The Chairman of the Audit Committee shall inform the General Shareholders' Meeting on issues raised by shareholders that are within the remit of the Committee, in accordance with provisions established in Law, the Company Bylaws and in the Regulations of the Board of Directors.

**B) In relation to the Board of Directors:**

At each meeting of the Board of Directors, the Chairman of the Committee shall report on the main points discussed at the last Committee meeting.

**C) In relation to the Executive Committee:**

- (i) In order to keep the Committee informed, the Executive Committee shall periodically report on operational issues and

on the evolution of the business.

- (ii) The Committee will also report to the Executive Committee on the annual internal audit plan, and, wherever applicable, discuss any corrective action relating to the reports drafted by the Internal Audit Department.

**D) In relation to the Internal Audit Department:**

- (i) Internal Audit is a centralised function and fits into the organisation structure through its direct link with the Board of Directors, which it reports to, through the Committee.
- (ii) The person in charge of the Internal Audit function is the Head of the Internal Audit Department.
- (iii) The Head of Internal Audit Department regularly reports to the Committee, which is the main recipient of the results obtained by the Internal Audit function on the work carried out in the different areas of audit and risk control activity.
- (iv) The Committee also supervises the Internal Audit Department, approving its Annual Plan of Activities and its budget.

**E) In relation to external auditors:**

- (i) Relations between the Board of Directors and the external auditors of the Group are channelled through the Audit Committee.
- (ii) The external auditors may attend the meetings of the Committee when so agreed by the Committee.
- (iii) In addition, the Committee proposes to the Board of Directors the appointment of the external auditors, their employment conditions, the scope of their professional mandate and their withdrawal and non-renewal; it manages the relations with the same, supervises compliance with the audit contract, evaluates the results of each audit, and supervises the conditions and compliance of contracts signed with auditors for carrying out tasks different to those contained in the audit contract.

These Statutes have been approved by the Audit Committee on 9 December 2008 and, following a resolution of the Audit Committee, and have been amended by the respective resolutions of the Audit Committee of 18 April 2011, 31 March 2015 and 31 March 2017.

*[These Statutes constitute a translation into English of the official Spanish version of the Statutes of the Audit Committee. In case of discrepancies, the official Spanish version shall prevail.]*