

REPORT ON THE INDEPENDENCE OF THE STATUTORY AUDITOR OF THE EUSKALTEL GROUP FOR FINANCIAL YEAR 2017

1. Introduction

The Audit and Control Committee of Euskaltel, S.A. (hereinafter, Euskaltel, the Euskaltel Group or the Company) is an informational and consultative body without executive duties, the purview of which includes information, advisory and proposal-making powers, as follows:

- (i). internal and external audit,
- (ii). risk reporting and management systems, and
- (iii). compliance and good governance.

This scope of application is exercised with respect to both the parent Company and the subsidiaries making up the Euskaltel Group.

Articles 64.3 of the Bylaws and 5.2 of the Regulations of the Audit and Control Committee of Euskaltel, S.A. assign the following duties, among others, regarding the independence of the statutory auditors of the Euskaltel Group:

- **Preserve the independence of the statutory auditors** in the exercise of their duties,
- Establish appropriate relations with the statutory auditors to **receive information on those issues that might risk the independence thereof**,
- **Annually receive from the statutory auditors written confirmation of their independence from the Company** or entities directly or indirectly related thereto, as well as information on additional services of any kind provided to these entities by the statutory auditors or by persons or entities related thereto, in accordance with laws on auditing of accounts,
- **On an annual basis, and prior to the audit report, issue a report expressing an opinion as to whether the independence of the statutory auditors is compromised.** This report must in all cases pass upon the provision of the additional services referred to in the preceding paragraph, considered individually and as a whole, other than the legal audit, and upon the rules on independence or the legal provisions governing audit activities.

This report is prepared in compliance with the provisions of the aforementioned articles of the Bylaws and the Regulations of the Audit and Control Committee, as well as the provisions making up the directly applicable regulatory framework.

2. Regulatory framework

The principal rules making up the regulatory framework directly applicable to the content of this report are the following:

- Section 529 *quaterdecies* of the consolidated text of the Companies Act, approved by Royal Legislative Decree 1/2010 of 2 July.
- Law 22/2015 of 20 July on Auditing of Accounts,
- Recommendations 6 and 42 of the Good Governance Code of Listed Companies 2015,
- Article 64 of the Bylaws of Euskaltel, S.A.,

- Article 5.2 of the Regulations of the Audit and Control Committee of Euskaltel, S.A., and
- Technical Guide on Audit Committees at Public Interest Entities, published by the CNMV on 27 June 2017.

3. Principal actions of the Audit and Control Committee of Euskaltel, S.A. to preserve the independence of the statutory auditors in the performance of their duties

3.1. The Audit and Control Committee of Euskaltel, S.A. and its Chair have met with the group's statutory auditors on various occasions, both in the presence of Company management and in the absence thereof. These meetings included follow-up to ensure, among other things, that there are no issues jeopardising the independence of the Company's statutory auditors with respect to the Euskaltel Group.

Apart from working meetings, the following meetings were held by the Audit and Control Committee with the statutory auditors during the year, at which the following principal issues were discussed with the external auditors:

| Date of Audit and Control Committee meeting: | Principal issues analysed: |
|---|--|
| 22/02/2017 | <ul style="list-style-type: none"> • Status of Audit Plan and pending procedures as at that date, and monitoring of the special emphasis areas for the entire group. • Other aspects relating to the Audit Plan, like internal control, accounting estimates and audit adjustments. • New accounting developments that might affect the Group. • Verification of compliance with duties of communication between the statutory auditor and the Audit Committee. • Preliminary drafts of audit reports. • Change in partner signing the audit report before the end of the required maximum period. • Monitoring to ensure that there are no issues affecting the independence of the external auditor. |
| 21/07/2017 | <ul style="list-style-type: none"> • Scope of consolidation of the group. • Consistent application of accounting principles of the Annual Accounts in relation to the interim Financial Statements. • Aspects relating to the Audit Plan, like audit risks, internal control, accounting estimates and audit adjustments. |
| Date of Audit and Control Committee meeting: | Principal issues analysed: |
| 19/12/2017 | <ul style="list-style-type: none"> • Planning of the audit: scope, planned dates and plan for ongoing communication with the company. |

- Materiality and Areas of Special Attention in the audit.
- Regulatory changes on accounting and on the reports to be issued by the statutory auditor.
- **Monitoring to ensure that there are no issues affecting the independence of the external auditor.**

All of these meetings have been held in accordance with a previously defined agenda and in the normal course of activities of the Audit and Control Committee.

3.2. The Audit and Control Committee, in the absence of the external auditor, engaged in additional follow-up on the relationship with the external auditor and the issues that might affect the independence thereof at the following meetings:

| Date of Audit and Control Committee meeting: | Principal issues analysed: |
|---|---|
| 22/02/2017 | <ul style="list-style-type: none"> • Analysis and preparation of the report on the independence of the statutory auditors for financial year 2016. |
| 26/04/2017 | <ul style="list-style-type: none"> • Analysis and monitoring of the services contracted with the external auditors. • Evaluation of external auditors and favourable report to the Board of Directors on the proposed renewal of the position in the case of Euskaltel, S.A. (individually) and the consolidated Group. |
| 24/10/2017 | <ul style="list-style-type: none"> • Analysis and monitoring of the services contracted with the external auditors. |

3.3. The statutory auditors have held at least one meeting with the full Board of Directors, reporting on aspects such as the work performed, updates to accounting regulations, risks relating to their work that were taken into account and the maintenance of their independence.

3.4. The services provided by the group's statutory auditor during financial year 2017 were analysed, with the following results (euros):

| | <u>Group</u> |
|---|---------------------|
| Amount of audit services: | 244,000 |
| Amount of other non-audit work: | 168,858 |
| Total amount billed by the statutory auditors: | 412,858 |
| Amount of non-audit work / Total amount billed by the audit firm (%): | 40.9% |

The analysis has shown that, in financial year 2017, the amounts contracted for all items do not affect the independence of the Company's statutory auditors.

The amount of the audit services includes the services of auditing the consolidated Annual Accounts of Euskaltel, S.A. and independent companies, the services of auditing the individual Annual Accounts of the Companies making up the Group (Euskaltel, S.A., Telecable de Asturias, S.A., R Cable y Telecomunicaciones Galicia, S.A. and CINFO, Contenidos Informáticos Personalizados, S.L.), and the services of auditing the balance sheet of the Telecable Group, in the amount of 40 thousand euros, which required the hiring of statutory auditors.

The amounts billed for non-audit work are for:

- Services relating to Due Diligence on the Telecable Group, in the amount of 109 thousand euros.
- Limited review of the consolidated financial statements for the six-month period ended 30.06.17, in the amount of 57 thousand euros.
- Approved procedures relating to compliance with certain financial covenants, in the amount of 3 thousand euros.

3.5. Statutory auditors' fees are approved by the Audit and Control Committee, which, through the services of the Group's Internal Audit area, ensures that they do not compromise either the quality or the independence thereof.

3.6. A limit has been established on the services of the statutory auditors that may be contracted, which contracting may only be approved by the Group's Audit and Control Committee. Article 21 of the Regulations of the Audit and Control Committee of the Group provides:

"(...) 5. For the provision by the external auditor of other services for the Company, or any company of its group, other than the audit of accounts, it will require authorisation from the Committee, upon confirmation from said external auditor that the work to be done respects the regulations and provision on non-audit services. In this sense, the external auditor shall inform the Committee on an annual basis about additional services of any kind that it has rendered to the group.

6. The Committee will receive information about personnel incorporations into the Company or the group companies from the auditing firm, as well as staff from the group which joins the auditing firm."

3.7. An analysis was made of the appropriate rotation of the company's statutory auditor, financial year 2017 being the fifth year that the parent company is being audited by the same audit firm and the third year in the case of the consolidated group.

Prior to the end of the legal periods, both the audit firm and the company have naturally agreed to change the partner responsible for the audit report.

3.8. The written confirmation of the statutory auditors' independence in relation to the Company or entities directly or indirectly connected thereto referenced in article 64.3 of Euskaltel's Bylaws has been received.

This written confirmation, attached as an **Annex** hereto, expressly states that:

"The audit team and KPMG Auditores, S.L., with the extensions applicable thereto, have met the applicable independence requirements in accordance with the provisions of the Audit Act and Regulation (EU) no 537/2014 of 16 April.

(...)

Our Firm (sic) has implemented internal policies and procedures designed, as described in section 4 of the Transparency Report for financial year 2017 of KPMG Auditores, S.L. available at <https://home.kpmg.com/es/es/home/servicios/audit.html>, to provide reasonable assurance that KPMG Auditores, S.L. and its staff and any other persons subject to independence requirements (including the staff of network firms) maintain independence when so required by applicable legal provisions. The procedures include those intended to identify and evaluate threats that might arise from circumstances relating to audited entities, including those that might constitute grounds for disqualification and/or that might require application of the protective measures necessary to reduce the threats to an acceptably low level.

In this regard, no circumstances regarding said audits have been identified, either individually or as a whole, that in our professional opinion might entail a significant threat to our independence and thus require the application of protective measures, or that might be grounds for disqualification.”

4. Opinion of the Audit and Control Committee regarding the independence of the statutory auditors

Based on the actions taken, the Audit and Control Committee of Euskaltel, S.A. believes that during financial year 2017 and through the date of formulation of the Annual Accounts of the Euskaltel Group for financial year 2017, the independence of the statutory auditors of the Company and the consolidated Group was maintained, in accordance with the provisions of the Consolidated Text of the Audit Act issued by Royal Legislative Decree 1/2011 of 1 July and the regulations in implementation thereof.

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ANNEX. LETTER REGARDING INDEPENDENCE OF THE STATUTORY AUDITORS



KPMG Auditores, S.L.
Torre Iberdrola
Plaza de Euskadi, 5
48009 Bilbao
Tel +34 94 479 73 00
Fax +34 94 415 29 67
www.kpmg.es

Euskaltel, S.A.
Parque Tecnológico, 809
48160 Derio
(Bizkaia)

A la atención de D. Iñaki Alzaga

26 de febrero de 2018

Muy señores nuestros:

Con fechas 26 de junio de 2017 y 12 de noviembre de 2015 fuimos nombrados, auditores de las cuentas anuales individuales y consolidadas de Euskaltel, S.A. (la Sociedad) y sus sociedades dependientes (el Grupo) correspondientes al ejercicio terminado el 31 de diciembre de 2017, en el caso de la Sociedad, y a los ejercicios terminados en 31 de diciembre de 2015, 2016 y 2017 en el caso del Grupo.

En relación con este nombramiento como auditores y según lo requerido por la Norma Técnica de Auditoría (NIA-ES) 260 (Revisada) de "Comunicación con los responsables del gobierno de la entidad", para Entidades de Interés Público (EIPs) que, a los efectos exclusivos de lo dispuesto en la normativa reguladora de la actividad de auditoría de cuentas, se definen en el Artículo 15 del Real Decreto 1517/2011, de 31 de octubre, (modificado por el RD 877/2015, de 2 de octubre) por el que se aprueba el Reglamento que desarrolla el Texto Refundido de la Ley de Auditoría de Cuentas, y considerando lo establecido en el artículo 529 quaterdecies.4.e) del texto refundido de la Ley de Sociedades de Capital (TRLSC), aprobado por Real Decreto legislativo 1/2010, de 2 de julio (modificado por la disposición final cuarta de la Ley 22/2015, de 20 de julio, de Auditoría de Cuentas (LAC)), les confirmamos que:

- El equipo del encargo de auditoría, KPMG Auditores, S.L. y, en su caso, otras personas pertenecientes a la firma de auditoría y, cuando proceda, otras firmas de la red, con las extensiones que les son aplicables, han cumplido con los requerimientos de independencia aplicables de acuerdo con lo establecido en la LAC y el Reglamento (UE) nº 537/2014, de 16 de abril.
- A continuación se detallan los honorarios cargados a la entidad y a sus entidades vinculadas por una relación de control, desglosados por concepto, tanto por servicios de auditoría como por servicios distintos de la auditoría, durante el ejercicio finalizado el 31 de diciembre de 2017 por KPMG Auditores, S.L. y otras firmas de su misma red, para facilitarles la evaluación de los mismos en el marco de nuestra independencia:



23 de febrero de 2017

| | <u>Euros</u> |
|---|-----------------------|
| Por Servicios de auditoría | |
| Euskaltel, S.A. | 60.000 |
| Euskaltel, S.A. y sociedades dependientes | 30.000 |
| Telecable de Asturias, S.A. | 50.000 |
| Telecable de Asturias, S.A., auditoría de balance a 30 de septiembre de 2017 | 40.000 |
| | |
| R Cable y Telecomunicaciones Galicia, S.A. | 55.000 |
| Cinfo Contenidos informáticos Personalizados, S.L. | 9.000 |
| Otros servicios relacionados con la auditoría | |
| Revisión limitada de los estados financieros consolidados correspondientes al periodo de seis meses terminado en 30.06.17 | 57.200 |
| Informe de procedimientos acordados sobre el cumplimiento de ratios | 3.500 |
| Otros servicios | |
| Due Diligence Telecable de Asturias, S.A. | <u>106.158</u> |
| | <u>412.858</u> |

- Nuestra Firma tienen implantados políticas y procedimientos internos diseñados, según se describe en el apartado 4 del Informe de Transparencia del ejercicio 2017 de KPMG Auditores, S.L. disponible en <https://home.kpmg.com/es/es/home/servicios/audit.html>, para proporcionarle una seguridad razonable de que KPMG Auditores, S.L. y su personal, y, en su caso, otras personas sujetas a requerimientos de independencia (incluido el personal de las firmas de la red) mantienen la independencia cuando lo exige la normativa aplicable. Estos procedimientos incluyen aquellos dirigidos a identificar y evaluar amenazas que puedan surgir de circunstancias relacionadas con entidades auditadas, incluidas las que puedan suponer causas de incompatibilidad y/o las que puedan requerir la aplicación de las medidas de salvaguarda necesarias para reducir las amenazas a un nivel aceptablemente bajo.

En este sentido en relación con las auditorías indicadas no se han identificado circunstancias, que de forma individual o en su conjunto, según nuestro juicio profesional pudieran suponer una amenaza significativa a nuestra independencia y que por tanto, requiriesen la aplicación de medidas de salvaguarda o que pudieran suponer causas de incompatibilidad.

Esta confirmación ha sido preparada exclusivamente para los destinatarios de esta carta y en consecuencia no debe de ser distribuida, ni utilizada para cualquier otro propósito.

Reciban un cordial saludo



Cosme Carral López Tapia
Socio