



## ANNUAL CORPORATE GOVERNANCE REPORT OF LISTED PUBLIC LIMITED COMPANIES

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### IDENTIFICATION DATA OF THE ISSUER

**YEAR END-DATE:** 31/12/2025

**C.I.F.:** A-80871031

**Company name:** LÍNEA DIRECTA ASEGURADORA, S.A., COMPAÑÍA DE SEGUROS Y REASEGUROS

**Registered office:** Calle Isaac Newton, 7, Tres Cantos (Madrid)

**A. OWNERSHIP STRUCTURE**

**A.1 Complete the following table on share capital and the attributed voting rights, including those corresponding to shares with a loyalty vote as of the closing date of the year, where appropriate:**

Indicate whether company bylaws contain the provision of double loyalty voting:

No [  ]

Yes [  ]

Date of last modification of the share capital	Share capital	No. of shares	Number of voting rights	Number of additional attributed voting rights corresponding to shares with a loyalty vote	Total number of voting rights, including loyalty votes
09/04/2021	43,536,673.60	1,088,416,840	1,088,416,840	N/A	N/A

Indicate whether there are different classes of shares with different associated rights:

Yes [  ] No [  ]

**A.2 List the company's significant direct and indirect shareholders at year end, including directors with a significant shareholding:**

Name or company name of the shareholder	% voting rights attributed to shares (including loyalty votes)		% voting rights through financial instruments		% of total voting rights
	Direct	Indirect	Direct	Indirect	
CARTIVAL, S.A.	20.55	0.00	0.00	0.00	20.55
BANKINTER, S.A.	17.42	0.00	0.00	0.00	17.42
FERNANDO MASAVEU HERRERO	0.07	5.46	0.00	0.00	5.53
INDUMENTA PUERI, S.L.	0.00	5.07	0.00	0.00	5.07
BRANDES INVESTMENT PARTNERS, L.P.	0.00	5.06	0.00	0.00	5.06

NORBEL INVERSIONES, S.L.	5.00	0.00	0.00	0.00	5.00
WELLINGTON MANAGEMENT GROUP LLP	0.00	2.97	0.00	0.57	3.54
LAZARD ASSET MANAGEMENT	0.00	3.20	0.00	0.00	3.20
CANDRIAM	0.00	2.72	0.00	0.00	2.72

#### Observations

Fernando Masaveu exercises control over the María Cristina Masaveu Peterson Foundation, where he is the Chairman of the Board of Trustees, as well as of Flicka Forestal, S.L. where he is joint and several administrator and majority shareholder, Corporación Masaveu, S.A. is 41.38% owned by the María Cristina Masaveu Peterson Foundation, 10.73% by Flicka Forestal, S.L. and 0.03% directly by Fernando Masaveu; therefore, it is considered that Fernando Masaveu controls Corporación Masaveu, S.A. In addition, it should be noted that a part of the voting rights communicated indirectly (which do not exceed 3%) are attributable, in addition to those already mentioned above: the María Cristina Masaveu Peterson Foundation and Flicka Forestal, the San Ignacio de Loyola Foundation and Peña María, S.L. (where Fernando Masaveu is Chairman and Director, respectively, and exercises control over them), and finally, part of the indirect position declared corresponds to Fernando Masaveu's descendants.

The difference between the shareholding shown in this report and that which appears in the CNMV's registers of significant shareholdings in the Masaveu Group is due to acquisitions made by Masaveu Group companies following notification of the last threshold being breached, without these further acquisitions having exceeded the next reportable threshold. These acquisitions have been duly notified to the CNMV through the NOD form.

According to the notification published at the CNMV on 13 March 2024, the shares held by Brandes Investment Partners, L.P. in Línea Directa Aseguradora, S.A. are held indirectly. However, this notification does not state the entity through which Brandes Investment Partners, L.P. holds the shares in the Company.

Pursuant to the notification published in the CNMV on 19 December 2025, the shares held by the Wellington Management Group LLP in Línea Directa Aseguradora, S.A. are held indirectly. The notification states that Wellington Management Group LLP holds the shares of the Company through Wellington Management Company LLP (0.894%), Wellington Management International Ltd (1.750%) and Wellington Investment Advisors Holdings LLP (0.895%).

According to the notification published in the CNMV on 12 May 2021, the shares held by Lazard Asset Management in Línea Directa Aseguradora, S.A. are held indirectly. However, this notification does not state the entity through which Lazard Asset Management, LLC holds the shares in the Company.

According to the notification filed with the CNMV on 17 March 2023, the shares held by Candriam in Línea Directa Aseguradora, S.A. are held indirectly. However, this notification does not state the entity through which Candriam holds the shares in the Company.

Detail of indirect participation:

Name or company name of the indirect owner	Name or company name of the direct owner	% of voting rights attached to the shares (including votes for loyalty) (including loyalty votes)	% voting rights through financial instruments	% of total voting rights	From the total number of voting rights attributed to the shares, indicate, where appropriate, the additional votes attributed corresponding to the shares with a loyalty vote	
FERNANDO MASAVEU HERRERO	CORPORACIÓN MASAVEU, S.A.	5.00	0.00	5.00	0.00	0.00
FERNANDO MASAVEU HERRERO	MARIA CRISTINA MASAVEU PETERSON FOUNDATION	0.41	0.00	0.41	0.00	0.00
FERNANDO MASAVEU HERRERO	SAN IGNACIO DE LOYOLA FOUNDATION	0.02	0.00	0.02	0.00	0.00
FERNANDO MASAVEU HERRERO	FLICKA FORESTAL, S.L.	0.02	0.00	0.02	0.00	0.00
FERNANDO MASAVEU HERRERO	PEÑA MARIA, S.L.	0.00	0.00	0.00	0.00	0.00
FERNANDO MASAVEU HERRERO	PEDRO MASAVEU COMPOSTIZO	0.00	0.00	0.00	0.00	0.00
FERNANDO MASAVEU HERRERO	JAIME MASAVEU COMPOSTIZO	0.00	0.00	0.00	0.00	0.00
FERNANDO MASAVEU HERRERO	ELIAS MASAVEU COMPOSTIZO	0.00	0.00	0.00	0.00	0.00
INDUMENTA PUERI, S.L.	GLOBAL PORTFOLIO INVESTMENTS, S.L.	5.07	0.00	5.07	0.00	0.00
BRANDES INVESTMENT PARTNERS, L.P.	BRANDES INVESTMENT PARTNERS, L.P.	5.06	0.00	5.06	0.00	0.00

WELLINGTON MANAGEMENT GROUP LLP	WELLINGTON MANAGEMENT INTERNATIONAL LTD	1.75	0.00	1.75	0.00	0.00
WELLINGTON MANAGEMENT GROUP LLP	WELLINGTON INVESTMENT ADVISORS HOLDINGS LLP	0.90	0.00	0.90	0.00	0.00
WELLINGTON MANAGEMENT GROUP LLP	WELLINGTON MANAGEMENT COMPANY LLP	0.89	0.00	0.89	0.00	0.00
LAZARD ASSET MANAGEMENT LLC	LAZARD ASSET MANAGEMENT LLC	3.20	0.00	3.20	0.00	0.00
CANDRIAM	CANDRIAM	2.72	0.00	2.72	0.00	0.00

Observations
<p>Given that the CNMV form of this report only allows two decimal places to be included in the table above, the exact percentages of voting rights for each of the shares indicated in the table are clarified:</p> <p>Peña María SL: 0.002%</p> <p>Pedro Masaveu Compostizo: 0.001%</p> <p>Jaime Masaveu Compostizo: 0.001%</p> <p>Elías Masaveu Compostizo: 0.001%</p>

**Indicate the most significant movements in the shareholder structure during the year:**

Most significant movements
<p>WELLINGTON MANAGEMENT GROUP LLP reported that it had increased its stake from 3.33% to 3.54% on 19 December 2025 with effect from 18 December 2025.</p>

A.3 Give details of the participation at the close of the fiscal year of the members of the board of directors who hold voting rights attributed to shares of the company or through financial instruments, whatever the percentage, excluding the directors who have been identified in Section A2 above:

Name or company name of the director	% voting rights attributed to shares (including loyalty votes)	% voting rights through financial instruments	% of total voting rights	Of the % of total voting rights attributed to the shares, indicate, if applicable, the % of the additional votes attributed that correspond to the

						shares with a loyalty vote	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
ALFONSO BOTÍN-SANZ DE SAUTUOLA Y NAVEDA	0.00	0.00	0.00	0.00	0.00	0.00	0.00
PATRICIA AYUELA DE RUEDA	0.12	0.00	0.00	0.00	0.12	0.00	0.00
JOHN DE ZULUETA GREENEBAUM	0.02	0.00	0.00	0.00	0.02	0.00	0.00
RITA MARÍA ESTÉVEZ LUANA	0.00	0.00	0.00	0.00	0.00	0.00	0.00

<b>% of total voting rights held by members of the board of directors</b>	5.68
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Observations
<p>Given that the CNMV form of this report only allows two decimal places to be included in the table above, the exact percentages of direct voting rights for each of the directors indicated in the table are clarified:</p> <p>Alfonso Botín-Sanz de Sautuola y Naveda: 0.002%</p> <p>Patricia Ayuela: 0.118%</p> <p>John de Zulueta: 0.024%</p> <p>Rita María Estévez Luana: 0.001%</p>

**Detail of indirect participation:**

Name or company name of the director	Name or company name of the direct owner	% voting rights attributed to shares (including loyalty votes)	% voting rights through financial instruments	% total voting rights	Of the % of total voting rights attributed to the shares, indicate, if applicable, the % of the additional votes attributed that correspond to the shares with a loyalty vote

JOHN ZULUETA GREENEBAUM	DE	POINT LOBOS SL	0.00	0.00	0.00	0.00
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Observations
Given that the CNMV form of this report only allows for two decimal places in the above table, we now disclose the exact percentages of voting rights for each of the shareholdings indicated in the table are set out below: Point Lobos SL: 0.004%

**Detail the total percentage of voting rights represented on the board:**

<b>% total percentage of voting rights represented on board</b>	20.55
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Observations
CARTIVAL, S.A., with 20.55% of the total voting rights, is represented on the Company's Board by the proprietary director Mr. Alfonso Botín-Sanz de Sautuola.

No data					
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**A.4 If applicable, indicate any family, commercial, contractual or corporate relationships that exist among significant shareholders to the extent that they are known to the company, unless they are insignificant or arise in the ordinary course of business, with the exception of those reported in section A.6:**

Related name or company name	Type of relationship	Brief description
Bankinter, S.A. and Cartival, S.A.	Corporate	Cartival, S.A. is a significant shareholder of Bankinter, S.A.
Bankinter, S.A. and Fernando Masaveu Herrero	Corporate	Fernando Masaveu Herrero is a member of the Board of Directors of Bankinter, S.A.

**A.5 If applicable, indicate any commercial, contractual or corporate relationships that exist between significant shareholders and the company and/or its group, unless they are insignificant or arise in the ordinary course of business:**

Related name or company name	Type of relationship	Brief description

Observations
Not applicable

**A.6 Unless insignificant for both parties, describe the relationships that exist between significant shareholders, shareholders represented on the Board and directors or their representatives in the case of directors that are legal persons.**

Explain, if applicable, how the significant shareholders are represented. Specifically, indicate those directors appointed to represent significant shareholders, those whose appointment was proposed by significant shareholders, or who are linked to significant shareholders and/or companies in their group, specifying the nature of such relationships or ties. In particular, mention the existence, identity and post of any directors of the listed company, or their representatives, who are in turn members or representatives of members of the Board of Directors of companies that hold significant shareholdings in the listed company or in group companies of these significant shareholders.

Name or company name of related director or representative	Name or corporate name of the related significant shareholder	Company name of the group company of the significant shareholder	Description of relationship/ position
Alfonso Botín-Sanz de Sautuola y Naveda	CARTIVAL, S.A.	CARTIVAL, S.A.	Alfonso Botín is Chairman and CEO of CARTIVAL, S.A.
Alfonso Botín-Sanz de Sautuola y Naveda	BANKINTER, S.A.	BANKINTER, S.A.	Alfonso Botín is Executive Vice-Chairman of the Board of Directors of Bankinter, S.A.
Fernando Masaveu Herrero	CORPORACIÓN MASAVEU, S.A.	CORPORACIÓN MASAVEU, S.A.	Fernando Masaveu is President of Corporación Masaveu, S.A.
Fernando Masaveu Herrero	BANKINTER, S.A.	BANKINTER, S.A.	Fernando Masaveu is a member of the Board of Directors of Bankinter, S.A.

Observations
Mr Botín-Sanz de Sautuola and Mr Masaveu also hold positions as directors at companies belonging to the CARTIVAL, S.A. and CORPORACIÓN MASAVEU, S.A. groups, respectively.

**A.7 Indicate whether the company has been notified of any shareholders' agreements that may affect it, in accordance with the provisions of Articles 530 and 531 of the Spanish Capital Companies Act. If so, describe them briefly and list the shareholders bound by the agreement:**

Yes  No

Indicate whether the company is aware of any concerted actions among its shareholders. If so, provide a brief description:

Yes  No

If any of the aforementioned agreements or concerted actions have been amended or terminated during the year, indicate this expressly:

Not applicable

**A.8 Indicate whether any individual or company exercises or may exercise control over the company in accordance with Article 5 of the Securities Market Act. If so, identify them:**

Yes [ ] No **X**

**A.9 Complete the following table with details of the company's treasury shares:**

At the end of the financial year:

Number of direct shares	Number of indirect shares (*)	Total % of share capital
1,182,761		0.11

(\*) Through:

Name or company name of direct shareholder	Number of direct shares
N.A.	N.A.
Total	

Explain the significant variations during the year:

Explain significant variations
The difference with respect to the previous year is due to: <ul style="list-style-type: none"><li>- Deliveries of shares derived from remuneration plans addressed to the Chief Executive Officer, the Management Team and employees, approved by the General Meeting and the Board of Directors respectively.</li><li>- The purchase of treasury shares linked to the subscription of a liquidity contract.</li></ul>

**A.10 Provide a detailed description of the conditions and terms of the authority given to the Board of Directors to issue, repurchase, or dispose of treasury shares.**

The General Shareholders' Meeting held on 18 March 2021 agreed to authorise the derivative acquisition of shares in Línea Directa Aseguradora, S.A., Compañía de Seguros y Reaseguros by the Company and its subsidiaries under the provisions of the Capital Companies Act, complying with the requirements established in the legislation in force at all times and under the following conditions:

- a) Acquisitions may be made directly by the Company or indirectly through its subsidiaries and they must be formalised by sale, exchange or any other legal transaction valid in Law.
- b) The nominal value of the shares to be acquired, added, where appropriate, to those already held, directly or indirectly, shall not exceed the maximum percentage legally permitted at any given time.
- c) The acquisition price per share will be at least the nominal value and at most the price listed on the Stock Exchange on the acquisition date, increased by 10%.
- d) This authorisation is granted for a period of five years from the date of the General Shareholders' Meeting.

For the purposes of the provisions of the last subparagraph of paragraph a) of Article 146.1 of the Spanish Capital Companies Act, the General Shareholders' Meeting agreed that the shares acquired by the company or its subsidiaries by virtue of this authorisation may be used entirely

or partially for delivery to the company's or its subsidiaries' employees or directors, either directly or as a result of the exercise of share option held by them.

It was also agreed to empower the Board of Directors, with express powers of substitution and in the broadest terms, to exercise the authorisation subject to this agreement and to carry out the rest of the provisions contained therein.

Lastly, it was resolved to annul the authorisation granted by the General Shareholders' Meeting on 28 September 2020.

#### A.11 Estimated free float:

Estimated Free Float	34.38%
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**A.12 Indicate whether there are any restrictions (statutory, legislative or otherwise) on the transferability of securities and/or any restrictions on voting rights. In particular, indicate the existence of any type of restriction that may inhibit a takeover of the company through acquisition of its shares on the market, as well as such regimes for prior authorisation or notification that may be applicable, under sector regulations, to acquisitions or transfers of the company's financial instruments.**

Yes  No

Due to the sector in which the Company operates, the restrictions of the insurance regulations (Law 20/2015, of 14 July, on the regulation, supervision and solvency of insurance and reinsurance companies and its implementing regulations) are applicable, which subjects the direct or indirect acquisition of shares or insurance companies to administrative requirements based on certain thresholds.

**A.13. Indicate whether the general shareholders' meeting has resolved to adopt measures to neutralise a takeover bid by virtue of the provisions of Law 6/2007.**

No

Yes

**A.14 Indicate whether the company has issued shares that are not traded on a regulated EU market.**

No

Yes

#### **B. GENERAL SHAREHOLDERS' MEETING**

**B.1 Indicate whether there are any differences between the minimum quorum regime established by the Spanish Capital Companies Act for General Shareholders' Meetings and the quorum set by the company, and if so, give details.**

Yes  No

**B.2 Indicate and, where appropriate, detail whether there are differences with the regime provided for in the Capital Companies Act (LSC) for the adoption of corporate resolutions:**

Yes [ ] No [ X ]

**B.3 Indicate the rules applicable to the modification of the company's bylaws. In particular, indicate the majorities required for amendment of the bylaws and any provisions in place to protect shareholders' rights in the event of amendments to the bylaws.**

The amendment of the Bylaws is governed by the provisions of the Capital Companies Act ("LSC"), the Bylaws and the Regulations of the General Meeting of the Company, which reproduce the legal regime.

Thus, Article 18.1 of the bylaws establishes that *"the General Meeting shall be validly constituted with the minimum quorum required by law or these bylaws, taking into account the matters appearing on the agenda"*. Therefore, in accordance with the provisions of Article 194 of the LSC, in order to amend the bylaws, at first call, shareholders holding at least 50% of the subscribed capital with voting rights must be present in person or by proxy. In the second call, the concurrence of 25% of said capital will be sufficient.

Article 18.3 of the bylaws states that *"the General Shareholders' Meeting shall adopt resolutions with the majorities of votes required by law or by these bylaws"*. Thus, in accordance with the provisions of Article 201.2 of the LSC, for the adoption of the resolutions referred to in Article 194 (including amendments to the bylaws), if the share capital present or represented exceeds 50%, it will be sufficient that the resolution be adopted by an absolute majority. However, the favourable vote of two-thirds of the share capital present or represented at the meeting shall be required when, at second call, shareholders representing 25% or more of the subscribed capital with voting rights do not reach 50%.

Lastly, in accordance with the provisions of Article 26.4 of the company's General Shareholders' Meeting Regulations, when several items are included under a single item on the agenda, they shall be voted on separately. In particular, in the case of amendments to the bylaws, each article or group of articles that are substantially independent will be voted on separately. By way of exception, those articulated proposals that are configured as unitary and indivisible, such as those relating to the approval of a consolidated text of bylaws, will be subject to a single vote.

**B.4 Give details of attendance at General Shareholders' Meetings held during the reporting year and the two previous years:**

Date of the general meeting	% of physical presence	% in representation	% distance voting	Others	Total
30/3/2023	0.292	76.12	0.010	1.396	77.819
Of which float:	0.18	33.95	0.01	1.39	35.53
11/04/2024	0.300	76.90	0.026	2.442	79.669
Of which float:	0.300	34.431	0.026	2.442	37.199

10/04/2025	0.571	77.49	0.007	1.523	79.597
Of which float:	0.424	29.337	0.007	1.523	31.291

<b>Observations</b>
For the calculation of the Free Float for the purposes of the attendance data at the 2025 General Shareholders' Meeting, shareholders without a presence on the Board have been taken into account.

**B.5 Indicate whether any point on the agenda of the General Shareholders' Meetings during the year was not approved by the shareholders for any reason.**

Yes [ ] No [ X ]

**B.6 Indicate whether there are any statutory restrictions that establish a minimum number of shares required to attend the general meeting or to vote remotely:**

Yes [ X ] No [ ]

Number of shares required to attend the general meeting	1,000
<b>Number of shares required for voting remotely</b>	1,000

<b>Observations</b>
Article 16.1 of the bylaws (and Article 12 of the General Shareholders' Meeting Regulations) establishes that holders of at least 1,000 shares may attend the General Meetings in person and/or virtually, provided that such shares are registered in their name in the corresponding book-entry register five days before the date on which the General Meeting is to be held, and provided they can prove these facts by means of the appropriate attendance, proxy and voting card or certificate issued by one of the entities participating in the body that manages said register or directly by the company or in any other manner permitted by law.
Section 2 of the same article indicates that shareholders holding a smaller number of shares may delegate their proxy to a shareholder entitled to attend, or may join together with other shareholders in the same situation until they have the necessary number of shares, in which case the shareholders that have joined together must appoint one of their number as proxy. The grouping shall be carried out specifically for each General Shareholders' Meeting and recorded in writing

**B.7 Indicate whether it has been established that certain decisions, other than those established by law, entailing an acquisition, disposal or contribution to another company of essential assets or other similar corporate transactions must be submitted for approval to the General Shareholders' Meeting.**

Yes [ ] No [ X ]

**B.8 Indicate the address and method of access, on the Company's website, to information on corporate governance and other information on general shareholders' meetings that must be made available to shareholders through the Company's website.**

- The address is <https://www.lineadirectaaseguradora.com/gobierno-corporativo/junta-general-accionistas>
- The information can be accessed on the Company's website at [www.lineadirectaaseguradora.es](http://www.lineadirectaaseguradora.es) via <https://www.lineadirectaaseguradora.com/> through the following path: Home>Corporate Governance/Remuneration Policy>General Shareholders' Meeting

### C. STRUCTURE OF THE COMPANY'S ADMINISTRATION

#### C.1 Board of Directors

C.1.1 Maximum and minimum number of directors provided for in the bylaws and the number set by the general meeting:

Maximum number of directors	15
Minimum number of directors	5
Number of directors set by the board	8

#### Observations

Article 23.3 of the Bylaws establishes that the Board of Directors shall be composed of a minimum of 5 and a maximum of 15 directors. The determination of the specific number of directors, within the limits indicated, is the responsibility of the General Meeting. The setting of the number of directors at 8 was approved by the General Meeting held on 10 April 2025.

As of the date of preparation of this report, the Board of Directors consists of 7 members, due to the death of Mr John de Zulueta Greenebaum in January 2026, with the necessary agreements pending to fill this vacancy.

C.1.2 Complete the following table on Board members:

Name	Category of director	Board Position	Date of first appointment	Date of last appointment	Election procedure
ALFONSO BOTÍN-SANZ DE SAUTUOLA	Proprietary	President	22/05/1998	10/04/2025	Resolution of the General Shareholders' Meeting
PATRICIA AYUELA DE RUEDA	Executive	Chief Executive Officer	17/02/2022	24/03/2022	General Meeting Agreement
JOHN DE ZULUETA	Independent	Director	14/01/2015	10/04/2025	Resolution of the General Shareholders' Meeting
FERNANDO MASAVEU	Proprietary	Director	15/04/2021	10/04/2025	General Meeting Agreement
ANA PLAZA	Independent	Director	18/03/2021	10/04/2025	Resolution of the General Shareholders' Meeting

RITA ESTÉVEZ	Independent	Director	15/04/2021	10/04/2025	Resolution of the General Shareholders' Meeting
MARINA SPECHT BLUM	Independent	Director	10/04/2025	10/04/2025	General Meeting Agreement
IÑAKI BERENGUER MEDIAVILLA	Independent	Director	10/04/2025	10/04/2025	Resolution of the General Shareholders' Meeting

Total number of directors	8
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Indicate the dismissals that, either by resignation or by agreement of the general meeting, have occurred in the board of directors during the reporting period:

Name or company name of the director	Category of the director at the time of termination	Date of last appointment	Date of cessation	Specialised committees of which he/she was a member	Indicate whether the termination has occurred before the end of the term of office

**Reason for cessation when this occurs before the end of the term of office and other observations; information on whether the director has sent a letter to the remaining members of the board and, in the case of cessation of non-executive directors, explanation or opinion of the director dismissed by the general meeting**

During the year there has been no dismissal from the Board of Directors of the Company due to resignation or resolution of the General Meeting.

On 15/04/2025, the term of Elena Otero-Novas came to an end.

C.1.3 Complete the following tables on the members of the Board and their categories:

#### EXECUTIVE DIRECTORS

Name or company name of director	Position in the company's organisational chart	Profile
PATRICIA AYUELA DE RUEDA	Chief Executive Officer	She is an Industrial Engineer from the Universidad Pontificia Comillas ICAI-ICADE and completed an Executive MBA at the IESE Business School attached to the University of Navarra. She also has a background in Digital Strategy at Harvard Business School, in Corporate Finance at Wharton Business School and in Global Strategy and Corporate Governance at Ross School of Business (University of Michigan).

		<p>She has a wealth of experience in the insurance sector, where she has spent most of a professional career that began at BBVA and continued at Banco Santander as Head of Development for E-Business and Mobile Business, managing information systems projects related to Internet banking.</p> <p>She has been part of Línea Directa Aseguradora since 2003 and a member of its Management Team since 2008. She has led different areas of the company, serving as Head of Quality, Head of Home Insurance, and Head of Motor and Digital Transformation, until her appointment as Chief Executive Officer in 2022.</p>
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Total number of executive directors	1
% of the total board	12.5

### **EXTERNAL PROPRIETARY DIRECTORS**

Name or company name of director	Name or company name of the significant shareholder represented by the director or that nominated the director	Profile
ALFONSO BOTÍN-SANZ DE SAUTUOLA	CARTIVAL, S.A.	<p>Alfonso Botín-Sanz de Sautuola graduated Magna Cum Laude with a degree in Economics and Classical Civilization from Boston University.</p> <p>He has extensive experience in the financial, banking and insurance sectors. He worked at Salomón Brothers, Corporate Finance and M&amp;A, until 1995. Since 1995 he has managed several areas of Bankinter, S.A. within the Business Banking Division and was in charge of creating the Venture Capital Division. He has been a director of Línea Directa Aseguradora since 1998 and Chairman of the Board since 2005 (non-executive chairman since 2021).</p> <p>He is currently Executive Vice-Chairman of the Board and Chairman of the Executive Committee of Bankinter S.A.</p>
FERNANDO MASAVEU HERRERO	CORPORACIÓN MASAVEU, S.A.	<p>He holds a degree in Law from the University of Navarre. He has extensive executive and board experience in various sectors of activity, including energy, finance, industry, the cement trade and real estate, among others. He is the Chairman of the Group headed by Corporación Masaveu, S.A. Within this Group, he also holds positions including but not limited to the Chairman of</p>

		<p>Cementos Tudela Veguin, S.A., Chairman of the Board of Oppidum Capital, S.L. and US firms Masaveu Real Estate US Delaware LLC, Oppidum Renewables USA Inc. and Oppidum Green Energy USA LLC, as well as at Texan Cement Inc., a director at EGEO Internacional and EGEO SGPS and joint administrator at Flicka Forestal, S.L.. He is also the Chairman and/or administrator of several of its investee companies. He is the Chairman of the Board of Directors of Hidrocantábrico JV, S.L. and of Aboño Generaciones Eléctricas, S.L.U., as well as the Chairman of the Board of Directors of Perses Energy Solutions, S.L. He is a director of Bankinter, S.A. and a member of the Executive Committee and the Remuneration Committee. He is a member of the General Supervisory Board of Energías de Portugal, S.A., a member of its Corporate Governance and Sustainability Committee and a member of its Remuneration Committee; he also sits on the board of EDP España, S.A. He is Chairman of Fundación María Cristina Masaveu Peterson and of Fundación San Ignacio de Loyola, as well as trustee and member of the Management Committee and Heritage Committee of Fundación Princesa de Asturias. Trustee of the Pro-RAE Foundation. International Patron of the Association of Friends of the Prado Museum. Member of the International Council of the Metropolitan Museum of Art in New York. "Army Brand" Ambassador.</p>
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Total number of proprietary directors	2
% of the total board	25

### **INDEPENDENT EXTERNAL DIRECTORS**

Name or company name of director	Profile
JOHN DE ZULUETA GREENEBAUM	<p>He holds a degree in Contemporary History from Stanford University (California) and an MBA with honours from Columbia University in New York.</p> <p>His long professional career includes time as a consultant at The Boston Consulting Group in San Francisco, as well as his time as Chairman and CEO of PepsiCo in Barcelona, Chairman of Cadbury Schweppes Spain, Vice-chairman of Schweppes in Southern Europe and CEO of Schweppes S.A. Additionally, he was Chairman of Círculo de Empresarios (Business Circle) from 2018 to 2021.</p>

	<p>He has also been a director of Bankinter S.A., vice-president of the board of trustees of the Bankinter Foundation and trustee of the Caser Foundations, the Friends of the National Library of Spain Foundation, the SiFu Foundation and the Gadea Science Foundation.</p> <p>H.M. the King of Spain awarded him the Grand Cross of the Order of Civil Merit.</p> <p>As for his experience in the insurance sector, for 14 years, he was CEO of the Sanitas Group (Bupa Group) in Spain, a group he chaired from 2005 to 2009, and between 2010 and 2012 he chaired USP Hospitales. He has also been a Founding Partner of Point Lobos, a consulting firm in the healthcare sector.</p> <p>As of the date of preparation of this report, the Board of Directors consists of 4 independent external members, due to the death of Mr John de Zulueta Greenebaum in January 2026, with the necessary agreements pending to fill this vacancy.</p>
<p>ANA MARÍA PLAZA ARREGUI</p>	<p>She holds a degree in Economic and Business Sciences (Company segment) from the University of Córdoba. She also holds a degree in Geography and History from the University of Córdoba and the UNED. She has completed the Executive Development Programme at IESE, the Global Leadership and Public Policy for the 21st Century programme at Harvard Kennedy School, the Senior Management Programme in Digital Business at The Valley Digital Business School, the Board Member and Corporate Governance Programme at ESADE, and the Board Members in the Digital Era programme at ISDI.</p> <p>She has been a director in Grupo Renault España, Isolux Corsán and Globalvía Infraestructuras, S.A., in all of which she chaired the Audit and Compliance Committee. She has also been a director and president of the Audit, Risk and Compliance Committee of the Spanish Association Against Cancer, a member of the Board of Trustees of Loyola University Andalusia and a member of the Advisory Board of the Bankinter Innovation Foundation.</p> <p>In the executive field, she began her professional career as an account auditor at PwC and later worked in Internal Audit and Consolidation at Abengoa. Later, she was CFO and Director of Investor Relations at Telvent, Financial Director of Microsoft Ibérica, General Director of the CEOE (Spanish Confederation of Business Organisations) and, finally, Managing Director of the Immune Coding Institute.</p> <p>She is currently an independent director and Chair of the Audit and Compliance Committee at Corporación Financiera Alba, an independent director and Chair of the Audit and Compliance Committee of Grenergy Renovables. In addition, she is a member of various advisory boards, including that of Ackermann International and the ESADE Centre for Corporate Governance.</p>

<p>RITA ESTÉVEZ LUAÑA</p>	<p>She holds a Degree in Law and Business Administration (E-3) from the Universidad Pontificia de Comillas-ICADE. She also completed the <u>PADE</u> programme for Senior Management at IESE, exponential innovation at Singularity University and post-graduate technical training at MIT, London Business School, INSEAD and ESADE.</p> <p>With 30 years of experience as an executive, she has solid experience in the field of Technology, AI and Financial Services (Banking, Consumer Finance and Insurance). She began her career as a consultant and auditor at GE Capital and then held various positions of responsibility nationally and internationally – she worked abroad for more than 8 years.</p> <p>Notable positions include President and General Manager of Iberia at GE Financial Insurance, Managing Director at Deutsche Bank, where she was head of Operations (COO) and of Technology in Europe. She was also Chairman and CEO of Experian Iberia for years. Her experience at the Bank and as the leader of two companies (Life and Non-Life) have provided her with extensive experience in insurance.</p> <p>She has been an independent director of Telefónica Consumer Finance, where she was president of the Audit Committee. She is currently an independent director at Banco MoraBanc, where she is President of the Technology and Cybersecurity Committee, member of the Audit Committee and member of the Risk Committee. She is also an independent director of Zegona Telcom (Vodafone Spain), where she is a member of the Audit Committee and the Nomination and Remuneration Committee. Moreover, she is an independent director of Línea Directa, where she is President of the Audit Committee. Additionally, she is an advisory director of the leading retail chain, Clarel Beauty.</p>
<p>IÑAKI BERENGUER MEDIAVILLA</p>	<p>He is a Telecommunications Engineer and holds a Master and a PhD in Engineering from the University of Cambridge, as well as an MBA from the Massachusetts Institute of Technology (MIT). He is a managing partner at the venture capital fund LifeX Ventures and president of iPronics, advisory board member of the Rafael del Pino Foundation, president of the Iñaki Berenguer Foundation and visiting professor at MIT.</p> <p>He was previously founder and CEO of CoverWallet in the United States, a disruptive technology startup in the insurance sector, Klink in the telecommunications sector and Pixable, in the social media sector. In addition, he held senior positions at HP, Intel, Microsoft and McKinsey.</p> <p>He has international experience in the insurance sector, with expertise in artificial intelligence, digital transformation and emerging disruptive technologies, particularly in areas such as analytics and big data.</p>

MARINA SPECHT BLUM	<p>She has a degree in Communication and International Journalism from the University of Newcastle and has several postgraduate degrees from IMD, ISDI, IE University and MIT.</p> <p>She has over 30 years of experience in business strategy, digital marketing and the insurance sector at a global executive level, as well as in sustainability and digital transformation.</p> <p>She spent the majority of her career at McCann Worldgroup, holding various leadership positions at both national and international levels, most recently serving as Non-Executive Chair of McCann Worldgroup Europe (2024–2025). She was CEO of McCann Worldgroup Spain (2020-2024) and previously of MRM, the Group's digital marketing unit in Spain (2013-2020) and Europe (2006-2013). She was also Founder and Chair of Reporter (1988-2006), a pioneering branded content agency that was acquired by McCann Worldgroup in 2000.</p> <p>She also has extensive experience in international insurance groups. She was a Global Client Partner at ZURICH Insurance. Additionally, she is currently a patron and member of the Audit Committee of the NGO Save the Children, as well as a member of the Board of Directors of Adigital</p>
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Total number of independent directors	5
% of the total board	62.5

Indicate whether any director classified as independent receives from the company or any company in its group any amount or benefit other than remuneration as a director, or has or has had a business relationship with the company or any company in its group during the past year, whether in his or her own name or as a significant shareholder, director or senior executive of a company that has or has had such a relationship.

If so, include a reasoned statement by the Board explaining why it believes that the director in question can perform their duties as an independent director.

Name or company name of the director	Description of the relationship	Reasoned statement
N.A.	N.A.	N.A.

**OTHER EXTERNAL DIRECTORS**

The other external directors shall be identified and the reasons why they cannot be considered proprietary or independent and their links, either with the company, its directors or its shareholders, shall be detailed:

N.A.

Indicate any changes that have occurred during the period in each director's category:

Name or company name of the director	Date of change	Previous category	Category category

**Observations**

During the year ended, there were no changes in the legal category of the members of the Board.

C.1.4 Complete the following table with the information relating to the number of female directors at the end of the last 4 financial years, as well as the category of each:

	Number of female directors				% of the total number of directors in each category			
	2025	2024	2023	2022	2025	2024	2023	2022
<b>Executive</b>	1	1	1	1	12.5	14.28	14.28	14.28
<b>Proprietary</b>	0	0	0	0	0	0.00	0.00	0.00
<b>Independent</b>	3	3	3	3	37.5	42.86	42.86	42.86
<b>Other External</b>	0	0	0	0	0	0.00	0.00	0.00
<b>Total:</b>	<b>4</b>	<b>4</b>	<b>4</b>	<b>4</b>	<b>50</b>	<b>57.14</b>	<b>57.14</b>	<b>57.14</b>

Observations

C.1.5 Indicate whether the company has diversity policies in relation to its Board of Directors on such questions as age, gender, disability, education and professional experience. Small and medium-sized entities, in accordance with the definition contained in the Law on Auditing of Accounts, will have to report, at least, on the policy they have established in relation to gender diversity.

Yes  No  Partial policies

If so, describe these diversity policies, their objectives, the measures and the way in which they have been applied and their results over the year. The specific measures adopted by the Board of Directors and the Appointments and Remuneration Committee to achieve a balanced and diverse presence of directors must also be indicated.

If the company does not apply a diversity policy, explain the reasons why.

Description of the policies, objectives, measures and how they have been implemented, as well as the results achieved
<p>The policy for the selection and succession of members of the Línea Directa Aseguradora Board, which can be accessed through the corporate website via the link <a href="https://www.lineadirectaaseguradora.com/en/corporate-governance/corporate-policies">https://www.lineadirectaaseguradora.com/en/corporate-governance/corporate-policies</a></p> <p>One of the main objectives of this Policy is to promote diversity of gender, experience and knowledge on the Board of Directors, avoiding any implicit bias that could imply discrimination and, in particular, hinder the selection of female directors, and to encourage the Company to have a significant number of female directors.</p> <p>Thus, in accordance with this policy, the Company's Board of Directors aims to create a body whose composition guarantees a healthy diversity of opinions, perspectives, skills, experiences and professional careers. In particular, this will include an appropriate gender diversity ratio, with the preferential objective for entry into the Board of Directors of the under-represented gender and a number of female directors representing at least 40% of its members, in addition to other types of diversity, including race or ethnicity, nationality, cultural origin, etc., subject to the fundamental principle of merit and suitability.</p>

Likewise, among the general principles of the selection policy is that of seeking diversity of gender and experiences, in such a way as to enrich decision-making and provide plural points of view to the debate on matters within its competence, all in accordance with the latest recommendations of good governance for listed companies.

The members of Línea Directa's Board of Directors have been appointed in accordance with the provisions of the aforementioned policy. As a result, as of the end of the fiscal year, women account for 50% of the total membership of the Company's Board of Directors; there are also directors between the ages of 49 and 78 (the average age being 58), three nationalities are present and the directors possess a diversity of training, knowledge and professional backgrounds rendering them suitable and fit to perform the duties entrusted to the Committees and to the Board itself. In this regard, this body has updated the matrix of competences of its members, which can be consulted in the Consolidated Statement of Non-Financial Information and Sustainability Information for the financial year ended 31 December 2025.

C.1.6 Describe the measures, if any, agreed upon by the nomination committee to ensure that selection procedures do not contain hidden biases which impede the selection of female directors and that the company deliberately seeks and includes women who meet the target professional profile among potential candidates, making it possible to achieve a balance between men and women. Also indicate whether these measures include encouraging the company to have a significant number of female senior executives:

<b>Explanation of the measures</b>
<p>Following the Company's IPO and public listing in 2021, the Appointments and Remuneration Committee proposed to the Board of Directors the approval of the policy for the selection and succession of Board members, with the explicit objective of promoting diversity of gender, experience and knowledge on the Board, avoiding any implicit bias that might lead to discrimination and, in particular, hinder the selection of female directors, and seeing to it that the company has a significant number of female directors.</p> <p>In 2022, the Appointments, Remuneration and Corporate Governance Committee updated this policy in order to:</p> <ul style="list-style-type: none"> <li>- Explicitly include a minimum percentage of female directors in the composition of the Board, set at 40%.</li> <li>- Expand the types of diversity to consider, including race or ethnicity, nationality, cultural background, etc.</li> </ul> <p>Thus, the appointment of a new executive director in 2022, who was a member of the Management Team in the Company, was based on the proposal of the Appointments, Remuneration and Corporate Governance Committee, which previously issued the corresponding report analysing her skills, knowledge, merits and suitability.</p> <p>In 2025, two directors were appointed, one man and one woman.</p> <p>These appointments show that the approved selection policy is effective, as its implementation has aided the company in including women with the required professional profile among its potential candidates, thus achieving a balanced presence of women and men. As of the date of this report, the number of female directors reaches 50%, including the Chief Executive Officer.</p> <p>The presence of women on the Executive Team has also been maintained at 50%, meaning the company has a significant number of female senior executives.</p>

When, despite the measures that have been adopted, the number of female directors or senior managers is low or non-existent, explain the reasons that justify it:

Explanation of reasons
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Not applicable

C.1.7 Explain the conclusions of the nomination committee regarding verification of compliance with the policy aimed at promoting an appropriate composition of the Board of Directors.

At its meeting on 27 January 2026, the Appointments, Remuneration and Corporate Governance Committee proceeded to verify compliance with the director selection policy during 2025. At that meeting, the current composition of the Board was analysed based on (i) the principles that inspire the policy, (ii) the requirements that it establishes to select candidates and (iii) the procedures that the policy establishes to carry out the selection and appointment. The CNRGC reached the following conclusions:

- i. The composition of the Board of Directors in terms of the legal category of directors (executive, proprietary and independent) is appropriate, in accordance with applicable regulations and best practices in good governance.
- ii. There exists an appropriate balance of skills, capacity, knowledge, diversity and experience needed on the Board of Directors. The competency matrix has been updated accordingly, and the suitability of the various Board members and of the Board of Directors as a whole has been confirmed, in accordance with applicable regulations and good governance recommendations.  
  
The Board members have sufficient time available for the proper performance of their duties.
- iii. In the appointment of the two new directors in 2025, the Policy has been applied in all its phases.
- iv. Therefore, the monitoring of the principles, procedures and requirements of the Policy in the 2025 financial year was verified.

C.1.8 Explain, if applicable, the reasons why proprietary directors have been appointed at the request of shareholders whose shareholding is less than 3% of the capital:

Not applicable

Indicate whether the Board has declined any formal requests for presence on the Board from shareholders whose equity interest is equal to or greater than that of others at whose request proprietary directors have been appointed. If so, explain why the requests were not granted:

Yes  No

C.1.9 Indicate the powers and authorities, if any, delegated by the Board of Directors to directors or board committees:

<b>Name or company name of the director or committee</b>	<b>Short Description</b>
PATRICIA AYUELA DE RUEDA	All powers except those that cannot be delegated

C.1.10 Identify any members of the Board who are also directors, representatives of directors or managers in other companies forming part of the listed company's group:

<b>Name or company name of the director</b>	<b>Corporate name of the group entity</b>	<b>Position</b>	<b>Does the director have executive powers?</b>
Patricia Ayuela	Línea Directa Asistencia, S.L.U.	Joint administrator	Yes
Patricia Ayuela	Centro Avanzado de Reparaciones, CAR, S.L.U.	Joint administrator	Yes
Patricia Ayuela	LDActivos, S.L.U.	Joint administrator	Yes
Patricia Ayuela	Ambar Medline, S.L.U	Joint administrator	Yes

<b>Observations</b>
Patricia Ayuela performs the executive functions in the aforementioned subsidiaries jointly.

C.1.11 List the positions of director, administrator or representative thereof, held by directors or representatives of directors who are members of the company's board of directors in other entities, whether or not they are listed companies:

<b>Identity of the director or representative</b>	<b>Company name of the entity, listed or not</b>	<b>Position</b>
<b>Alfonso Botín-Sanz de Sautuola</b>	Cartival, S.A	Chairman and Chief Executive Officer
	Companies controlled by CARTIVAL	Sole Administrator at Los Pataches S.L.U. and Director at Aleph 2004 S.C.R., S.A. U
	El Retamoso De La Mancha 2 SLU	Sole Administrator
	Bankinter, S.A.	Executive Vice President and Chairman of the Executive Committee
	Bankinter Investment S.A.U.	President
<b>John de Zulueta</b>	Point Lobos, S.L.	Sole Administrator
	Círculo De Empresarios	Honorary President
<b>Ana María Plaza</b>	Corporación Financiera Alba, S.A.	Director and Chair of the Audit Committee
	Globalvía Infraestructuras, S.A.	Board Member and Chair of the Audit Committee until October 2025
	Grenergy Renovables S.A.	Director and Chair of the Audit Committee
<b>Rita Estévez</b>	Mora Banc Grup	Board Member and President of the Technology, Innovation and Information Security Committee. Member of the Audit and Compliance Committee and member of the Risk Committee.
	Zegona Communications	Independent non-executive Director and member of the

		Appointments and Remuneration Committee; member of the Audit and Risk Committee
<b>Fernando Masaveu</b>	Corporación Masaveu, S.A. (and companies controlled by it)	Chairman
	Maria Cristina Masaveu Peterson Foundation	Chairman
	Flicka Forestal, S.L. (and companies controlled by it)	Joint administrator
	Egeo SGPS and Egeo Internacional SGPS	Director
	EDP, S.A.	Member of the General Supervisory Board and of the Corporate Governance and Sustainability Committee and of the Remuneration Committee
	EDP España, S.A.	Director
	Hidrocantábrico JV, S.L.	Chairman of the Board
	Aboño Generaciones Eléctricas, S.L.U.	Chairman of the Board
	Perses Energy Solutions, S.L.	Chairman of the Board
	Bankinter, S.A.	Director and Member of the Executive Committee and the Remuneration Committee
	St. Ignatius of Loyola Foundation	Chairman
	Princess of Asturias Foundation	Trustee and member of the Executive Committee and the Heritage Commission
		Pro-RAE Foundation
<b>Elena Otero-Novas</b>	TINSA S.A.	External Director
	Spanish Court of Arbitration	Chair
<b>Iñaki Berenguer</b>	LifeX Ventures	Managing Partner
	iPronics Programmable Photonics	Non-Executive Chairman
	Iñaki Berenguer SL (and companies controlled by them).	Joint Administrator
	Limula S.A.	Director
<b>Marina Specht</b>	McCann Worldgroup Europe	Non-executive chair until September 2025

Indicate, where appropriate, the other remunerated activities of the directors or representatives of the directors, whatever their nature, other than those indicated in the previous table.

<b>Identity of the director or representative</b>	<b>Other remunerated activities</b>
Rita Estévez	Advisor to the Board of Clarel Group Usyncro Advisory Board
Marina Specht Blum	Independent Consultant at Futurebrand SA

	Professor and speaker at Instituto de Empresa, S.L.
Elena Otero-Novas	CLO Functions at Ilanga Capital Independent Arbitrator in national and international courts

C.1.12 Indicate and, where appropriate, explain whether the company has established rules on the maximum number of company boards of which its directors may be members, identifying, if applicable, where it is regulated:

Yes [ X ] No [ ]

<b>Explanation of the rules and identification of the document where this is regulated</b>
Article 14 of the Board Regulations, which regulates the general obligations of the director, establishes in section 3 that the maximum number of boards of other listed companies of which the Company's directors may be part must not exceed 1 in the case of executive directors or 5 in the case of non-executive directors. For these purposes, all the boards of companies that are part of the same Group will be counted as a single board.

C.1.13 Indicate the remuneration received by the Board of Directors as a whole for the following items:

Remuneration accrued in the year in favour of the board of directors (thousands of euros)	1,278*
Amount of funds accumulated by current directors through long-term savings systems with consolidated economic rights (thousands of euros)	0
Amount of funds accumulated by current directors for long-term savings systems with unconsolidated economic rights (thousands of euros)	1,397
Pension rights accumulated by former directors (thousands of euros)	2,124 **

<b>Observations</b>
(*) Includes the remuneration received by the directors in their capacity as such and the remuneration of the current Chief Executive Officer for the performance of executive functions. It does not include the contribution to the UL. A full breakdown of their remuneration can be found in the 2025 Annual Remuneration Report. The figures shown in this table may present minor differences with respect to other public documents containing information on director remuneration, due to the need to complete the Annual Remuneration Report with figures expressed in thousands of euros, without decimals. (**) Accumulated fund corresponding to the former CEO, Miguel Angel Merino.

C.1.14 Identify members of senior management who are not also executive directors and indicate their total remuneration accrued during the year:

<b>First name(s)</b>	<b>Surname(s)</b>	<b>Position(s)</b>
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INMACULADA	ALDEA MÁLAGA	DIRECTOR OF CORPORATE RISKS
JUAN JOSÉ	ÁLVAREZ FERNÁNDEZ	TECHNICAL DIRECTOR
EVA	DEL MAZO FERNÁNDEZ	PORTFOLIO MANAGER
JOSÉ LUIS	DÍAZ FERNÁNDEZ	DIRECTOR OF INTERNAL AUDIT
DIEGO	FERREIRO SANCHEZ	COMMERCIAL DIRECTOR
LUIS	GARCIA SAN LUIS	CHIEF TECHNOLOGY AND CYBERSECURITY OFFICER***
MARÍA DEL MAR	GARRE DEL OLMO	HEAD OF PEOPLE, COMMUNICATIONS AND SUSTAINABILITY
MARIA ANGELES	GÓMEZ ROIG	DIRECTOR OF TRANSFORMATION***
PABLO	GONZÁLEZ-SCHWITTERS GRIMALDO	SECRETARY GENERAL
ISABEL	GUZMÁN LILLO	DIRECTOR OF SERVICES AND BENEFITS
OLGA	MORENO SANGUINO	HEAD OF QUALITY AND CUSTOMER EXPERIENCE
CARLOS JAVIER	RODRÍGUEZ UGARTE	CHIEF FINANCIAL OFFICER (CFO)
MARÍA ANA	SÁNCHEZ GALÁN	CHIEF TECHNOLOGY AND CYBERSECURITY OFFICER***
ANTONIO	VALOR GARCÍA	HEAD OF MARKETING

<b>Number of women in senior management</b>	6
<b>Percentage of the total number of members of senior management</b>	46.15% (*)

Total senior management remuneration (in thousands of euros)	4,094
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<b>Observations</b>
<p>(*) The percentage of women is calculated with the composition of the management team as of 31/12/2025. It does not include the CEO. With the CEO, it would be 50%.</p> <p>(**) The total remuneration is made up of the following items received in 2025: Fixed + Variable Consolidated Accrual + Savings and Retirement Insurance Contribution + Remuneration in kind. UL contributions are not included.</p> <p>(***) María Ángeles Gómez Roig has been Director of Transformation since 14 January 2025. Ana Sánchez Galán was Director of Technology until 6 February 2025. Luis García San Luis has been Director of Technology since 19 September 2025</p>

C.1.15 Indicate whether the Board regulations were amended during the year:

Yes [ ] No [ x ]

<b>Description of amendment(s)</b>

C.1.16 Indicate the procedures for the selection, appointment, re-election and removal of directors. Detail the competent bodies, the procedures to be followed and the criteria to be used in each of the procedures.

In accordance with Article 23.5 of the Bylaws, the members of the Board of Directors shall be appointed by the General Meeting or, in the event of an early vacancy, by the Board itself by co-optation. If a vacancy occurs once the General Meeting has been convened and before it is held, the Board may appoint a director until the next General Meeting is held.

Article 8.2 of the Regulations states that the Board of Directors shall ensure that external directors account for a broad majority of the Board and that the number of executive directors be kept to the minimum requirement, taking into account the complexity of the Group and the percentage of the Company's capital in the hands of executive directors. Paragraph 3 states that the Board of Directors shall ensure that the number of independent directors represents at least half of the total number of directors.

Article 9.2 of the Board Regulations establishes that proposals for the appointment or re-election of directors must be submitted individually and be preceded by the corresponding proposal (in the case of independent directors) or report (in the case of other directors) from the CNRGC. When the Board departs from the recommendations of the CNRGC, it must give reasons and record it in the minutes. Paragraph 3 of that article states that the proposal must in all cases be accompanied by a justifying report from the Board of Directors assessing the competence, experience and merits of the proposed candidate, which shall be attached to the minutes of the General Meeting or of the Board itself.

Article 9.4 of the Regulations of the Board indicates that the Board of Directors must ensure that the selection procedures of its members favour diversity of gender, experience and knowledge and do not suffer from implicit biases that may imply any discrimination and, in particular, that facilitate the selection of the gender least represented on the Board of Directors. In this regard, the Board has approved a Director Selection Policy in line with these commitments.

This Policy also establishes that the selection process must take into account, where appropriate, the competency matrix drawn up by the Company, and that the Company may arrange the services of external advisors to carry out preliminary analyses of the Company's needs, search for or assess the merits of candidates for the role of director, or assess their performance. The Appointments and Remuneration Committee will be responsible for hiring the services of the external expert, who should not provide the company with other types of significant services that could jeopardise its independence.

Article 10 of the Board Regulations sets out the requirements for appointment, stating that directors shall be persons of commercial and professional good repute, competence, experience and proper standing and shall meet the requirements laid down in the current legislation applicable to companies in general and insurers in particular, as well as any other that may be applicable. Additionally, persons who directly or through a related person are in a situation of conflict of interest may not be appointed as directors, and candidates must possess adequate knowledge and experience to perform their duties.

Article 12 of the Regulations of the Board of Directors regulates that directors shall cease to hold office when the term for which they were appointed has elapsed, without prejudice to the possibility of re-election, as well as when decided by the General Meeting or the Board of Directors in the exercise of the powers conferred on them by law or bylaws. Regarding the duration of the position of director, Article 26<sup>o</sup>1 of the Bylaws regulates that the directors will hold office for a period of 4 years and may be reelected one or more times for periods of the same maximum duration.

In accordance with the provisions of section 2 of Article 12 of the Regulations, the Board of Directors shall only propose the removal of an independent director before the expiry of the statutory period for which he or she was appointed when there is just cause assessed by the Board of Directors, following a report from the Appointments, Remuneration and Corporate

Governance Committee. In such cases, just cause shall be considered to exist when the director takes on new roles or responsibilities that prevent them from dedicating the necessary time to the performance of the duties of their office, they fail to carry out the duties inherent to their office or they unexpectedly become involved in any of the circumstances provided for in the following paragraph of this article. Such separation may also be proposed as a result of takeover bids, mergers or other similar corporate operations that result in a significant change in the Company's shareholder structure.

Paragraph 3 of the same article regulates the cases in which the directors shall inform and, where appropriate, place their office at the disposal of the Board of Directors and formalise, if deemed appropriate. These cases are explained in detail in section C.1.19 of this report.

Lastly, paragraph 4 states that, in any of the cases indicated, the Board of Directors may propose the removal of the director after having previously asked the director to resign from office. The Board of Directors' resolutions in relation to the existence, or otherwise, of any of the grounds for removal of the director, as provided for in the preceding paragraphs of this article, and the acceptance of the director's resignation shall be adopted on a proposal from the Appointments, Remuneration and Corporate Governance Committee, except in cases of urgency or necessity.

C.1.17 Explain the extent to which the annual evaluation of the board has led to significant changes in its internal organisation and in the procedures applicable to its activities:

<b>Description of amendment(s)</b>
The result of the evaluation has not led to any significant changes in the Company's internal organisation, without prejudice to the fact that an Action Plan has been approved to introduce certain improvements, such as the expansion of the topics to be included in the training programme.

Describe the evaluation process and the areas evaluated that have been carried out by the board of directors, assisted, where appropriate, by an external consultant, with respect to the functioning and composition of the board and its committees and any other area or aspect that has been subject to evaluation.

<b>Description of the evaluation process and areas evaluated</b>
<p>Article 34.3 of the Board Regulations attributes to the CNRGC the function of periodically, and at least once a year, assessing the suitability of the various members of the Board of Directors and of the Board as a whole, and reporting to the Board of Directors.</p> <p>Article 35.6 of these Regulations also states that the Board shall carry out the annual self-assessment of its operation and the individual performance of its members and Committees and propose, on the basis of its outcome, an action plan to correct the gaps identified. At least every three years, the assessment shall be carried out by an external expert appointed by the Board for that purpose.</p> <p>Article 25.5 of the Board Regulations assigns the Chairman of the Board of Directors, together with the Chairman of the CNRGC, to organise and coordinate the periodic evaluation of the Board of Directors, its Committees, its members and the Chief Executive of the company.</p> <p>The process of evaluating the composition and functioning of the Línea Directa Board and its Committees for the year 2025 has been carried out by completing questionnaires prepared internally. The main areas evaluated coincide with those provided for in Recommendation 36 of the Code of Good Governance, that is:</p> <ul style="list-style-type: none"> <li>a) The quality and efficiency of the functioning of the board of directors.</li> <li>b) The functioning and composition of its committees.</li> <li>c) The diversity in the composition and powers of the board of directors.</li> </ul>

- d) The performance of the chairman of the board of directors and the chief executive of the company.
- e) The performance and contribution of each director, paying special attention to the heads of the different committees of the board.

The various committees have consolidated the results of their evaluation, under the coordination and review of their respective chairmen, and have submitted their reports to the Board. With regard to the evaluation of the Board, the results of the questionnaires have been consolidated by the CNRGC and also submitted to the Board of Directors in plenary session, under the coordination of the Chairman of the Board, in order to determine the conclusions of the evaluation and, where appropriate, the corresponding action plans.

C.1.18 Provide details, for years in which the evaluation was carried out with the help of an external advisor, of the business relationships that the external advisor or company in its group maintains with the company or any company in its group.

In 2025, the evaluation has not been assisted by an external consultant.

C.1.19 Indicate the cases in which directors are obliged to resign.

In accordance with Article 12.3 of the Board Regulations, directors shall inform and, where appropriate, place their office at the disposal of the Board of Directors and formalise, if deemed appropriate, the corresponding resignation in the following cases:

- i When they stop performing the executive role to which their appointment as a director is connected or when the reasons for their appointment as a director no longer exist. In particular, in the case of proprietary directors, when the shareholder or shareholders who proposed, requested or determined their appointment, sell or transfer all or part of their stake with the consequence of losing the condition of significant or sufficient to justify the appointment.
- ii When they are involved in any of the cases of incompatibility, prohibition or legal cause for dismissal or resignation, including a conflict of competence or interest, in accordance with Article 10 of these Regulations.
- iii When the director engages in acts or omissions that fall short of the standards they are expected to uphold, or is tantamount to a gross dereliction of their duties as a director, such as the duty of secrecy and confidentiality, repeated absences and other matters regulated in these Regulations.
- iv When their permanence on the Board of Directors may jeopardise the Company's interest directly or through its related persons.
- v Where the director causes, for any other reason, whether related or not to their activities in the Company itself, serious harm or damage to the interests of the Company, its credit and reputation or the functioning of the Board of Directors or, in general, loses the trust of the Board of Directors for reasons of just cause.  
In particular, the director shall inform the Board of Directors of any criminal cases in which they are investigated and the progress of any criminal trials.
- vi Where any other grounds for removal of the director occur, in accordance with the recommendations on good corporate governance in force in Spain which the company and the Board of Directors are committed to and follow.

C.1.20 Are qualified majorities other than those established by law required for any particular kind of decision?:

Yes [  ] No [  ]

If applicable, describe the differences.

Description of the differences
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In accordance with Article 3.4 of the Board Regulations, the amendment of said Regulations shall require a resolution adopted by a two-thirds majority of the directors present or represented at the meeting.
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C.1.21 Explain whether there are specific requirements, other than those relating to directors, to be appointed chairman of the board of directors.

Yes  No

Description of the requirements
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C.1.22 Indicate whether the bylaws or the regulations of the board establish any limit on the age of directors:

Yes  No

C.1.23 Indicate whether the bylaws or the regulations of the board establish a limited mandate or other stricter requirements in addition to those provided by law for independent directors, other than that established in the regulations:

Yes  No

Additional requirements and/or maximum number of years of office
--

The Selection Policy for the members of the Board of Directors indicates that, in addition to the common requirements for any candidate, independent directors must meet personal and professional criteria to reasonably ensure that they can perform their duties without being influenced by their relationship with the company or its group, its significant shareholders or its directors, according to current legislation and the Board of Directors Regulations.
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In addition, independent directors must have additional qualities that increase the diversity of the Board of Directors, both in terms of structure and the expertise and experience of the directors, to help enrich the debate and bring specialist knowledge to the different Board committees.
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C.1.24 Indicate whether the bylaws or Board regulations establish specific rules for appointing other directors as proxy to vote in Board meetings, if so the procedure for doing so and, in particular, the maximum number of proxies that a director may hold, as well as whether any limit has been established regarding the categories of director to whom votes may be delegated beyond the limits imposed by law. If so, briefly describe these rules.

Article 29.3 of the bylaws indicates that directors may, in their absence, be represented at meetings of the Board of Directors by another director by written proxy, which shall, as far as possible, contain instructions on how to vote. In any case, non-executive directors may only delegate their representation to another non-executive director.
--

According to Article 36.1 of the Board Regulations, the directors shall make every effort to attend the meetings of the Board of Directors and, where they are unable to do so personally, shall ensure that any proxy they may grant is in favour of another director in the same category and includes appropriate instructions.
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C.1.25 Indicate the number of meetings held by the board of directors during the year. Also, indicate, if applicable, the times that the board has met without the attendance of its president. In the calculation, representations made with specific instructions will be considered attendance.

<b>Number of board meetings</b>	14
<b>Number of board meetings without the chair's attendance</b>	0

Indicate the number of meetings held by the coordinating director with the rest of the directors, without the attendance or representation of any executive director:

<b>Number of meetings</b>	0
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Currently, there is no position of coordinating director in the Company, which is why the number of meetings indicated in this regard is 0.

Indicate the number of meetings held during the year by the different committees of the board:

<b>Number of ACC meetings</b>	9
<b>Number of CNRGC meetings</b>	6

C.1.26 Indicate the number of meetings held by the board of directors during the year and the data on the attendance of its members:

<b>Number of meetings with at least 80% of the directors attending in person</b>	14
<b>Attendance in person as a % of total votes during the year</b>	100
<b>Number of meetings with attendance in person or proxies given with specific instructions, by all directors</b>	14
<b>Votes cast in person and by proxies with specific instructions, as a % of total votes during the year</b>	100

<b>Observations</b>
<p>During the 2025 financial year, the Appointments, Remuneration and Corporate Governance Committee held a total of six (6) meetings. The percentage of attendance, whether in person or through representation, was 100% in five (5) of these meetings and 75% in one (1) meeting.</p> <p>Likewise, attendance, whether in person or by proxy, at the Audit and Compliance Committee meetings during the 2025 financial year was 100%.</p>

C.1.27 Indicate whether the individual and consolidated financial statements submitted to the Board for issue are certified in advance:

Yes  No

Identify, if applicable, the person(s) who has/have certified the company's individual and consolidated annual accounts, for their formulation by the board:

Name	Position
CARLOS JAVIER RODRIGUEZ UGARTE	CHIEF FINANCIAL OFFICER (CFO)

C.1.28 Explain, if any, the mechanisms established by the board of directors to ensure that the annual accounts that the board of directors presents to the general meeting of shareholders are prepared in accordance with accounting regulations.

Article 33.5 (xiv) of the Regulations of the Board attributes to the Audit and Compliance Committee the responsibility of ensuring that the annual accounts presented by the Board of Directors to the General Meeting are prepared in accordance with accounting standards. In those cases where the external auditor has issued their report with a qualified opinion, the Chair of the Audit and Compliance Committee shall clearly explain in the General Shareholders' Meeting the Committee's view on the content and scope of this qualification, and make a summary of it available to shareholders at the time of publication of the call to the General Shareholders' Meeting, together with the Board's other proposals and reports.

The same article, under subparagraph (xiii), assigns to the Audit and Compliance Committee the function of ensuring reliability and transparency of the company's internal and external information on earnings and activities and, in particular, verify the integrity and consistency of the company's financial statements, including the annual accounts, notes to the financial statements and management report, prior to its approval or proposal by the Board of Directors and its publication.

C.1.29 Is the secretary of the Board also a director?

Yes [ ] No [ X ]

If the secretary does not have the status of director, complete the following table:

Name or company name of the secretary	Representative
Pablo González-Schwitters Grimaldo	

C.1.30 Indicate the specific mechanisms put in place by the company to preserve the independence of external auditors, as well as, if any, the mechanisms to preserve the independence of financial analysts, investment banks and rating agencies, including how the legal provisions have been implemented in practice.

Article 33.5(ii) attributes to the Audit and Compliance Committee the responsibility of proposing to the Board of Directors, for submission to the General Meeting, the appointment, re-election or replacement of external auditors, as well as the conditions of their hiring, the scope of their professional mandate, the supervision of activities other than the audit itself and the guarantee of the independence of the external auditor.

In this regard, section (iii) of the same article includes the following functions of the Audit and Compliance Committee in relation to the independence of the external auditor:

- Ensure the independence of the external auditor, and that the remuneration for their work does not compromise their quality nor independence.
- Ensure that the Company and the external auditor comply with the rules in force on the provision of services other than auditing, the limits on the concentration of the auditor's business and, in general, the other rules on auditor independence.

- Establish and maintain appropriate relations with the external auditor to receive information on issues that may pose a threat to its independence, for examination by the Committee, as well as any other information related to the auditing procedure, and, where appropriate, the authorisation of services other than those prohibited, as provided for by law, as well as those other communications provided for in the audit legislation and audit rules. In any case, the Audit and Compliance Committee shall receive annually the external auditor's declaration of independence with regard to the company or entities directly or indirectly related to it, as well as detailed and individualized information on additional services provided of any kind and the corresponding fees received from these entities by the external auditor, or by persons or entities affiliated to them in accordance with current regulations.
  
- To issue annually, prior to the issuance of the audit report, a report in which an opinion will be expressed on the independence of the auditors or audit firms. This report must pronounce, in any case, on the provision of the additional services referred to in the previous section.

C.1.31 Indicate whether the Company has changed its external auditor during the year. If applicable, identify the incoming and outgoing auditor:

Yes  No

C.1.32 Indicate whether the audit firm performs any non-audit work for the company and/or its group and, if so, state the amount of fees it received for such work and express this amount as a percentage of the total fees invoiced to the company and/or its group for audit work:

Yes  No

	Company	Group Companies	Total
<b>Amount of other non-audit work (thousands of euros)</b>	9.5	0	9.5
<b>Amount of non-audit work / Amount of audit work (%)</b>	3.8%	0.0%	3.8%

<b>Observations</b>

C.1.33 Indicate whether the auditor's report of the annual accounts for the previous year has any qualifications. If so, indicate the reasons given to shareholders at the general meeting by the chairman of the audit committee to explain the content and extent of the qualified opinion or reservations.

Yes  No

C.1.34 Indicate the number of years that the current audit firm has been continuously auditing the company's individual and/or consolidated annual accounts. Also, indicate the percentage represented by the number of years audited by the current audit firm over the total number of years in which the annual accounts have been audited:

	<b>Individual</b>	<b>Consolidated</b>
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<b>Number of uninterrupted fiscal years</b>	10	10
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	<b>Individuals</b>	<b>Consolidated</b>
<b>Number of years audited by the current audit firm/number of years in which the company has been audited (in %)</b>	32	45

<b>Observations</b>
The data are given for the last uninterrupted financial years, notwithstanding the fact that they are prior to the Company's IPO in 2021.

C.1.35 Indicate whether there is a procedure for directors to be sure of having the information necessary to prepare the meetings of the governing bodies with sufficient time; provide details if applicable:

Yes  No

<b>Detail the procedure</b>
<p>Article 13.4 of the Board Regulations states that unless the Board meeting is extraordinary and called for reasons of urgency, the directors shall receive, in sufficient time before the meeting, the information necessary for the discussion and adoption of resolutions on the items to be dealt with. The Chairman of the Board, with the assistance of the Secretary, shall ensure compliance with this right of the directors.</p> <p>In this regard, article 35 of the Board Regulations provides that notice of meetings shall be given at least five calendar days in advance, together with the agenda for the meeting and any information deemed necessary.</p> <p>Article 13.5 states that unless the Board meeting is extraordinary and called for reasons of urgency, directors have the right to be informed of any aspect of the company and to obtain the additional information they judge to be necessary on matters within the competence of the Board of Directors, provided that the performance of their duties so requires. Consequently, the directors may access the minutes, reports and presentations of the different Committees of the Board of Directors and the Management that may be constituted, with the right to request the clarifications they deem necessary and to contact the Company's directors to request any information related to the powers of the Board of Directors.</p> <p>Additionally, paragraph 3 of Article 13 of the Regulations states that, in addition to the meetings of the Board of Directors and its Committees, some or all of the directors may attend other meetings, at the initiative of the Chairman, in order to prepare the Board or Committee meetings or to obtain more in-depth knowledge and analysis of certain of the company's businesses, areas or projects.</p> <p>Paragraph 8 of the same article establishes that the exercise of the right to information shall be channelled through the Chairman of the Board of Directors with the collaboration of the Secretary or in the manner established by the Board of Directors itself at any given time. The director's requests will be attended to by providing them directly with the information, introducing them to the appropriate contacts in the Company or arranging the appropriate measures to do so.</p> <p>Section 9 clarifies that in order to be assisted in the exercise of their functions, the Chairman of the Board of Directors and all external directors may request the hiring of legal, accounting,</p>

financial or other experts at the Company's expense. The request must necessarily concern matters of some importance and complexity which are deemed necessary.

Article 13(6) states that the Board of Directors may, at the proposal of the Chairman, the Vice-Chairman, the Chief Executive Officer or the non-executive directors, appoint advisers to the Board who may attend meetings of the Board of Directors or its Committees, as well as meetings of other bodies of the Company at the request of the Board of Directors, its Chairman or the Chairman of the corresponding Committee. In such cases, the advisers will have the right to speak but not to vote.

C.1.36 Indicate and, if applicable, detail, whether the company has established rules that oblige directors to report and, where appropriate, to resign when situations arise that affect them, whether or not related to their actions in the company itself that may damage the company's credit and reputation:

Yes  No

Explain the rules
<p>Article 12.3 of the Board Regulations states that the directors shall inform and, where appropriate, place their office at the disposal of the Board of Directors and formalise, if deemed appropriate, the corresponding resignation in the following cases:</p> <p>(i) When they stop performing the executive role to which their appointment as a director is connected or when the reasons for their appointment as a director no longer exist. In particular, in the case of proprietary directors, where the shareholder or shareholders who proposed, requested or determined their appointment, sell or transfer all or part of their shareholding and as a result are no longer classified as a significant shareholder or their stake is not sufficient enough to justify the appointment.</p> <p>(ii) When they are involved in any of the cases of incompatibility, prohibition or legal cause for dismissal or resignation, including a conflict of competence or interest, in accordance with Article 10 of these Regulations.</p> <p>(iii) When the director engages in acts or omissions that fall short of the standards they are expected to uphold, or is tantamount to a gross dereliction of their duties as a director, such as the duty of secrecy and confidentiality, repeated absences and other matters regulated in these Regulations.</p> <p>(iv) When their permanence on the Board of Directors may jeopardise the interest of the Company directly or through its related persons.</p> <p>(v) When the director causes, for any other reason, whether or not related to his or her actions in the Company itself, serious damage or prejudice to the interests of the Company, to the credit and reputation of the Company or to the functioning of the Board of Directors or, in general, loses the confidence of the Board of Directors for a justified reason.</p> <p>In particular, the director shall inform the Board of Directors of any criminal cases in which they are investigated and the progress of any criminal trials.</p> <p>(vi) Where any other grounds for removal of the director occur, in accordance with the recommendations on good corporate governance in force in Spain which the company and the Board of Directors are committed to and follow.</p>

C.1.37 Indicate, unless there have been special circumstances that have been recorded in the minutes, whether the board has been informed or has otherwise become aware of any situation affecting a director, whether or not related to his or her performance in the company itself, which may damage the company's credit and reputation:

Yes  No

C.1.38 Detail the significant agreements entered into by the company that enter into force, are modified or are terminated in the event of a change of control of the company following a takeover bid and their effects.

The company has not entered into significant agreements that enter into force, are amended or are concluded in the event of a change of control of the company following a takeover bid.

C.1.39 Identify individually as regards directors, and in aggregate form in other cases, and provide details of any agreements between the company and its directors, executives or employees containing indemnity or golden parachute clauses in the event of resignation or dismissal without due cause or termination of employment as a result of a takeover bid or any other type of transaction.

Number of beneficiaries	1
Type of beneficiary	Description of the agreement
Chief Executive Officer (Executive)	<p>In the event of removal from the position of Chief Executive Officer effected unilaterally by Línea Directa, or via a resolution of the General Shareholders' Meeting of Línea Directa to terminate or remove the Chief Executive Officer from her position as director. In this case of termination, if the Company informs the Chief Executive Officer of its intention to also terminate her employment relationship, which had been on hold, the Chief Executive Officer will be entitled to receive compensation calculated in accordance with the rules set forth in the Workers' Statute (Estatuto de los Trabajadores). For the calculation of this compensation, the seniority of the Chief Executive Officer from 11 March 2003 until the date of termination as Chief Executive Officer will be taken into account. In any case, compensation for the termination events set out in this Agreement may not exceed an amount equivalent to two years of the Chief Executive Officer's total annual remuneration at the time that the Agreement is terminated, and will not be paid until the Company is able to confirm that the Chief Executive Officer has met the relevant vesting rules or requirements. This is without prejudice to any compensation to which Ms Ayuela de Rueda may be entitled for the termination of her suspended employment relationship. For these purposes, payments for contractual termination will be considered to include any payments the accrual of which or the obligation to pay arises as a consequence of, or on the occasion of, the</p>

	termination of the contractual relationship between the Chief Executive Officer and the Company, including amounts not previously vested of long-term savings schemes and amounts paid by virtue of the non-competition agreement.
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Indicate whether, beyond the cases provided for by the regulations, these contracts must be communicated and/or approved by the bodies of the company or its group. If so, please specify the procedures, assumptions envisaged and the nature of the bodies responsible for approving them or making the communication:

	<b>Board of Directors</b>	<b>General Meeting</b>
<b>Body that authorises the clauses</b>	x	

	<b>YES</b>	<b>NO</b>
<b>Is the general meeting informed about the clauses?</b>	x	

## C.2 Committees of the Board of Directors

**C.2.1** Detail all the committees of the board of directors, their members and the proportion of executive, proprietary, independent and other external directors that make them up:

### AUDIT COMMITTEE

<b>Name</b>	<b>Position</b>	<b>Category</b>
<b>Rita Estevez Luaña</b>	<b>Chair</b>	<b>Independent</b>
Ana María Plaza	Member	Independent
Alfonso Botín-Sanz de Sautuola	Member	Proprietary
<b>% of executive directors</b>		<b>0.00</b>
<b>% of proprietary directors</b>		<b>33.33</b>
<b>% of independent directors</b>		<b>66.67</b>
<b>% of other external directors</b>		<b>0.00</b>

Explain the functions assigned to this committee, including where applicable those that are additional to those prescribed by law, and describe the rules and procedures for its organisation and functioning. For each of these functions, briefly describe its most important actions during the year and how it has exercised in practice each of the functions assigned to it by law, in the bylaws or in other corporate resolutions.

<p>The functions of the Audit and Compliance Committee (hereinafter, ACC) are regulated in Article 33.5 of the Board Regulations, highlighting, among others, the following:</p> <ul style="list-style-type: none"> <li>- In relation to external auditors, the Audit Committee performs the functions provided for in the applicable regulations.</li> <li>- It oversees, assesses and receives information on the drafting process and integrity of both financial and non-financial information, along with the systems in place for the control and management of the Company's and, the case may be, the Group's financial and non-financial risks – including operational, technological, cybersecurity, legal, social, environmental, political and reputational or corruption – likewise reviewing compliance with regulatory requirements, the suitable scope of the consolidation perimeter and the proper application of accounting standards. In relation to ESG</li> </ul>
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(environmental, social and governance) risks, it will submit the corresponding reports to the Appointments, Remuneration and Corporate Governance Committee and a joint meeting of both Committees may be held.

- In relation to the statement of non-financial information: (i) supervise the process of compiling and presenting the non-financial information relating to the Company and its Group, reporting also on that process and on the completeness and clarity of the information to the Appointments, Remuneration and Corporate Governance Committee, which shall then propose that it be submitted to the Board for its authorisation for issue; (ii) oversee the process of selecting and engaging the independent provider of attest services tasked with verifying the non-financial information and proposing their appointment to the Board of Directors; and (iii) liaise with the independent assurance provider in order to obtain information on the performance of its work, and report thereafter to the Appointments, Remuneration and Corporate Governance Committee.
- It is responsible for informing, in advance, the Board of Directors on all matters provided for in the law, the bylaws and the Regulations.
- Analysing the structural and corporate modifications that the company plans to carry out, and for reporting these modifications to the Board.
- It serves as a channel of communication between the Board of Directors and the external and internal auditors, in accordance with the provisions of the Law.
- It is responsible for supervising the implementation of the general policy relating to the communication of economic-financial, non-financial and corporate information, as well as communication with shareholders and investors, proxy advisors and other stakeholders.
- Informing the Board of Directors prior to the adoption of the relevant decisions establishing companies, companies, associations, foundations and any other type of legal persons (including special purpose entities), as well as any other transactions or operations of a similar nature that, because of their complexity, could undermine the transparency of the company.
- Knowing the reports issued by supervisory bodies on the company, in particular the Spanish Directorate-General for Insurance and Pension Funds and the CNMV, as a result of inspections and to oversee compliance with actions and measures resulting from inspection reports.
- It ensures that the annual accounts presented by the Board of Directors to the General Meeting are prepared in accordance with accounting regulations.
- It supervises and promotes compliance with the Company's Internal Conduct Regulations on the Securities Market.
- It supervises and promotes compliance with the Company's Code of Ethics and the Code of Conduct for Suppliers and the Company's internal codes of conduct.
- It supervises the development of the functions attributed to the Company's Regulatory Compliance Function and the Personal Data Protection Office.
- Receiving annual reports on complaints and claims and matters received from the ombudsman.
- It supervises the operation of the confidential reporting procedure by employees and other persons related to the company, such as directors, shareholders, suppliers, contractors or subcontractors, of irregularities of potential significance.
- It guarantees the independence, autonomy and universality of the internal audit function and proposes its budgets. It proposes the selection, appointment and dismissal of the head of the internal audit service, ensuring that its activity is mainly focused on relevant risks (including reputational risks) and receives regular information on its activities, verifying that senior management takes into account the conclusions and recommendations of its reports.
- Supervising the activities of the company's internal audit service and, where appropriate, its subsidiaries, approving its annual work plan and annual activities report, along with the approval or amendment of the policy of the internal audit function, which shall include its functions and competences.
- It supervises the development by the Company and, where appropriate, its subsidiaries, of the following functions: (i) risk management and internal control; (ii) regulatory compliance verification; and (iii) actuarial.

- Review the Company's general risk map and submit the corresponding proposals to the Board.
- It reports on the related-party transactions of directors and significant shareholders.
- Approves or amends internal policies relating to the Commission's functions and powers.

Regarding the rules of organisation and operation, in accordance with Article 33 of the Regulations, the ACC will be composed of a minimum of 3 and a maximum of 5 non-executive directors appointed by the Board, who have the dedication, capacity and experience necessary to perform their function. The members of the ACC as a whole, in particular its Chairman, shall be appointed in consideration of their knowledge and experience in accounting, audit and risk management issues, both financial and non-financial.

The majority of its members must be independent directors and at least one of them will be appointed taking into account their knowledge and experience in accounting, auditing or both.

The Board shall appoint the Chairman of the ACC from among the independent directors forming part of it and shall appoint its Secretary, who need not be a director or a member of the Committee. The Chairman of the ACC will hold that office for a maximum period of four years, at the end of which, they must allow a year to elapse before they can be re-elected. However, this does not affect their ability to continue or be re-elected as a Committee member.

The ACC may require the members of the management team or the staff of the Society or its group to attend the parts of the meetings of the Commission for which it requires their collaboration. It may also seek the advice of external professionals, for which purpose the provisions of Article 13 of the Regulation shall apply.

The Chairman of the ACC shall report to the Board on the matters dealt with and the decisions adopted by the ACC, and the minutes of the Committee shall be made available to the Board members. It may also require the attendance of the auditors at its sessions.

The ACC will meet regularly as needed and at least 4 times a year. In 2025, the Committee met nine times, with 100% attendance. Key actions included supervision of regular financial reporting, monitoring of internal audit, relations with the external auditor and verifier, monitoring the status of reserves and solvency, ICFR, ICSR, key function holders and risk management (including ESG risks), monitoring of the functioning of the Code of Ethics and approval of regulatory outsourcing.

The details of the most relevant actions carried out during the year by the Committee can be found in its annual operating report, published on the corporate website along with the rest of the documentation for the General Shareholders' Meeting.

Identify the members of the audit committee who have been appointed taking into account their knowledge and experience in accounting, auditing or both and report on the date of appointment of the Chairman of this committee to the position.

<b>Names of directors with experience</b>	Rita Estevez Luaña Ana María Plaza Arregui Alfonso Botín Sanz de Sautuola y Naveda
<b>Date of appointment of the chair to office</b>	10/04/2025

#### **APPOINTMENTS AND REMUNERATION COMMITTEE**

<b>Name</b>	<b>Position</b>	<b>Category</b>
Ana María Plaza Arregui	Chair	Independent
John de Zulueta	Member	Independent
Alfonso Botín	Member	Proprietary
Marina Specht Blum	Member	Independent
<b>% of executive directors</b>		<b>0.00</b>
<b>% of proprietary directors</b>		<b>25</b>
<b>% of independent directors</b>		<b>75</b>
<b>% of other external directors</b>		<b>0.00</b>

Explain the functions, including, where appropriate, those in addition to those provided for by law, attributed to this commission and describe the procedures and rules for its organisation and operation. For each of these functions, briefly describe its most important actions during the year and how it has exercised in practice each of the functions assigned to it by law, in the bylaws or in other corporate resolutions.

The functions of the Appointments, Remuneration and Corporate Governance Committee are regulated in Article 34.3 of the Board Regulations, highlighting, among others, the following:

- To propose the appointment, ratification, re-election and dismissal of independent directors and to report in relation to the remaining directors.
- Ensuring that when vacancies occur, selection procedures are free from implicit biases that may act as an obstacle to the selection of candidates belonging to the less represented gender on the Board of Directors, ensuring that women are included among the potential candidates to be members of that body.
- To propose the appointment, re-election and dismissal of the Chairmen and members of the Committees of the Board of Directors.
- Assessing the balance of skills, capacity, knowledge, diversity and experience needed on the Board of Directors.
- Assessing on a regular basis, and at least once a year, the suitability of the Board of Directors as a whole and of its individual members, and reporting to the Board accordingly.
- Establish a representation target for the underrepresented gender on the Governing Board and develop guidance on how to achieve that target.
- To analyse on an annual basis the existence and updating of succession plans for the Chairman and the Chief Executive Officer and, where appropriate, to submit the result of this assessment to the Board of Directors so that said succession takes place in an orderly and planned manner.
- To report to the Board on the aptitude and honourability of the directors who report directly to the Chief Executive Officer or the Board and of the persons responsible for key functions, prior to their appointment by the Board.
- Reporting on the appointment and removal of directors or directors of subsidiaries or investees acting on behalf of or proposed by the Company.
- To propose to the Board of Directors, depending on the specific conditions of the new directors, a mentoring programme that provides sufficient knowledge of the Company, its operation and its corporate governance rules, as well as the possible establishment of knowledge updating programmes aimed at the directors in office when circumstances so advise.

- To inform the Board of Directors about the candidates for the appointment of the Trustees of the Línea Directa Foundation, whose appointment corresponds to the Company.
- To propose to the Board for approval the remuneration policy of the directors and their individual remuneration, as well as the corresponding annual report on the remuneration of the directors, which the Board will submit to a vote of the General Meeting, in a consultative capacity.
- To propose to the Board the individual remuneration of the executive directors and, where appropriate, of the external directors, for the performance of functions other than those of a mere director and other conditions of their contracts.
- To propose the remuneration policy of senior management, as well as individual remuneration and the other basic conditions of their contracts.
- The remuneration of members who, not belonging to senior management, carry out professional activities that may have a significant impact on the assumption of risks by the Company.
- To supervise the degree of application of the remuneration policy in general during the year and to ensure its observance.
- Monitoring the Company's corporate governance.
- Collecting information on the identification, assessment and supervision of ESG (environmental, social and governance) risks carried out by the Audit and Compliance Committee, with the possibility of holding joint meetings.
- Setting out the guidelines, criteria and reference standards that should govern the process of drawing up the non-financial statement, reporting to the Board on such matters.
- Review, validate and report to the Board of Directors on the statement of non-financial information, prior to its formulation, considering in turn the information received from the Audit and Compliance Committee on the preparation process and the integrity of the information.
- Review and validate the sections of any corporate report, whether mandatory or voluntary, that has an impact on the field of sustainability.
- Monitoring the Company's sustainability strategy and practices, evaluating their degree of compliance and reviewing their sustainability policies, ensuring that they are aimed at creating value.

Regarding the rules of organisation and operation, in accordance with Article 34 of the Regulations of the Board:

It will be composed of a minimum of three and a maximum of five non-executive directors appointed by the Board of Directors, ensuring that they have the knowledge, skills and experience necessary to perform their function. The majority of the members of the Committee must be independent directors.

The Board of Directors shall appoint the Chairman of the Committee from among the independent directors who are members of the Committee. The Committee shall appoint its Secretary, without the need for them to be a director or a member of the Committee. In the absence of an express appointment, the Secretary of the Committee shall be that of the Board of Directors.

The Committee shall meet whenever the Board of Directors or its Chairman requests the issuance of a report or the adoption of proposals and, in any case, whenever it is convenient for the proper performance of its functions. In any case, it will meet once a year to prepare the information on the remuneration of the directors that the Board of Directors must approve and include in its annual public documentation.

In 2025, the Committee met on 6 occasions, with 100% attendance at 5 meetings and 75% at the remaining one. Key activities included the appointment of members of the Executive Team and determination of their remuneration, the selection of Board candidates and the coordination

of the evaluation of the Board and its Committees. Other significant actions included initiating a review of the competency matrix, monitoring CSRD indicators and reviewing the internal regulations management policy and the governance system.

The details of the most relevant actions carried out during the year by the Committee can be found in its annual operating report, published on the corporate website along with the rest of the documentation for the General Shareholders' Meeting.

C.2.2 Complete the following table with information regarding the number of female directors who were members of Board committees at the close of the past four years:

	<b>2025</b>	<b>2024</b>	<b>2023</b>	<b>2022</b>
	%	%	%	%
<b>Audit and Compliance Committee</b>	66.67	66.67	66.67	66.67
<b>Appointments, Remuneration and Corporate Governance Committee</b>	50.00	33.00	33.00	33.00

<b>Observations</b>

C.2.3 Indicate, where applicable, the existence of any regulations governing Board committees, where these regulations are to be found, and any amendments made to them during the year. In turn, it will be indicated whether an annual report on the activities of each commission has been prepared on a voluntary basis.

The composition, organisation and responsibilities of the Board Committees are regulated in detail in Articles 33 and 34 of the Regulations of the Board of Directors.

The Board Regulations are available for consultation on the corporate website. It can be accessed directly through the following link: <https://www.lineadirectaaseguradora.com/gob.-corporativo-y-p.-remuneraciones/consejo-de-administración/reglamento-del-consejo>

Each Committee has voluntarily prepared an annual report on its activities, which can be downloaded from the corporate website, together with the rest of the documentation available for the purposes of the next General Meeting.

## **RELATED-PARTY TRANSACTIONS AND INTRA-GROUP TRANSACTIONS**

D.1 Explain, where appropriate, the procedure and competent bodies relating to the approval of transactions with related and intragroup parties, indicating the criteria and general internal rules of the entity that regulate the abstention obligations of the affected director or shareholders. Detail the internal information and periodic control

procedures established by the company in relation to those related-party transactions whose approval has been delegated by the board of directors.

The Board of Directors must approve the transactions that the Company or companies in its group carry out with directors or with shareholders who hold, individually or in concert with others, a significant shareholding, including shareholders represented on the Board of Directors of the Company or of other companies that are part of the same group or with persons related to them. The directors affected or who represent or are linked to the affected shareholders must abstain from participating in the deliberation and voting of the resolution in question.

Article 23 "Related party transactions" of the Regulations of the Board of Directors of Línea Directa Aseguradora states that the Board of Directors formally reserves the right to approve any transaction that the Company, or companies in its group, carries out with directors, with shareholders holding 10% or more of the voting rights, with shareholders represented on the Board of Directors of the Company or of other companies in the Group, or with persons related to them, including any other persons who should be considered related parties in accordance with International Accounting Standards.

The approval must necessarily be agreed by the General Shareholders' Meeting when it relates to a related-party transaction whose amount or value is equal to or greater than ten percent (10%) of the company's assets according to the last annual balance sheet approved by the Company. The approval by the General Meeting or by the Board of Directors of a related-party transaction must be the subject of a prior report by the Audit and Compliance Committee.

On July 20, 2021, the Company's Board of Directors approved a Related Party Transactions Policy in order to detail the rules to be followed in those transactions that the Company or any of the companies integrated in the Línea Directa Aseguradora Group, carry out with related parties (the "Policy").

On 20 July 2021, within the framework of this Policy, the Board unanimously agreed to delegate to the Chief Executive Officer the power to approve transactions that comply with the limits set out in Article 529 duovicies, paragraph 4, and Article 231 bis, paragraph 3, of the Spanish Capital Companies Act. The approval of these delegated related-party transactions will not require a prior report from the Audit and Compliance Committee, although the fairness and transparency of such delegated transactions will be verified at least once a year.

For the proper application of the Policy, internal mechanisms have been established to allow coordination between the departments involved and the establishment of clear and objective criteria for the evaluation of operations. These mechanisms are developed in an internal procedure that has been brought to the attention of the areas involved.

- D.2 Detail individually those transactions that are significant in terms of their amount or relevant in terms of their subject matter carried out between the company or its subsidiaries and the shareholders holding 10% or more of the voting rights or represented on the company's board of directors, indicating which body has been competent for their approval and whether any affected shareholder or director has abstained. In the event that the board of directors has responsibility, indicate if the proposed resolution has been approved by the board without a vote against the majority of the independents:

Name or corporate name of the shareholder or any of its subsidiaries	% Shareholding	Name or corporate name of the subsidiary company or entity	Nature of the relationship	Type of operation and other information required for its evaluation	Amount (thousands of euros)	Body that has approved it	Identification of the significant shareholder or director who abstained	The proposal to the board, if any, was approved by the board without the majority of independent directors voting against

Observations
There have been no operations of this type in the 2025 financial year. The transactions approved in previous years with the significant shareholder Bankinter, S.A. and the Bankinter group remain in force.

D.3 Give individual details of the operations that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with the administrators or managers of the company, including those operations carried out with entities that the administrator or manager controls or controls jointly, indicating the competent body for its approval and if any affected shareholder or director has abstained. In the event that the board of directors has responsibility, indicate if the proposed resolution has been approved by the board without a vote against the majority of the independents:

Name or company name of the directors or officers or of their controlled or jointly controlled entities	Name or company name of the company or entity within its group	Relationship	Nature of the transaction and other information necessary for its evaluation	Amount (thousands of euros)	Body that has approved it	Identification of the shareholder or director who abstained	The proposal to the board, if any, was approved by the board without the majority of independent directors voting against

<b>Observations</b>
There have been no operations of this type in the 2025 financial year

- D.4 Report individually on intra-group transactions that are significant due to their amount or relevant due to their subject matter that have been undertaken by the company with its parent company or with other entities belonging to the parent's group, including subsidiaries of the listed company, except where no other related party of the listed company has interests in these subsidiaries or that they are fully owned, directly or indirectly, by the listed company.

In any case, any intra-group transaction carried out with entities established in countries or territories that are considered to be tax havens will be reported:

<b>Company name of the entity within the group</b>	<b>Brief description of the operation and other information necessary for its evaluation</b>	<b>Amount (thousands of euros)</b>

<b>Observations</b>
N/A

- D.5 Give individual details of the operations that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with other related parties pursuant to the international accounting standards adopted by the EU, which have not been reported in previous sections.

<b>Observations</b>
N/A

- D.6 Give details of the mechanisms in place to detect, determine and resolve potential conflicts of interest between the company and/or its group and its directors, senior management, significant shareholders or other associated parties.

The director must notify the Board of Directors, through the Chairman or the Secretary of the Board, of any situation of direct or indirect conflict of interest in which he or she finds himself. All directors and executives must make a statement on possible situations of conflict of interest in which they find themselves, prior to their appointment. This declaration must be updated periodically or at the time when the situation of conflict of interest occurs.

The Board of Directors must approve the transactions that the Company or companies in its group carry out with directors or with shareholders who hold, individually or in concert with others, a significant shareholding, including shareholders represented on the Board of Directors of the Company or of other companies that are part of the same group or with persons related to them. The directors affected or who represent or are linked to the affected shareholders must abstain from participating in the deliberation and voting of the resolution in question.

There is an internal policy and procedure that govern the rules to be followed in transactions that the Company or any of the companies that make up the Línea Directa Aseguradora Group, carry out with related parties (see section D1).

- D.7 Indicate whether the company is controlled by another entity within the meaning of Article 42 of the Commercial Code, whether listed or not, and has, directly or through its subsidiaries, business relationships with that entity or any of its subsidiaries (other than those of the listed company) or carries out activities related to those of any of them.

Yes

No

## E. RISK MANAGEMENT AND CONTROL SYSTEMS

- E.1 Explain the scope of the company's Financial and Non-Financial Risk Control and Management System, including those of a tax nature.

The Línea Directa Group is exposed to various risks inherent to the activities and businesses it carries out, as well as those derived from external factors, which may prevent it from achieving its objectives and executing its strategies successfully. In order to ensure that the most relevant risks are duly identified, measured, managed and controlled, the following principles of action are established:

**Integration.** - Risk management is part of the management responsibilities and an integral part of all the Organisation's processes. A culture of risk management must be maintained in each of the decisions taken at all levels.

**Independence.** - At the operational level, an adequate segregation of duties must be ensured, as well as the coordination mechanisms between the business units and the risk monitoring and control units.

**Comprehensive management.** - The entities of the Línea Directa Aseguradora Group must identify, measure, manage and control all of their significant risks, establishing the appropriate policies, procedures, structure and means for each of them. The Risk Map is the tool that provides a global vision of the most significant risks to which the entity is exposed.

**Transparency.** - Appropriate channels must be maintained to promote the communication of internal information, so that any threat can be detected as soon as possible to avoid or reduce the impact.

**Review and continuous improvement of risk management.** - The adequacy, suitability and efficiency of risk management will be reviewed and evaluated periodically. Opportunities for improvement that may arise internally from learning from reported incidents or externally, due to the availability of new tools and knowledge that can improve risk management, will be analysed.

**Compliance with internal regulations.** - The values and standards of conduct reflected in the Code of Ethics, in particular the commitment to upholding the law, and the principle of "zero

tolerance" towards the commission of illegal acts and fraud as set out in the *Integrity and Compliance Policies* must be observed at all times.

These principles, set out in the General Risk Policy, are applicable to all employees, managers and administrators of all the companies that make up the Línea Directa Aseguradora Group and are available on the corporate website in the Corporate Governance section.

In view of the characteristics and singularities of their own business, subsidiaries must adopt the Group's General Risk Policy and implement the necessary control systems to ensure compliance.

The definition of the risks identified as relevant and the particularities in terms of their control and management, are developed through specific policies for each risk category, which are subject to approval by the Board of Directors and complement the General Risk Policy.

The Group's Risk Map is the tool that includes all the risks identified, their assessment and their control measures.

## E.2 Identify the bodies within the company responsible for preparing and executing the financial and non-financial risk management and control system, including tax risk.

The organisational structure of risk management and control responds to the principles of independence and segregation of duties between business units and risk monitoring and control units.

The main roles and responsibilities of the governing bodies and parties involved in the risk control and management process are defined below:

The **Board of Directors of Línea Directa Aseguradora** is responsible for determining the *General Risk Policy*, which will serve as a framework for the specific policies of each risk to which the Company is subject.

The **Audit and Compliance** Committee is responsible for overseeing the effectiveness of the company's internal control, internal audit and risk management systems. This Committee is informed by the heads of the Risk Function and by the Internal Audit Function in relation to the most significant risks included in the entity's Risk Map, as well as the status of the recommendations issued and the evolution of the Key Risk Indicators (KRI).

**The Internal Audit Function**, the third line of defence, has the mission of improving and protecting the value of the organisation by providing objective assurance, advice and risk-based information, helping the Board of Directors and the Executive Management of the Group, to protect the assets, reputation, sustainability of the organisation and the interests of shareholders.

**The Risk Management** Functions, the second line of defence, are responsible for:

- Ensuring the proper functioning of risk management and control systems and, in particular, seeing to it that all significant risks affecting the company are properly identified, managed and quantified.
- Actively participate in the development of the risk strategy and in important decisions about its management.
- Ensure that risk control and management systems adequately mitigate risks within the framework of the policy defined by the Board of Directors.
- Periodically evaluate the adequacy and effectiveness of the controls (understood as measures planned to mitigate the impact of the risks identified) and make recommendations to those responsible for the risks, which will be materialised in action plans.
- Periodically report on the status of the Company's risks, as well as the possible materialisation of risks, the result of the tests carried out on the controls and the status of all the

recommendations derived from them to the Management Committee and, with the periodicity deemed appropriate, to the Audit and Compliance Committee and the Standing Risk Committee.

The risk management functions are equipped with appropriate information systems and controls to ensure compliance with this policy and their operation is included in the specific policies for each type of risk.

**The Standing Risk Committee** is responsible for facilitating and monitoring the implementation of effective risk management practices. Periodically receives reports from the first line of defence. The operation of the specific committees, their organisation and competences, is detailed in the *Governance System of Línea Directa Aseguradora S.A.*

**Senior management** is responsible for creating a culture and organisational structure that promotes effective risk management. The heads of the Business and Support Areas must be aware of the risks in their area of activity and manage them in a way that is consistent with their functions, powers and responsibilities, while also implementing the necessary measures for risk management.

**The Corporate Risk Department** coordinates the functions of the 2nd line of defence (Risk Management, Actuarial, Regulatory Compliance, ICFR, ICSIS and Fraud Management) and channels the reporting of these to the Group's governing bodies.

**The first line of defence** consists of the Business and Support Areas, who are responsible for detecting and reporting, to the Standing Risk Committee, the risks that may become apparent in the performance of their activities and managing them in cooperation with the Risk Department. Its mission is to implement effective controls and manage risks in the day-to-day of its operations, ensuring that the organisation's objectives are met and that operations are carried out efficiently with respect for legal, regulatory and ethical standards.

**E.3 Indicate the main risks, financial and non-financial, including tax risks and, to the extent significant, those arising from corruption (the latter being understood within the scope of Royal Decree-Law 18/2017), which may affect the achievement of business objectives.**

The Línea Directa Aseguradora Group is exposed to various risks inherent to the activities and businesses it carries out, as well as those derived from external factors, which may prevent it from achieving its objectives and executing its strategies successfully. Línea Directa Aseguradora, in its general risk policy, has identified the following risk categories:

- Non-life underwriting risk
- Health risk (disease underwriting)
- Market and concentration risk
- Financial, Credit and Counterparty Risks, including contingent liabilities and other off-balance sheet risks
- Operational risks
- Technology and cybersecurity risks
- Legal risk (regulatory and compliance)
- Financial information risk
- ESG (Environmental, Social and Governance) Risks
- Reputational risk
- Strategic and emerging risks

**E.4 Identify whether the entity has levels of risk tolerance, including tax risk.**

**The Board of Directors** has ultimate responsibility for defining and setting the risk appetite. It is also responsible for setting limits for identified risks, including tax risks, and making sure they are properly monitored and managed. It is also responsible for updating the organisation's risk appetite framework every year and monitoring the effective risk profile, and ensuring the two are properly aligned.

The Board of Directors has established a target solvency ratio of no less than 150%, well above the limits established by the regulations, which allows the Entity to maintain a sufficient capital surplus to meet possible future deviations.

Those risks that exceed the established limits must be subject to actions to return to the accepted thresholds, to the extent that the risk is manageable and the cost of the measures for its mitigation is justified by the effect that the materialisation of the risk may have on the entity.

In addition, the Línea Directa Group has developed policies and established procedures and controls to incorporate ESG criteria in investment decision-making, so that for issues with ESG risk, the value of the portfolio is limited to 8% of the group's total assets, as indicated in the sustainable investment policy available on the corporate website in the Corporate Governance section.

Each of the identified risk categories has one or more key risk indicators (KRI) that are monitored in a dashboard, setting three thresholds: green, indicating that the risk is acceptable; amber, indicating that monitoring is required; and red, implying that the risk is outside the tolerance limits and action plans must be established.

In 2025, the company monitored 109 risk indicators, of which 15 have been selected as the most representative and which are periodically reported to the Audit Committee regardless of their value.

On an annual basis, the Board of Directors or the Audit and Compliance Committee shall set the risk tolerance limits. They will also approve changes to the thresholds of key risk indicators, which are reviewed annually.

**E.5. Indicate which financial and non-financial risks, including tax risks, have materialised during the year:**

In relation to tax risks, Línea Directa was notified in 2024 of the commencement of audit procedures concerning Corporate Income Tax, VAT, withholdings and payments on account of Personal Income Tax and Insurance Premium Tax (2020–2022 periods, except for Corporate Income Tax, which also included 2019). The details of this inspection are included in the Annual Accounts.

In terms of data protection, Línea Directa experienced a security breach involving a service provider. The incident was duly reported to the Spanish Data Protection Agency, which subsequently confirmed that the case had been closed.

**E.6. Explain the response and supervision plans for the entity's main risks, including tax risks, as well as the procedures followed by the company to ensure that the board of directors responds to the new challenges that arise:**

Línea Directa Aseguradora has internal control processes and an effective risk management system that complies with current regulations and is in line with the best practices in the sector and configured around the three lines of defence.

The function of the second line is carried out by the Regulatory Compliance, Risk Management and Internal Control, Actuarial Function and ICFR departments, in accordance with the provisions of the Law on the Regulation, Supervision and Solvency of Insurance and Reinsurance Companies. These functions are independent of each other, with a specific scope and purpose, all of which is set out in their own Policies, ensuring homogeneous application in all areas and subsidiaries of the Group. They define the functions and obligations of these departments as well as their commitment and principles of action.

All of them report their actions and results to the Audit and Compliance Committee on a regular basis, preparing annual reports or whenever circumstances require it due to specific and unforeseen situations. Likewise, they have the power to immediately report significant and relevant changes that may occur in a risk, so that there is the possibility of generating economic losses above the defined tolerance limits, of incurring high penalties as a result of legal or regulatory breaches, considerable reputational damage and danger to the continuity of the provision of the service.

**Regulatory Compliance** is responsible for ensuring the proper treatment of current regulations in all areas of the organisation, guaranteeing compliance and creating a common, aligned and homogeneous strategy. It also advises the Board of Directors on compliance with the rules or obligations of positive law that are applicable to the Group and its activities, including not only those derived from relationships with third parties but also those arising from self-imposed norms (internal policies) or sectoral or ethical standards.

The **Risk Management Function** is focused on the management of operational risk, understood as the risk of loss derived from the inadequacy or dysfunction of internal processes, personnel, systems or external events. Therefore, they are responsible for ensuring that operational risk management is carried out in a comprehensive manner since the effects and causes are transversal and interrelated.

The Línea Directa Group also has an **Internal Control System on Financial Reporting** (ICFR) and **Sustainability Information** (ICISS) with the fundamental objective of obtaining improvements in the efficiency and security of the processes for preparing the organisation's economic-financial and sustainability information, proactively adopting the best practices in this area.

The importance of the **Tax Function**, exercised by the Tax Department, should be highlighted as an expert function that centralises advice on tax regulations and the safeguarding of tax risks in all the organisation's operations. However, these tax risks are integrated, depending on their nature, regulatory or operational, in the corresponding functions described above.

Línea Directa also has an **Actuarial Function** whose activity guarantees the correct management of underwriting risks, reinsurance and calculation of technical provisions.

As a third line of defence, we must highlight the work of **Internal Audit**, which functionally depends on the Audit and Compliance Committee and is responsible for coordinating and supporting the process of identification, analysis and evaluation and for carrying out periodic risk control. This Department reports to the Audit Committee and the Board of Directors.

The **Board of Directors** is ultimately responsible for establishing and defining risk appetite, as well as for the existence of limits on the risks identified and that are properly monitored and managed. It is also responsible for updating the company's risk appetite framework annually, monitoring the effective risk profile and ensuring consistency between the two. On an annual basis, the Board of Directors, following a report from the **Audit and Compliance** Committee,

sets the risk tolerance limits and approves changes in the thresholds of the Key Risk Indicators (KRIS).

At the operational level, the Corporate Risks area has developed a **map with the 10 most relevant risks for the company**. These risks, regardless of their residual criticality, are subject to **intensive monitoring and a permanent review of the degree of mitigation of their control** environments because their materialisation can compromise the strategy and the achievement of objectives.

Considering the constant increase in cybercrime, the entity has a Security Master Plan aimed at strengthening response and recovery systems and protocols, as well as a Business Continuity system whose objective is to facilitate an effective response to possible high-impact incidents, minimising the damage caused.

The **Capital Management Policy** establishes that, in view of the results of the internal risk and solvency assessment in the different scenarios and the solvency levels that may be considered necessary based on the risk appetite, the Board of Directors may adopt the **relevant decisions in relation to the company's equity**.

## **F. INTERNAL RISK CONTROL AND MANAGEMENT SYSTEMS IN RELATION TO THE FINANCIAL REPORTING PROCESS (SCIIF)**

**Describe the mechanisms forming your company's Internal Control over Financial Reporting (ICFR) system.**

### **F.1 Entity control environment**

**F.1.1. Which bodies and/or functions are responsible for: (i) the existence and maintenance of an adequate and effective ICFR; (ii) its implementation; and (iii) its supervision.**

(i) In Línea Directa Aseguradora, the supervision of the internal control system of financial information is carried out by the Board of Directors, through the Audit and Compliance Committee (ACC).

The Audit and Compliance Committee is responsible for knowing, supervising and evaluating the preparation process and the integrity of financial and non-financial information, as well as the financial and non-financial risk control and management systems relating to the company and, where appropriate, the group.

The Committee shall inform the Board of Directors in advance of all matters provided for in the law, the bylaws and the Regulations of the Board and, in particular, on the financial information that the Company must make public from time to time.

(ii) The design and effective implementation of the ICFR is the responsibility of the Corporate Risk Department, to which the Internal Control over Financial Reporting department reports. Its functions include the implementation, updating and monitoring of tasks and processes in relation to compliance with the objectives of the Internal Control System and specifically the internal control of financial information.

(iii) The Regulations of the Board of Directors specify that among the basic functions of the **Audit and Compliance Committee (ACC)** are, among others, the functions of:

Knowing, supervising and assessing the process of preparation and the integrity of financial and non-financial information, along with the systems for the control and management of the company's financial and non-financial risks and, where appropriate, the Group - including operational, technological, legal, social, environmental, political and reputational or corruption, reviewing compliance with regulatory requirements - the suitable scope of the consolidation perimeter and the correct application of accounting standards.

To ensure the reliability and transparency of the internal and external information on the Company's results and activities and, in particular, to verify the integrity and consistency of the Company's financial statements, as well as the annual accounts, the annual report and the management report, prior to their approval or proposal by the Board of Directors and their publication.

To ensure that the annual accounts presented by the Board of Directors to the General Meeting are prepared in accordance with accounting regulations.

In accordance with these functions, the ACC is supervising the ICFR within the framework of internal control and the preparation and presentation of financial information.

The Audit and Compliance Committee is supported by both the Auditor and the Internal Audit area, which verify the efficiency of the control scheme over the quality of the financial information in order to detect possible deviations that could eventually lead to material errors in this information.

**F.1.2. Indicate whether the following exist, especially in relation to the drawing up of financial information:**

- **Departments and/or mechanisms in charge: (i) the design and review of the organisational structure; (ii) clear definition of lines of responsibility and authority with an appropriate distribution of tasks and functions; and (iii) ensuring that adequate procedures exist for their proper dissemination throughout the entity.**

(i) The policy of the Board of Directors is to delegate the day-to-day management of the Company to the executive bodies and the management team and to concentrate its activity on the general supervisory function. In relation to the design and review of the organisational structure, the People Department is responsible for determining the basic structure of the organisation, determining the different levels of authority and the consequent levels of responsibility, in accordance with the roles model reported to the Board of Directors, which organises the functions in order to adapt the company's organisational structure to the current situation and market trends.

(ii) In order to comply with the objectives and responsibilities of maintaining and supervising the Financial Reporting Control process, specific functions have been defined that affect those responsible for each process related to Financial Reporting and whose objectives are to ensure compliance with the controls implemented, analyse their operation and report on any changes or incidents that may occur.

These functions include, from the lowest to the highest level of responsibility, the technicians and persons responsible for each process defined in the control environment and the heads of each business unit directly related to the processes related to the system of Internal Control over Financial Reporting.

Internal Control over Financial Reporting, attached to the Group's Corporate Risks Area, receives information from the various process managers and sees to it that the ICFR system works properly.

(ii) Both the hierarchical and functional lines of responsibility are duly communicated to all the Group's employees through internal communication channels. The Role Model has been communicated to the entire organisation and is available to all employees.

The organisational chart is available to the entire organisation on the Group's corporate intranet.

(iii) The Línea Directa Group has a Policy on the System of Internal Control over Financial Reporting, which sets out the lines of responsibility and authority in relation to the processes of preparing financial information. This policy was approved by the Board of Directors on 21 July 2022 and subsequent revisions have not made any changes from the first version, so the policy approved by the Board in 2022 is the one that remains in force.

- **Code of conduct, approval body, degree of dissemination and instruction, principles and values included (indicating whether there are specific mentions of the register of operations and preparation of financial information), body in charge of analysing non-compliance and proposing corrective actions and sanctions.**

The organisation has had a Code of Ethics since 27 January 2011, updated in September 2025 and which addresses to the concern of its management body and the Management of Línea Directa Aseguradora to specify and disseminate the organisation's values among all its employees and stakeholders.

The purpose of this Code of Ethics is to establish the general guidelines that must govern the conduct of the employees of Línea Directa Aseguradora S.A. and its subsidiaries, in the performance of their functions and in their commercial and professional relationships, in accordance with the laws and respecting ethical principles. The ethical values contained in this document are the basic principles which underpin the commitments made by Línea Directa Aseguradora to their shareholders, partners, customers, suppliers, employees and communities. Línea Directa Aseguradora promotes compliance with this standard through its dissemination, the specific training of its employees and its surveillance and compliance system.

The Code is available on the company's intranet and on the Group's corporate website and can be consulted by anyone who wishes to do so.

All staff receive training on the Code of Ethics at the time of their incorporation. It is an online training that requires the completion of a self-assessment test that allows a record of the trainees to be kept to ensure knowledge and understanding of the course content.

Lines of conduct are developed on different subjects, among which:

- Conflict of interest
- Anti-bribery and anti-corruption measures
- Transparency of information
- Reserved and confidential information
- Commitment to legality

In particular, and in relation to financial reporting, paragraph 9 (Transparency of information) states that Línea Directa considers transparency of information to be a basic principle that should govern its actions. In particular, it will be ensured that the information communicated to shareholders, customers, stakeholders, regulatory bodies and public administrations is truthful, complete and adequately reflects the situation of the company. In addition, section 16 (commitment to legality) establishes that employees must act with honesty and integrity in all their contacts or transactions with the authorities and employees of governments and administrations,

ensuring that all the information and certifications they submit, as well as the statements they make, are truthful, clear and complete.

The Board of Directors of Línea Directa Aseguradora has appointed an Ethics Manager as the individual responsible for the management of the company's Internal Information System, making this person responsible for receiving and responding to all questions and doubts that may arise from the application of the Code of Ethics, as well as for addressing, analysing, assessing and resolving the various reports received regarding possible breaches of regulations or inappropriate conduct.

The Ethics Manager is assigned, among others, the following functions in relation to the Ethics Channel:

- Addressing, managing, processing, supervising, assessing and solving the reports received until they are resolved.
- Submit a proposal, in order to make decisions to correct the non-compliance and adopt preventive actions to avoid its recurrence, to the head of the affected area and, where appropriate, to the Management Committee and Board of Directors.
- Archive or propose action plans when a risk situation arising from non-compliance becomes apparent.
- Regularly drawing up reports and statistics on the level of compliance with the Code of Ethics and reports received through the Ethics Channel, submitting the recommendations they deem appropriate to the Board of Directors.

The communications management procedure is regulated in the Ethics Channel Policy, approved by the Board of Directors, which is published on the corporate website. Queries, facts or actions related to the Code of Ethics, breaches of national or European regulations or inappropriate conduct that come through the Ethics Channel will be processed in accordance with the provisions of this procedure.

- **Whistleblower channel, so that financial or accounting irregularities can be reported to the audit committee, as well as potential breaches of the code of conduct and unlawful activities undertaken in the organisation. The whistleblower may insist that their disclosure remains confidential.**

To promote the application of the Code of Ethics, a Whistleblowing Channel is available on the corporate website and on the intranet, through which queries, complaints or suggestions can be relayed to the Ethics Manager.

This channel complies with current regulations and in particular Law 2/2023, of 20 February, regulating the protection of people who report regulatory breaches and the fight against corruption.

All actions associated with the Ethics Channel will be treated with the utmost confidentiality with respect to the identity of the person submitting the report and the information and documentation provided.

The communications management procedure is regulated in the Ethics Channel Policy, approved by the Board of Directors, which is published on the corporate website.

In order to ensure that people who, in a work or professional context, detect regulatory infractions or actions contrary to the Code of Ethics or any other breach of current legal regulations, report them with due guarantees, the following general principles of action are established in the management of the Ethics Channel:

1. Confidentiality of the identity of the informant and any third party mentioned in the communication, as well as the processing of the information and its investigation.
2. Prohibition of retaliation.

3. Respect for the principle of presumption of innocence and the right of defence of the affected parties.
4. Independence, impartiality and absence of conflicts of interest in management.
5. Effective processing of communications.
6. Accessibility.

When offences are detected through the Ethics Channel regarding irregularities of potential legal significance, especially of a financial and accounting nature, and which affect the internal control systems, procedures and accounting practices, the Risk Management and Internal Control Area shall be notified and the matter shall be resolved with their collaboration.

When possible criminal offences are revealed through the Ethics Channel, the Ethics Manager may seek the collaboration of the company's legal departments as required by the nature of the possible offence, resolving with their collaboration and in accordance with the provisions of the Criminal Compliance Policy. When the facts could constitute an offence, the information shall be sent to the Public Prosecutor's Office.

- **Training and periodic updating programmes for personnel involved in the preparation and review of financial information, as well as in the evaluation of the ICFR, covering at least accounting standards, auditing, internal control and risk management.**

The Entity provides the financial staff of the different entities of the Group, involved in the preparation and review of financial information, with the possibility of receiving continuous training and updating of knowledge so that they can effectively perform their functions. This training can be provided both internally and by attending external courses and seminars.

The training plans for the personnel involved in financial reporting are approved by the Group's Financial Management and by the different departments involved. These training plans are supervised and managed by the People Department.

In 2025, 72 training sessions related to financial information have been given in the Group. A total of 2,025 hours have been taught and 333 people have participated.

The process of identifying risks relating to financial reporting is formally described in the Línea Directa Group's ***Policy on the System of Internal Control over Financial Reporting*** and in the Group's ***ICFR Methodology*** document, both of which are available on the intranet.

One of the objectives of the process is to identify and determine the relevant financial information and the processes required for its preparation, which must be subject to the internal control system, under a defined materiality criterion and taking into account the totality of the financial information reported and published.

The design of the ICFR system in place at the Línea Directa Group will therefore take into account materiality and qualitative criteria, focusing on those areas and processes carrying the greatest risk of fraud and error. These criteria are used to determine the business processes relevant to the Group's financial reporting.

The identification of risks follows a "top-down" process, in which the group companies considered relevant will first be identified, then the headings and sub-headings of the financial statements of the companies included and, finally, the business processes that impact them will be identified.

All processes and sub-processes are defined and detailed through flowcharts, descriptive narratives for each process and risk and control matrices, detailing the processes and sub-

processes, the risks associated with them and the controls that mitigate them, as well as the frequency with which these controls are carried out.

All business processes identified as relevant are assigned a responsible area that, under the supervision of the Financial Reporting Internal Control area, will be responsible for identifying the risks associated with the process and implementing and executing the necessary controls to mitigate them. These areas responsible for controls will thus carry out their function as the first level of control within the ICFR.

The Internal Control over Financial Reporting function shall request evidence that such controls have been run and, under the supervision of the Corporate Risks Department, shall perform its function as a second level of control.

The internal audit function, within the scope of its competencies and capabilities and the defined audit plan, serves as support in the supervision of the internal control system carried out by the Audit and Compliance Committee (including internal control over the Company's financial information), submitting the reports that are required by it.

- **Whether the process covers all the objectives of financial reporting, (existence and occurrence; completeness; valuation; presentation; disclosure and comparability; and rights and obligations), whether it is updated and if so, how often.**

Both the procedures for identifying financial reporting risks and the controls designed for relevant processes and activities take into account the totality of the objectives of financial reporting.

The objectives of internal control of financial information, compliance with which allows the identified risks to be mitigated and the reliability of the financial information of the Línea Directa group to be reasonably assured, are as follows:

- **Existence and occurrence of financial transactions:** The transactions, facts and other events reflected in the financial information do exist and have been recorded at the appropriate time.
- **Presentation, Breakdown and Comparability/Classification:** transactions and other events are classified, presented and disclosed in the financial information in accordance with applicable law and regulations. The controls are correctly broken down, classified and described in the flowchart.
- **Integrity:** The information reflects all transactions, facts and other events in which the entity is an affected party.
- **Assessment/Accuracy:** Transactions, facts and other events are recorded and valued in accordance with applicable regulations.
- **Audit cut-off:** Transactions and events have been recorded in the correct period.
- **Rights and obligations:** The financial information reflects, as of the corresponding date, the rights and obligations through the corresponding assets and liabilities, in accordance with the applicable regulations.

Supervision of this risk identification process is continuous, especially in processes that are more relevant due to their materiality. The Internal Control over Financial Reporting area is responsible for reviewing and updating them. It is reviewed at least once a year to ensure that there have been no significant changes in the risks relating to the financial information being monitored.

- **The existence of a process of identification of the consolidation perimeter, taking into account, among other aspects, the possible existence of complex corporate structures, instrumental or special purpose entities:**

Línea Directa Group's Financial Information function is part of the Financial Department, which is responsible for determining the Group's scope of consolidation.

The accounting and tax consolidation perimeters are defined and identified in accordance with current regulations and are reviewed and updated if there are changes in the shareholding or each time any of the Group's entities establishes or acquires an entity outside said perimeter or is dissolved or liquidated.

In the consolidation process, the global integration procedure will be applied for the annual accounts of the subsidiaries. Consequently, all balances and transactions made between the consolidated entities must be eliminated in the consolidation process.

The main accounting policies, including those relating to the identification of the Group's perimeter, are described in detail in the annual report.

The relevant information on the holdings in Subsidiaries, Multi-Group and Associates, as well as the changes that have occurred in the scope of consolidation, are included in Note 4 of the consolidated financial statements. The note also includes information on the most significant acquisitions and disposals that have taken place during the year.

- **Whether the process takes into account the effects of other types of risk (operational, technological, financial, legal, tax, reputational, environmental, etc.) to the extent that they affect the financial statements.**

Within the financial reporting environment, in addition to the operational, financial and legal risks inherent to the economic sector in which the company and Group entities operate, technological and information recording risks are of particular relevance. Reputational and market risks are also included to the extent that they may affect the financial statements.

In this process, each risk factor is linked to the heading of the financial statements that would be impacted in the event that the potential risk materialises, the main headings being: Insurance contract assets and liabilities, premiums, provisions, financial returns, acquisition expenses, administrative expenses and benefits expenses.

All of the above risks are monitored through the Group's Internal Control unit.

- **Which governing body of the entity oversees the process:**

In the Línea Directa Group, the Board of Directors is the body responsible for financial information and the existence of an adequate and effective Internal Control System over it. The Board of Directors delegates to the Audit and Compliance Committee (ACC) the function of periodically supervising the ICFR with the support of the Internal Audit area.

### **F.3 Control Activities**

**F.3.1. Review and authorisation procedures for financial information and a description of the ICFR, to be disclosed to the securities markets, indicating those responsible, as well as documentation describing the flow of activity and controls (including those relating to the risk of fraud) of the various types of transactions which may materially affect the financial statements, including accounting procedures and the specific review of significant judgements, estimates, valuations and projections.**

In the Línea Directa Group, the Board of Directors is the body responsible for financial information and the existence of an adequate and effective Internal Control System over it, which aims to provide the Group with reasonable assurance regarding the reliability of the financial information generated and published in the markets.

As established in Article 4 of the Regulations of the Board of Directors, the powers exercised directly by the Board include *the determination of the risk control and management policy, including tax risks and the supervision of internal information and control systems. To this end, approve the risk control and management policy, as well as the periodic monitoring of internal information and control systems, including the risks associated with the marketing of products and transparency with customers, as well as compliance with the rules of professional ethics and conduct of the securities market.*

The **Board of Directors** delegates the function of reviewing financial information to the Audit and Compliance Committee (ACC).

One of the basic responsibilities of the ACC in this regard is to inform, in advance, the Board of Directors on all matters provided for in the law, the bylaws and in these Regulations and, in particular, on:

- The financial information that the Company must make public periodically,
- The creation or acquisition of interests in special-purpose entities or entities domiciled in countries or territories that are considered tax havens and,
- Transactions with related parties.

In this way, the Audit Committee must ensure the reliability and transparency of the internal and external information on the Company's results and activities and, in particular, verify the integrity and consistency of the Company's financial statements, as well as the annual accounts, the annual report and the management report, prior to their approval or proposal by the Board of Directors and their publication.

The Internal Control System of Financial Reporting in the Línea Directa Group focuses on ensuring the proper recording, valuation, presentation and breakdown of transactions that are material and therefore may affect financial information

The Group has documented all the processes that, due to their relevance or typology, may impact financial information, as well as the procedures and controls related to them.

The accounting of the insurer and almost all its subsidiaries is highly mechanised and is automatically triggered from the business applications. For this reason, the ICFR focuses especially on manual processes and closing processes focused on balancing accounting with the different business applications.

During the accounting closing process, the different entities of the Group report, through the assigned managers, the financial information that the Group's Financial Area consolidates to prepare the reports. In the consolidation process, there are controls that allow the detection of errors that may materially affect the financial statements.

Controls are also run during this accounting process to detect any material errors that might affect the financial information. This includes reconciliations of current accounts, control of outstanding items, analysis of balances and trends therein, comparisons with estimates and budget, control of large entries, and analysis of balances between group companies, among others. This process of drawing up the accounts is analysed and reviewed by the Group's Finance Department and the results are subsequently reported to the ACC.

**F.3.2. Internal IT control policies and procedures (access security, control of changes, system operation, operational continuity and segregation of duties, among others) which support significant processes within the company relating to the preparation and publication of financial information.**

Línea Directa's information systems related to the processes of preparing financial information, either directly or indirectly, guarantee the correct preparation and publication of financial information. To this end, the Entity has policies and procedures that guarantee the security and reliability of the information.

Línea Directa **Aseguradora's Cybersecurity Policy** is the reference framework aimed at facilitating the definition, management, administration and implementation of the security mechanisms and procedures necessary to achieve the level of protection appropriate to the criticality of Línea Directa Aseguradora's information assets.

The **Standard on the Use of Information Systems** regulates the proper use of these systems so as to guarantee the security and confidentiality of the information processed within them, protect the good image and name of Línea Directa and ensure full compliance with the law.

The management of access to applications and information systems is clearly established and standardised. The Company has specific internal procedures governing profile-based access to applications, with such profiles being adapted to the functions carried out by each role.

Specifically, SAP ERP accesses are defined by workstations and are assigned according to the functions to be performed. In this way, within the financial area, there are several different access profiles depending on the job position and the group company in question.

Línea Directa also has a **Business Continuity Policy** that serves as a global framework for ensuring the continuity and availability of ICT systems, particularly those supporting essential and critical functions for the organisation. The policy complies with the requirements of applicable financial sector regulations, guaranteeing the availability and redundancy of the necessary technological, organisational, and human resources to maintain and continuously improve Business Continuity. It ensures that the configuration and design of these resources are appropriate to meet continuity objectives, in line with the business impact analysis.

A Business Continuity Plan (BCP) has been put in place to respond to any event that might significantly interrupt the normal activity of the company or any of its component parts. This continuity plan has included the critical areas for the purposes of preparing financial information, specifically the various areas included within Finance and the area of internal control of information within Corporate Risks.

For changes in existing applications or implementation of new applications, both the development and the technical and functional tests of the users are carried out in environments other than those of production (development or test environments) so that they do not affect the actual operations of the Group. Changes or new applications are transferred to the real environment (production) once they have been tested by all parties involved.

### **F.3.3. Internal control policies and procedures aimed at supervising the management of activities subcontracted to third parties, as well as those aspects of evaluation, calculation or valuation entrusted to independent experts, which may materially affect the financial statements.**

The procedure for outsourcing and contracting services with third parties that Línea Directa Aseguradora may carry out is regulated through the **Outsourcing Policy**.

The Group is particularly concerned about operations carried out by third parties in order to ensure that in key processes, both from the point of view of business continuity and from the regulatory point of view that may have been outsourced, there is the maximum guarantee of control and compliance with the requirements demanded by insurance regulations in the event of outsourcing of essential functions.

In this regard, the recommendations of the EIOPA Guidelines on Governance System have been followed in the preparation of the policy in relation to the requirements to be respected by

insurance companies in the outsourcing of critical or important functions. The policy has been revised to also include the requirements of the European Digital Operational Resilience Regulation (DORA).

This Policy summarises the requirements and conditions required in the case of regulatory and/or outsourcing of IT services, including:

- a) The analysis prior to outsourcing that must be carried out, among other issues, developing the criteria to determine whether a function or activity is critical or important;
- b) The decision-making process on outsourcing and the appointment of the person responsible for the outsourced functions;
- c) the details to be included in the contract with the service provider; and
- d) business contingency plans, including the conditions for terminating or revoking contracts for critical or important outsourced functions or activities.
- e) Record of outsourced activities and report submitted to the Board of Directors and the regulator.

The principles that govern the selection of suppliers to ensure that the needs of the Línea Directa Group for goods and services are met efficiently and with quality and that they are oriented towards the commitment to contribute to the sustainability of the economic and social development of the environment are set out in the group's **Responsible Purchasing Policy**.

Compliance with the principles contained in this policy contributes to achieving its strategic objectives, in line with the values, principles and guidelines of conduct established in the Línea Directa Group's Code of Ethics and Code of Conduct for Suppliers.

The Group has a **Code of Conduct** for suppliers that aims to inform its suppliers of the general principles for the exercise of their work and professional activity in their different areas of action. The Group ensures the continued application of these principles by suppliers and includes the Code as an Annex in contracts with suppliers.

At Línea Directa, no assessment, calculation or valuation aspects are entrusted to independent experts that could have a material impact on the financial statements, with the exception of certain asset valuations over which controls are established to ensure the integrity of the data and the valuation methods applied.

## **F.4 Information and communication.**

**F.4.1. A specifically assigned function for defining and updating accounting policies (accounting policy area or department) and resolving doubts or conflicts arising from their interpretation, maintaining a free flow of information to those responsible for operations in the organisation, as well as an up-to-date accounting policy manual distributed to the business units through which the company operates.**

The Financial Area is responsible for ensuring the quality, transparency and timeliness of the individual financial information of Línea Directa Aseguradora and the consolidated financial information of the Línea Directa Group, ensuring that the appropriate accounting methods are used.

Thus, the Financial Reporting and Accounting area, which reports to the Finance Department, includes the functions of keeping the applicable accounting policies and regulations affecting the Group's financial information up to date, supervising the application of these policies and, where appropriate, coordinating the implementation of internal changes affecting the flow of financial information in relation to accounting policies, and resolving queries and conflicts arising from the interpretation of accounting regulations. In this regard, the Company has an **Accounting Policy Handbook**, setting out the accounting standards, procedures and policies to be applied within the Línea Directa Group when drawing up the financial statements. This manual, prepared by the

Financial Information and Accounting area and approved by the Audit and Compliance Committee, is updated annually and circulated to the rest of the organisation and the rest of the Group's entities.

#### **F.4.2 Mechanisms for capturing and preparing financial information in standardised formats for application and use by all units of the entity or group, and support its main financial statements and notes, as well as disclosures concerning ICFR.**

The business operations of both the parent company and almost all the subsidiaries of the Línea Directa Group are integrated and highly mechanised and the registration of the main operations automatically triggers their accounting. The entire group uses the SAP ERP as an accounting application, so the formats for preparing financial information are homogeneous.

Automatic accounting is parameterised and defined by the Financial Information and Accounting area, which reports to the Group's Finance Department, in order to ensure compliance with the applicable regulations in force at any given time and the Group's accounting policies.

All subsidiaries that are part of the Group's perimeter report their financial statements on a monthly basis to the Financial Management of the parent company in accordance with the Group's chart of accounts.

The process of consolidating the Group's financial statements is also highly mechanised and is based on the use of the SAP Group Reporting tool, which is used to standardise and harmonise accounting information and consolidate the consolidated group perimeter. In the accounting closing and consolidation processes, a series of preventive or detective controls have been established to guarantee the reliability of the accounting data that are published.

The Group's Internal Control of Financial Reporting area is responsible for the preparation of information related to the ICFR; as well as the periodic review of controls and evidence and the issuance of quarterly and annual reports that are reported to the Audit Committee.

#### **F.5 Supervision of the operation of the system.**

**F.5.1. The activities of the audit committee in overseeing ICFR as well as whether there is an internal audit function one of the responsibilities of which is to provide support to the committee in its task of supervising the internal control system, including ICFR. Likewise, information shall be provided on the scope of the evaluation of the ICFR carried out in the year and the procedure by which the person in charge of executing the evaluation communicates its results, whether the entity has an action plan detailing any corrective measures and whether their impact on financial information has been considered.**

Línea Directa has a Corporate Internal Audit Area, which reports functionally to the Audit and Compliance Committee and supports, within the scope of its remit and the audit plan in place, the process of overseeing the internal control system carried out by the Audit and Compliance Committee (including internal control over the Company's financial information) by submitting any reports the committee may require of it.

The Audit and Compliance Committee supervises the financial information reflected in section F.3.1 above. of this report and also approves the Internal Audit Plan and monitors it on a quarterly basis.

Internal Audit reviews, within the scope of its competences and always within the scope of the approved audit plan, the processes, procedures and activities, the control environment, the identification and management of risks and the corporate governance and regulatory compliance framework of the Línea Directa Group. One of its main functions is to add value to the areas of the organisation with control functions for the improvement and consolidation of the internal

control system, procedures applied and control activities, without prejudice to the independence and autonomy of the Internal Audit function.

In its work of supervising Internal Control, the Audit Committee reviews quarterly the information on the ICFR reported by the second line.

Through this report, the Committee

- reviews the results of the controls and review activities carried out during the period
- analyses their impact on financial reporting
- evaluates the action plans in place
- and checks that the necessary corrective measures have been carried out.

**F.5.2. Whether there is a discussion procedure whereby the auditor (as defined in the Spanish Technical Audit Standards), the internal auditor and other experts can report to senior management and the audit committee or directors of the company any significant weaknesses in internal control identified during the review of the annual financial statements or any others they have been assigned. It will also report on whether it has an action plan that seeks to correct or mitigate the weaknesses observed.**

The Audit and Compliance Committee of the company has among its competences to know, supervise and assess the process of preparation and the integrity of financial and non-financial information, along with the systems for the control and management of the company's financial and non-financial risks and, where appropriate, the Group - including operational, technological, legal, social, environmental, political and reputational or corruption, reviewing compliance with regulatory requirements - the suitable scope of the consolidation perimeter and the correct application of accounting standards.

In accordance with the provisions of the Board Regulations, it also serves as a communication channel between the Board of Directors and external/internal auditors, to assess the results of audit reports and compliance with the comments and conclusions made, as well as to discuss with the auditors any significant gaps detected in the internal control system during the course of the audit. In this respect, communications with the auditors shall be made for each review carried out, at the end of each review, and always prior to the Board of Directors' formulation of the financial statements.

#### **F.6 Other relevant information**

There is no other relevant information regarding the ICFR that has not been included in this report.

#### **F.7. Report of the external auditor.**

**F.7.1. If the information from the ICFR submitted to the markets has been reviewed by the external auditor, in which case the entity should include the corresponding report as an annex. If not, reasons why should be given.**

The auditing firm PricewaterhouseCoopers Auditores, S.L., as auditor of the Group's annual accounts, reviews on an annual basis the content of the information submitted to the market on the control model of the financial information system established and described above. Attached to this Auditor's Report is the Information relating to the Internal Control System of Financial Information (ICFR) of the Línea Directa Group for the financial year 2025

## **G. DEGREE OF FOLLOW-UP ON CORPORATE GOVERNANCE RECOMMENDATIONS**

1. That the bylaws of listed companies do not limit the maximum number of votes that can be cast by the same shareholder, nor contain other restrictions that make it difficult to take control of the company through the acquisition of its shares on the market.

Complies  Explain

2. That when the listed company is controlled by another entity in the meaning of Article 42 of the Commercial Code, whether listed or not, and has, directly or through its subsidiaries, business relations with said entity or any of its subsidiaries (other than the listed company) or carries out activities related to those of any of them it should make accurate public disclosures on:
  - a) The respective areas of activity and any business relationships between, on the one hand, the listed company or its subsidiaries and, on the other, the parent company or its subsidiaries.
  - b) The mechanisms provided for resolving any conflicts of interest that may arise.

Complies  Partially complies  Explain  Not applicable

3. That during the holding of the ordinary general meeting, as a complement to the written dissemination of the annual corporate governance report, the chairman of the board of directors orally informs the shareholders, in sufficient detail, of the most relevant aspects of the company's corporate governance and, in particular:
  - a) Of the changes that have occurred since the previous ordinary general meeting.
  - b) The specific reasons why the company does not follow any of the recommendations of the Corporate Governance Code and, if any, the alternative rules it applies in this area.

Complies  Partially complies  Explain

4. That the company define and promote a policy relating to communication and contacts with shareholders and institutional investors within the framework of their involvement in the company, as well as with proxy advisors, that is fully compliant with anti-market abuse rules and gives equal treatment to shareholders in the same position. And that the company makes this policy public through its website, including information relating to how it has been implemented and identifying the interlocutors or those responsible for carrying it out.

And that, without prejudice to the legal obligations of disseminating privileged information and other types of regulated information, the company also has a general policy regarding the communication of economic-financial, non-financial and corporate information through the channels it considers appropriate (media, social networks or other means) that contributes to maximising the dissemination and quality of information available to the market, investors and other stakeholders.

Complies  Partially complies  Explain

5. That the Board of Directors should not submit to the General Shareholders' Meeting any proposal for delegation of powers allowing the issue of shares or convertible securities with the exclusion of pre-emptive rights in an amount exceeding 20% of the capital at the time of delegation.

And that when the board of directors approves any issue of shares or convertible securities excluding preemptive subscription rights, the company shall immediately publish on its website the reports on such exclusion referred to in commercial legislation.

Complies [ X ] Partially complies [ ] Explain [ ]

6. That listed companies that prepare the reports mentioned below, whether required or voluntary, publish them on their website well in advance of the ordinary general meeting, even if their dissemination is not mandatory:
- a) Report on auditor independence.
  - b) Reports on the workings of the audit and nomination and remuneration committees.
  - c) Audit committee report on related-party transactions.

Complies [ X ] Partially complies [ ] Explain [ ]

7. That the company broadcasts live, through its website, the holding of the general meetings of shareholders. And that the company should have mechanisms in place allowing the delegation and casting of votes by means of data transmission and even, in the case of large-caps and to the extent that it is proportionate, attendance and active participation in the General Meeting to be conducted by such remote means.

Complies [ X ] Partially complies [ ] Explain [ ]

8. That the audit committee ensures that the annual accounts that the board of directors presents to the general meeting of shareholders are prepared in accordance with accounting regulations. And that in cases in which the auditor has included a qualification or reservation in its audit report, the Chairman of the Audit Committee should clearly explain to the General Meeting the opinion of the audit committee on its content and scope, making a summary of this opinion available to shareholders at the time when the meeting is called, alongside the other Board proposals and reports.

Complies [ X ] Partially complies [ ] Explain [ ]

9. That the company makes public on its website, on a permanent basis, the requirements and procedures that it will accept to prove the ownership of shares, the right to attend the general meeting of shareholders and the exercise or delegation of the right to vote.

And that such requirements and procedures promote attendance and the exercise of shareholder rights in a non-discriminatory fashion.

Complies [ X ] Partially complies [ ] Explain [ ]

10. That when a legitimate shareholder has exercised, prior to the holding of the general meeting of shareholders, the right to complete the agenda or to present new proposals for resolutions, the company:
- a) Immediately disseminate such complementary points and new proposals for agreement.
  - b) Should publish the attendance, proxy and remote voting card specimen with the necessary changes such that the new agenda items and alternative proposals can be voted on in the same terms as those proposed by the Board of Directors.

- c) Submit all such alternative items or proposals to the vote and apply to them the same voting rules as those formulated by the board of directors, including, in particular, presumptions or inferences as to the direction of the vote.
- d) After the general meeting of shareholders, communicate the breakdown of the vote on such complementary points or alternative proposals.

Complies [ ] Partially complies [ ] Explain [ ] Not applicable [ X ]

11. That if the company intends to pay premiums for attending the General Shareholders' Meeting, it should establish in advance a general policy on such premiums and this policy should be stable.

Complies [ ] Partially complies [ ] Explain [ ] Not applicable [ X ]

12. That the Board of Directors should perform its functions with a unity of purpose and independence of criterion, treating all similarly situated shareholders equally and being guided by the best interests of the company, which is understood to mean the pursuit of a profitable and sustainable business in the long term, promoting its continuity and maximising the economic value of the business.

And that in pursuit of the company's interest, in addition to complying with applicable law and rules and conducting itself on the basis of good faith, ethics and a respect for commonly accepted best practices, it should seek to reconcile its own company interests, when appropriate, with the interests of its employees, suppliers, clients and other stakeholders that may be affected, as well as the impact of its corporate activities on the communities in which it operates and on the environment.

Complies [ X ] Partially complies [ ] Explain [ ]

13. That the board of directors has the necessary size to achieve an effective and participatory functioning, which makes it advisable that it has between five and fifteen members.

Complies [ X ] Explain [ ]

14. That the board of directors approves a policy aimed at promoting an appropriate composition of the board of directors and that:

- a) Be concrete and verifiable.
- b) Ensures that proposals for appointment or re-election are based upon a prior analysis of the skills required by the Board of Directors; and
- c) Favours diversity of knowledge, experience, age and gender. To this end, measures that encourage the company to have a significant number of senior managers are considered to favour gender diversity.

That the result of the prior analysis of the competencies required by the board of directors is included in the justifying report of the appointments committee that is published when calling the general meeting of shareholders to which the ratification, appointment or re-election of each director is submitted.

The nomination committee will annually verify compliance with this policy and explain its findings in the annual corporate governance report.

Complies [ X ] Partially complies [ ] Explain [ ]

15. That proprietary and independent directors constitute a large majority of the board of directors and that the number of executive directors is the minimum necessary, taking into account the complexity of the corporate group and the percentage of participation of the executive directors in the company's capital.

And that the number of female directors represents at least 40% of the members of the board of directors before the end of 2022 and beyond, not being less than 30% previously.

Complies  Partially complies  Explain

16. That the percentage of proprietary directors over the total number of non-executive directors is not greater than the proportion between the company's capital represented by said directors and the rest of the capital.

This criterion may be attenuated:

- a) In large-capitalisation companies in which there are few shareholdings that are legally considered significant.
- b) In the case of companies in which there is a plurality of shareholders represented on the board of directors and they are not linked to each other.

Complies  Explain

The percentage of proprietary directors out of the total number of non-executive directors exceeds the proportion between the share capital of the company represented by such directors and the rest of the share capital, as the company understands that it is important for two major shareholders to participate in the Board of Directors.

17. The number of independent directors must represent at least half of the total number of directors.

However, when the company is not highly capitalised or when, even if it is, it has one or more shareholders acting in concert, controlling more than 30% of the share capital, the number of independent directors represents at least one third of the total number of directors.

Complies  Explain

18. That companies make public through their website and keep updated, the following information about their directors:

- a) Professional and biographical profile.
- b) Any other Boards to which the directors belong, regardless of whether or not the companies are listed, as well as any other remunerated activities engaged in, regardless of type.
- c) Indication of the category of director to which they belong, indicating, in the case of proprietary directors, the shareholder they represent or with whom they have ties.
- d) Date of their first appointment as a director of the company's Board of Directors, and any subsequent re-elections.
- e) Company shares and options on them, that they hold.

Complies  Partially complies  Explain

19. That the annual corporate governance report, after verification by the nomination committee, should explain the reasons for the appointment of any proprietary directors at the proposal of shareholders whose holding is less than 3%. It should also explain, if applicable, why formal requests from shareholders for presence on the Board were

not honoured, when their shareholding was equal to or exceeded that of other shareholders whose proposal for proprietary directors was honoured.

Complies [ ] Partially complies [ ] Explain [ ] Not applicable [ X ]

20. That proprietary directors present their resignation when the shareholder they represent transfers their shareholding in full. They should also resign, in a proportional fashion, in the event that said shareholder reduces its percentage interest to a level that requires a decrease in the number of proprietary directors.

Complies [ ] Partially complies [ ] Explain [ ] Not applicable [ X ]

21. That the board of directors does not propose the removal of any independent director before the end of the statutory period for which he or she has been appointed, except when there is just cause, assessed by the board of directors following a report from the appointments committee. Specifically, just cause is considered to exist if the director takes on new duties or commits to new obligations that would interfere with his or her ability to dedicate the time necessary for attention to the duties inherent to his or her post as a director, fails to complete the tasks inherent to his or her post, or is affected by any of the circumstances which would cause the loss of independent status in accordance with applicable law.

The removal of independent directors may also be proposed as a result of takeover bids, mergers or other similar corporate transactions that involve a change in the company's capital structure, when such changes in the structure of the board of directors are brought about by the proportionality criterion set out in recommendation 16.

Complies [ X ] Explain [ ]

22. That companies should establish rules requiring that directors inform the Board of Directors and, where appropriate, resign from their posts, when circumstances arise which affect them, whether or not related to their actions in the company itself, and which may harm the company's standing and reputation, and in particular requiring them to inform the Board of any criminal proceedings in which they appear as suspects or defendants, as well as of how the legal proceedings subsequently unfold.

And that, if the Board is informed or becomes aware in any other manner of any of the circumstances mentioned above, it must investigate the case as quickly as possible and, depending on the specific circumstances, decide, based on a report from the nomination and remuneration committee, whether or not any measure must be adopted, such as the opening of an internal investigation, asking the director to resign or proposing that the director be dismissed. And that it is reported in the annual corporate governance report, unless there are special circumstances that justify it, which must be recorded in the minutes. This is without prejudice to the information that the company must disseminate, if appropriate, at the time of the adoption of the corresponding measures.

Complies [ X ] Partially complies [ ] Explain [ ]

23. All directors must clearly express their opposition when they consider that any proposal for a decision submitted to the board of directors may be contrary to the corporate interest. This particularly applies to independent directors and directors who are unaffected by a potential conflict of interest if the decision could be detrimental to any shareholders not represented on the Board of Directors.

Furthermore, when the Board of Directors makes significant or repeated decisions about which the director has serious reservations, the director should draw the appropriate

conclusions and, in the event the director decides to resign, explain the reasons for this decision in the letter referred to in the next recommendation.

This recommendation also applies to the secretary of the board of directors, even if he or she does not have the status of director.

Complies  Partially complies  Explain  Not applicable

24. That whenever, due to resignation or resolution of the General Shareholders' Meeting, a director leaves before the completion of his or her term of office, the director should explain the reasons for this decision, or in the case of non-executive directors, their opinion of the reasons for cessation, in a letter addressed to all members of the Board of Directors.

And that, without prejudice to all this being reported in the annual corporate governance report, insofar as it is relevant to investors, the company must publish the cessation as quickly as possible, adequately referring to the reasons or circumstances adduced by the director.

Complies  Partially complies  Explain  Not applicable

25. That the appointments committee ensures that non-executive directors have sufficient time available for the proper performance of their functions. And that the board regulations establish the maximum number of company boards of which their directors can be members.

Complies  Partially complies  Explain

26. That the board of directors meets with the necessary frequency to effectively perform its functions and at least eight times a year, following the programme of dates and matters established at the beginning of the financial year, with each director being able to individually propose other items on the agenda not initially foreseen.

Complies  Partially complies  Explain

27. That the absences of directors be reduced to essential cases and quantified in the annual corporate governance report. And when absences do occur, that the director appoint a proxy with instructions.

Complies  Partially complies  Explain

28. That when the directors or the secretary express concern about a proposal or, in the case of directors, about the progress of the company and such concerns are not resolved in the board of directors, at the request of the person who has expressed them, they are recorded in the minutes.

Complies  Partially complies  Explain  Not applicable

29. That the company establishes the appropriate channels so that the directors can obtain the necessary advice for the fulfilment of their functions, including, if circumstances so require, external advice at the expense of the company.

Complies  Partially complies  Explain

30. That the companies, regardless of the knowledge required of directors for the exercise of their functions, also offer directors knowledge update programmes when circumstances so advise.

Complies  Explain  Not applicable

31. That the agenda of the meetings clearly indicates those points on which the board of directors must adopt a decision or agreement so that the directors can study or collect, in advance, the necessary information for their adoption.

When, exceptionally, for reasons of urgency, the chairman wishes to submit to the board of directors for approval decisions or agreements that do not appear on the agenda, the prior and express consent of the majority of the directors present will be required, which will be duly recorded in the minutes.

Complies  Partially complies  Explain

32. That the directors are regularly informed of the movements in the shareholding and of the opinion that significant shareholders, investors and rating agencies have about the company and its group.

Complies  Partially complies  Explain

33. That the chairman, as the person responsible for the efficient workings of the Board of Directors, in addition to carrying out the duties assigned by law and the bylaws, should prepare and submit to the Board of Directors a schedule of dates and matters to be considered; organise and coordinate the periodic evaluation of the Board as well as, if applicable, the chief executive of the company, should be responsible for leading the Board and the effectiveness of its work; ensuring that sufficient time is devoted to considering strategic issues, and approve and supervise refresher courses for each director when circumstances make this advisable.

Complies  Partially complies  Explain

34. That when there is a coordinating director, the bylaws or Board regulations should confer upon him or her the following powers in addition to those conferred by law: To preside over the board of directors in the absence of the chairman and vice-chairmen, if any; to echo the concerns of non-executive directors; liaising with investors and shareholders to find out their views in order to form an opinion on their concerns, in particular in relation to the corporate governance of the company; and coordinating the president's succession plan.

Complies  Partially complies  Explain  Not applicable

35. That the secretary of the board of directors take special care that in its actions and decisions the board of directors takes into account the recommendations on good governance contained in this Code of Good Governance that are applicable to the company.

Complies  Explain

36. That the full board of directors evaluates once a year and adopts, where appropriate, an action plan that corrects the deficiencies detected with respect to:

- a) The quality and efficiency of the functioning of the board of directors.
- b) The workings and composition of its committees.

- c) The diversity in the composition and powers of the board of directors.
- d) The performance of the chairman of the board of directors and the chief executive of the company.
- e) The performance and contribution of each director, paying special attention to the heads of the different committees of the board.

In order to perform its evaluation of the various committees, the Board of Directors will take a report from the committees themselves as a starting point and for the evaluation of the Board, a report from the nomination committee.

Every three years, the board of directors will be assisted in carrying out the evaluation by an external consultant, whose independence will be verified by the nomination committee.

The business relationships that the consultant or any company in its group maintains with the company or any company in its group must be detailed in the annual corporate governance report.

The process and areas evaluated will be described in the annual corporate governance report.

Complies  Partially complies  Explain

37. That when there is an executive committee, there must be at least two non-executive directors, at least one of whom is independent; and that its secretary is that of the board of directors.

Complies  Partially complies  Explain  Not applicable

38. That the board of directors is always aware of the matters discussed and of the decisions adopted by the executive committee and that all members of the board of directors receive a copy of the minutes of the meetings of the executive committee.

Complies  Partially complies  Explain  Not applicable

39. That the members of the audit committee as a whole and especially its chairman, be appointed taking into account their knowledge and experience in accounting, auditing and risk management, both financial and non-financial.

Complies  Partially complies  Explain

40. Under the supervision of the audit committee, there is a unit that assumes the internal audit function that ensures the proper functioning of the information and internal control systems and that functionally reports to the non-executive chairman of the board or the chairman of the audit committee.

Complies  Partially complies  Explain

41. That the head of the unit that assumes the internal audit function submits to the audit committee, for approval by the latter or by the board, its annual work plan, reports directly to it on its implementation, including any possible incidents and limitations to the scope that may arise in its development, the results and follow-up of its recommendations and submits to it at the end of each financial year an activity report.

Complies  Partially complies  Explain  Not applicable

42. That, in addition to those provided for in the law, the audit committee should have the following functions:

1. In relation to information and internal control systems:
  - a) Supervising and evaluating the process of preparation and the completeness of the financial and non-financial information, as well as the control and management systems for financial and non-financial risk relating to the company and, if applicable, the group - including operational , technological, legal, social, environmental, political and reputational risk, or risk related to corruption - reviewing compliance with regulatory requirements, the appropriate delimitation of the scope of consolidation and the correct application of accounting criteria
  - b) To ensure the independence of the unit that assumes the internal audit function; to propose the selection, appointment and dismissal of the head of the internal audit service; propose the budget for this service; approve or propose approval to the Board of the Internal Audit guidance and annual work plan, ensuring that its activity is primarily focused on relevant risks (including reputational risks); receive regular information on their activities; and to verify that senior management takes into account the conclusions and recommendations of its reports.
  - c) Establish and supervise a mechanism that allows employees and other persons related to the company, such as directors, shareholders, suppliers, contractors or subcontractors, to report irregularities of potential significance, including financial and accounting irregularities or of any other nature, related to the company that they notice within the company or its group. This mechanism must guarantee confidentiality and, in any case, provide for cases in which communications can be made anonymously, respecting the rights of the complainant and the accused.
  - d) Generally ensure that established internal control policies and systems are effectively implemented in practice.
  
2. In relation to the external auditor:
  - a) In the event that the external auditor resigns, examining the circumstances leading to such resignation.
  - b) Ensure that the remuneration of the external auditor for his work does not compromise his quality or independence.
  - c) Supervise that the company communicates through the CNMV the change of auditor and accompanies it with a statement on the possible existence of disagreements with the outgoing auditor and, if any, their content.
  - d) Ensure that the external auditor holds an annual meeting with the plenary of the board of directors to inform them of the work carried out and the evolution of the company's accounting and risk situation.
  - e) Ensure that the company and the external auditor comply with the rules in force on the provision of services other than auditing, the limits on the concentration of the auditor's business and, in general, the other rules on auditor independence.

Complies [ X ] Partially complies [ ] Explain [ ]

43. That the audit committee may summon any employee or officer of the company and even order that they appear without the presence of any other director.

Complies  Partially complies  Explain

44. That the audit committee be informed about the structural and corporate modification operations that the company plans to carry out for its analysis and prior report to the board of directors on its economic conditions and accounting impact and, especially, where appropriate, on the proposed exchange ratio.

Complies  Partially complies  Explain  Not applicable

45. That the risk control and management policy identifies or determines at least:
- a) The various types of financial and non-financial risks (including operational, technological, legal, social, environmental, political and reputational risks and risks relating to corruption) which the company faces, including among the financial or economic risks contingent liabilities and other off-balance sheet risks.
  - b) A risk control and management model based on different levels, which will include a specialised risk committee when sector regulations so require or the company considers it to be appropriate.
  - c) The level of risk that the company considers to be acceptable.
  - d) The measures envisaged to mitigate the impact of the risks identified, should they materialise.
  - e) The information and internal control systems that will be used to control and manage the aforementioned risks, including contingent liabilities or off-balance sheet risks.

Complies  Partially complies  Explain

46. That under the direct supervision of the audit committee or, where appropriate, of a specialised committee of the board of directors, there is an internal control and risk management function exercised by an internal unit or department of the company that has expressly attributed the following functions:
- a) Ensuring the proper functioning of the risk management and control systems and, in particular, that they adequately identify, manage and quantify all material risks affecting the company.
  - b) Actively participate in the development of the risk strategy and in important decisions about its management.
  - c) Ensure that risk management and control systems adequately mitigate risks within the framework of the policy defined by the board of directors.

Complies  Partially complies  Explain

47. That the members of the Appointments and Remuneration Committee – or of the Appointments Committee and the Remuneration Committee, if they are separate – are appointed on the basis that they have the appropriate knowledge, skills and experience for the functions they are called upon to perform and that the majority of these members are independent directors.

Complies  Partially complies  Explain

48. That large-cap companies have a separate appointments committee and a remuneration committee.

Complies [ ] Explain [ ] Not applicable [ X ]

49. That the appointments committee consults the chairman of the board of directors and the chief executive of the company, especially when it comes to matters relating to executive directors. And that any director may request the appointments committee to take into consideration, in case it finds them suitable in its opinion, potential candidates to fill director vacancies.

Complies [ X ] Partially complies [ ] Explain [ ]

50. That the remuneration committee exercise its functions independently and that, in addition to the functions assigned to it by law, it should be responsible for the following:

- a) To propose to the board of directors the basic conditions of the contracts of senior managers.
- b) To verify compliance with the remuneration policy established by the company.
- c) Periodically reviewing the remuneration policy applied to directors and senior managers, including share-based remuneration systems and their application, as well as ensuring that their individual remuneration is proportional to that received by the company's other directors and senior managers.
- d) Ensure that any conflicts of interest do not prejudice the independence of the external advice provided to the committee.
- e) Verify the information on remuneration of directors and senior managers contained in the different corporate documents, including the annual report on directors' remuneration.

Complies [ X ] Partially complies [ ] Explain [ ]

51. That the remuneration committee consults the chairman and chief executive of the company, especially when it comes to matters relating to executive directors and senior executives.

Complies [ X ] Partially complies [ ] Explain [ ]

52. That the rules regarding the composition and workings of the supervision and control committees should appear in the regulations of the Board of Directors and that they should be consistent with those applying to legally mandatory committees in accordance with the foregoing recommendations, including:

- a) That they are composed exclusively of non-executive directors, with a majority of independent directors.
- b) That their chairpersons be independent directors.
- c) That the Board of Directors select members of these committees taking into account their knowledge, skills and experience and the duties of each committee; discuss their proposals and reports; and require them to render account of their activities and of the work performed in the first plenary session of the Board of Directors held after each committee meeting.

- d) That the committees may seek external advice, when they consider it necessary for the performance of their functions.
- e) That minutes of its meetings be drawn up, which will be made available to all the directors.

Complies  Partially complies  Explain  Not applicable

53. That verification of compliance with the company's policies and rules on environmental, social and corporate governance matters, and with the internal codes of conduct be assigned to one or divided among more than one committee of the Board of Directors, which may be the audit committee, the nomination committee, a specialised committee on sustainability or corporate social responsibility or such other specialised committee as the Board of Directors, in the exercise of its powers of self-organisation, may have decided to create. And that such committee is made up only of non-executive directors, most of whom are independent and are specifically attributed the minimum functions indicated in the following recommendation.

Complies  Partially complies  Explain

54. The minimum functions referred to in the above recommendation are as follows:

- a) Supervision of compliance with the company's corporate governance rules and internal codes of conduct, also ensuring that the corporate culture is aligned with its purpose and values.
- b) Supervision of the application of the general policy relating to the communication of economic-financial, non-financial and corporate information as well as communication with shareholders and investors, proxy advisors and other stakeholders. Likewise, the way in which the entity communicates and relates to small and medium-sized shareholders will be monitored.
- c) The periodic evaluation and review of the corporate governance system and the company's environmental and social policy, in order to fulfil their mission of promoting the social interest and taking into account, as appropriate, the legitimate interests of the other stakeholders.
- d) Monitoring that the company's environmental and social practices are in line with the established strategy and policy.
- e) The supervision and evaluation of the relationship processes with the different stakeholders.

Complies  Partially complies  Explain

55. That sustainability policies in environmental and social matters identify and include at least:

- a) The principles, commitments, objectives and strategy in relation to shareholders, employees, customers, suppliers, social issues, the environment, diversity, fiscal responsibility, respect for human rights and the prevention of corruption and other illegal conduct.
- b) The methods or systems for monitoring compliance with policies, associated risks and their management.

- c) Mechanisms for monitoring non-financial risk, including those related to ethical aspects and business conduct.
- d) The channels of communication, participation and dialogue with stakeholders.
- e) Responsible communication practices that prevent information manipulation and protect integrity and honour.

Complies  Partially complies  Explain

**Observation:** The Company's framework for action and commitments in this area are made up of both the Sustainability Policy and the rest of the internal regulations approved for this purpose.

56. That director remuneration be sufficient in order to attract and retain directors who meet the desired professional profile and to adequately compensate them for the dedication, qualifications and responsibility demanded of their posts, while not being so excessive as to compromise the independent judgement of non-executive directors.

Complies  Explain

57. That variable remuneration linked to the company's performance and personal performance be limited to executive directors, as well as remuneration through the delivery of shares, options or rights on shares or instruments referenced to the value of the share and long-term savings systems such as pension plans, retirement systems or other social welfare systems.

Consideration may be given to delivering shares to non-executive directors as remuneration providing this is conditional upon their holding them until they cease to be directors. The foregoing shall not apply to shares that the director needs to dispose of, where appropriate, to meet the costs related to their acquisition.

Complies  Partially complies  Explain

58. That in the case of variable remuneration, remuneration policies incorporate the necessary technical limits and precautions to ensure that such remuneration is related to the professional performance of its beneficiaries and does not derive solely from the general evolution of the markets or the company's sector of activity or from other similar circumstances.

And, in particular, that the variable components of remuneration:

- a) Are linked to pre-determined and measurable performance criteria and that such criteria take into account the risk incurred to achieve a given result.
- b) Promote the sustainability of the company and include non-financial criteria that are suitable for long-term value creation, such as compliance with the company's internal rules and procedures and its policies for risk control and management.
- c) Are based on balancing the attainment of short-, medium- and long-term objectives, so as to allow remuneration of continuous performance over a period long enough to be able to assess its contribution to the sustainable creation of value, such that the elements used to measure performance are not associated only with one-off, occasional or extraordinary events.

Complies  Partially complies  Explain  Not applicable

59. The payment of the variable components of remuneration is subject to sufficient verification that the performance or other conditions previously established have been effectively met. Institutions shall include in the annual directors' remuneration report the criteria regarding the time required and methods for such verification according to the nature and characteristics of each variable component.

That, additionally, companies consider the inclusion of a reduction ('malus') clause for the deferral of the payment of a portion of variable remuneration components that would imply their total or partial loss if an event were to occur prior to the payment date that would make this advisable.

Complies  Partially complies  Explain  Not applicable

60. That remuneration related to company results should take into account any reservations that might appear in the external auditor's report and that would diminish said results.

Complies  Partially complies  Explain  Not applicable

61. That a relevant percentage of the variable remuneration of executive directors is linked to the delivery of shares or financial instruments referenced to their value.

Complies  Partially complies  Explain  Not applicable

62. Once the shares, options or financial instruments corresponding to the remuneration systems have been attributed, the executive directors may not transfer their ownership or exercise them until a period of at least three years has elapsed.

An exception is made in the case in which the director maintains, at the time of the transfer or exercise, a net economic exposure to the variation in the price of the shares for a market value equivalent to an amount of at least twice his or her fixed annual remuneration through the ownership of shares, options or other financial instruments.

The foregoing shall not apply to shares that the director needs to dispose of in order to meet the costs related to their acquisition or, following a favourable assessment by the appointments and remuneration committee, to deal with extraordinary situations that may require it.

Complies  Partially complies  Explain  Not applicable

63. That contractual arrangements should include a clause allowing the company to demand reimbursement of the variable remuneration components in the event that payment was not in accordance with the performance conditions or when payment was made based on data subsequently shown to have been inaccurate.

Complies  Partially complies  Explain  Not applicable

64. That payments for contract termination should not exceed an amount equivalent to two years of total annual remuneration and should not be paid until the company has been able to verify that the director has fulfilled all previously established criteria or conditions for payment.

For the purposes of this recommendation, payments for contractual termination will be considered to include any payments the accrual of which or the obligation to pay which arises as a consequence of or on the occasion of the termination of the contractual relationship between the director and the company, including amounts not previously vested of long-term savings schemes and amounts paid by virtue of post-contractual non-competition agreements.

Complies  Partially complies  Explain  Not applicable

## H. OTHER INFORMATION OF INTEREST

**The company may also indicate whether it has voluntarily adhered to other international, sectoral or other codes of ethical principles or best practices. Where appropriate, the code concerned and the date of accession shall be identified. In particular, it will mention whether it has adhered to the Code of Good Tax Practices, of 20 July 2010.**

Línea Directa Aseguradora formally adhered to the Code of Good Tax Practices on 29 June 2021.

It has also adhered to the UNESPA Guide to Good Practices on Transparency in Insurance Marketing (27 September 2023).

The Society has also joined the United Nations Global Compact on 15 November 2021 and UNEPFI – PSI (Principles for Sustainable Insurance) on 21 March 2023.

Línea Directa Aseguradora is a signatory of the six Principles for Responsible Investment (PRI) promoted by an international network of investors and the United Nations to promote the inclusion of environmental, social and good governance (ESG) criteria in investments.