

EIB GROUP INTERNAL AUDIT CHARTER

May 2026



**European
Investment Bank | Group**

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1 PURPOSE

- 1.1 The purpose of the Group Internal Audit function is to strengthen the EIB Group's ability to create, protect, and sustain value by providing independent, risk-based and objective assurance, advice, insight, and foresight.
- 1.2 The Group Internal Audit function enhances the EIB Group's:
 - 1.2.1 Successful achievement of its objectives,
 - 1.2.2 Governance, risk management, and control processes,
 - 1.2.3 Decision-making and oversight,
 - 1.2.4 Reputation and credibility with its stakeholders.
- 1.3 The EIB Group's Internal Audit function will adhere to The Institute of Internal Auditors' International Professional Practices Framework, which are the Global Internal Audit StandardsTM and Topical Requirements.

2 MANDATE

Authority

- 1.4 The EIB Board of Directors (and the EIF Board of Directors, for the purposes of implementation in the EIF) grants, by approving the EIB Group Internal Audit charter (Charter), the Group Internal Audit function the mandate to provide the Audit Committee, Audit Board, Management Committee and Chief Executive with objective assurance, advice, insight, and foresight.
- 1.5 The scope of Internal Audit services covers all of the EIB Group's activities, assets and personnel.
- 1.6 The Group Internal Audit function has a direct reporting relationship to the President, and a functional reporting relationship to the Audit Committee and Audit Board. Such relationship allows for unrestricted access to the President, the Audit Committee, the Chief Executive and the Audit Board.
- 1.7 By approving the Charter, the EIB Board of Directors (and the EIF Board of Directors, for the purposes of implementation in the EIF) authorise the Group Internal Audit function to:
 - 1.7.1 Have full and unrestricted access to all functions, data, records, information, physical property, and personnel pertinent to carrying out Internal Audit responsibilities. Internal auditors are accountable for confidentiality and safeguarding records and information.
 - 1.7.2 Allocate Internal Audit resources, set audit frequencies, select audit topics, determine scopes of work, apply audit techniques, and communicate results to accomplish the function's objectives.
 - 1.7.3 Obtain assistance from the necessary personnel of the EIB Group and other specialised services from within or outside the EIB Group to complete Internal Audit services.

- 1.8 Internal Audit may be involved as observer in relevant committees.
- 1.9 The Head of Group Internal Audit may be invited to participate as an observer in EIB Group governing bodies' meetings upon request.
- 1.10 The Head of Group Internal Audit may be requested to carry out advisory or assurance audits that are not part of the approved audit plans (together "ad-hoc assignments"). The authority to request these ad-hoc assignments is defined as follows:
 - 1.10.1 EIB: the Management Committee, the President, the EIB Secretary General or the Audit Committee;
 - 1.10.2 EIF: the Chief Executive, the EIF Secretary General or the Audit Board;
 - 1.10.3 Group activities: the Management Committee, the President, the EIB Secretary General or the Audit Committee, in consultation with, or upon proposal from, the Chief Executive and the Audit Board;
 - 1.10.4 The EIB or EIF Board of Directors, via the Management Committee or the Chief Executive respectively.
- 1.11 The nature and scope of advisory audits are subject to agreement with relevant stakeholders and generally performed at their request.

Independence

- 1.12 The Head of Group Internal Audit will confirm to the EIB Board of Directors, EIF Board of Directors, Audit Committee and Audit Board at least annually, the organisational independence of the Internal Audit function.
- 1.13 The Head of Group Internal Audit will disclose to the Audit Committee and Audit Board any impairment internal auditors encounter related to the scope, performance, or communication of Internal Audit work and results. The disclosure will include communicating the implications of such interference on the Internal Audit function's effectiveness and ability to fulfil its mandate.

3 OVERSIGHT OF THE GROUP INTERNAL AUDIT FUNCTION

- 1.14 To establish, maintain, and ensure that the EIB Group’s Internal Audit function has sufficient authority to fulfil its duties:
- 1.15 The President will:
 - 1.15.1 Decide on the appointment and removal of the Head of Group Internal Audit. The Audit Committee and the Audit Board are consulted prior to decisions.
 - 1.15.2 Determine in consultation with the Audit Committee and the Audit Board the qualifications and competencies the EIB Group expects from a Head of Group Internal Audit
 - 1.15.3 Determine the Head of Group Internal Audit’s objectives and review his/her performance. The President gets input from the Audit Committee and considers input received from the Audit Board.
 - 1.15.4 Approve the remuneration of the Head of Group Internal Audit.
- 1.16 The Audit Committee and Audit Board will:
 - 1.16.1 Discuss with the Head of Group Internal Audit, and the Management Committee after consultation with the Chief Executive, the appropriate authority, role, responsibilities, scope and services of the Group Internal Audit function.
 - 1.16.2 Ensure the Head of Group Internal Audit has unrestricted access to, communicates and interacts directly with the Audit Committee and Audit Board, including in private meetings without any other parties present.
 - 1.16.3 Discuss the Charter with the Head of Group Internal Audit at least every three years.
 - 1.16.4 Receive communications from the Head of Group Internal Audit about the Group Internal Audit function including its performance relative to its plan.
 - 1.16.5 Ensure a quality assurance and improvement programme has been established and review the results annually.
 - 1.16.6 Make appropriate inquiries of the Management Committee and the Chief Executive and the Head of Group Internal Audit to determine whether scope or resource limitations are inappropriate.
- 1.17 Group Internal Audit plan approval process:
 - 1.17.1 Group Internal Audit will develop a risk-based Group Internal Audit plan:
 - 1.17.2 Group Internal Audit will seek initial input from the Audit Committee and Audit Board;
 - 1.17.3 Exchange between the Audit Committee and Audit Board for Group audits;
 - 1.17.4 Subsequently, the Group Internal Audit plan will be shared with the Management Committee and Chief Executive for endorsement.

1.17.5 Following the endorsement:

- EIB audits are approved by the Audit Committee;
- EIF audits are approved by the Audit Board;
- Group audits are approved by the Audit Committee, which shall seek input from the Audit Board for this purpose.

The Group Internal Audit function's human resources administration and budgets will follow the EIB process. The Audit Committee can request further details from the President, if needed.

4 HEAD OF GROUP INTERNAL AUDIT ROLES AND RESPONSIBILITIES

Ethics and Professionalism

1.18 The Head of Group Internal Audit will ensure that internal auditors conform with the Global Internal Audit StandardsTM, including the principles of Ethics and Professionalism: integrity, objectivity, competency, due professional care, and confidentiality.

Objectivity

1.19 The Head of Group Internal Audit will ensure that the Group Internal Audit function remains free from all conditions that threaten the ability of internal auditors to carry out their responsibilities in an unbiased manner, including matters of audit selection, scope, procedures, frequency, timing, and communication.

1.20 If the Head of Group Internal Audit determines that objectivity may be impaired in fact or appearance, the details of the impairment will be disclosed to appropriate parties.

1.21 Internal auditors will maintain an unbiased mental attitude that allows them to perform audits objectively such that they believe in their work product, do not compromise quality, and do not subordinate their judgment on audit matters to others, either in fact or appearance.

1.22 Internal auditors will have no direct operational responsibility or authority over any of the activities they review.

1.23 Internal auditors will:

1.23.1 Disclose any impairments to independence or objectivity, in fact or appearance, to the Head of Group Internal Audit;

1.23.2 Take necessary precautions to avoid conflicts of interest, bias, and undue influence.

Managing the Group Internal Audit Function

- 1.24 The Head of Group Internal Audit has the responsibility to:
 - 1.24.1 At least annually, submit a risk-based Group Internal Audit plan for discussion and approval as per section 3.4.
 - 1.24.2 Define the objectives of the Group Internal Audit department based on discussions held with the President and the Audit Committee as well as the Chief Executive and the Audit Board.
 - 1.24.3 Communicate the impact of resource limitations on the Group Internal Audit plan.
 - 1.24.4 Review and adjust the Group Internal Audit plan, as necessary, in response to changes in EIB Group's business priorities, strategy, risk profile or external environment. Any significant revisions from the approved Group Internal Audit plan will be communicated.
 - 1.24.5 Communicate the results of Internal Audit services.
 - 1.24.6 EIB audits: Audit Committee, Management Committee, EIB Secretary General, EIB services concerned, and EIB external auditors.
 - 1.24.7 EIF audits: Chairperson of the EIF Board of Directors, Audit Board, Chief Executive, EIF Secretary General, EIF services concerned, as well as the EIB Secretary General and relevant Group services and EIF external auditors. A high-level summary of the findings from EIF audits shall be shared with the Audit Committee and upon request, the Audit Committee may have access to the full report.
 - 1.24.8 Internal Audit reports relevant to the Group (Group audits): both EIB and EIF parties as listed under 4.7.6 and 4.7.7.
 - 1.24.9 Report on the Group Internal Audit plan progress.
 - 1.24.10 Follow up on audit findings and confirm the implementation of recommendations or action plans.
 - 1.24.11 Identify and consider trends and emerging issues that could impact EIB Group.
- 1.25 Coordinate activities and consider relying upon the work of other review functions where applicable.

Communication with EIB / EIF Board of Directors

- 1.26 The Head of Group Internal Audit will report to the respective EIB and EIF Board of Directors and periodically exchange regarding:
 - 1.26.1 Quarterly synthesis report on audit results,
 - 1.26.2 Annual activity report,
 - 1.26.3 Potential impairments to independence.

Communication with the Audit Committee/Audit Board and Management Committee/Chief Executive

- 1.27 The Head of Group Internal Audit will report periodically to the Audit Committee, Audit Board, Management Committee, and the Chief Executive regarding:
 - 1.27.1 The Group Internal Audit function's mandate;
 - 1.27.2 The Group Internal Audit plan and performance relative to its plan;
 - 1.27.3 The Internal Audit budget;
 - 1.27.4 Significant revisions to the Internal Audit plan and budget;
 - 1.27.5 Potential impairments to independence;
 - 1.27.6 Results from the quality assurance and improvement programme, which include the Internal Audit function's conformance with the IIA's Global Internal Audit Standards™ and action plans to address the Internal Audit function's deficiencies and opportunities for improvement;
 - 1.27.7 Significant risk exposures and control issues, including fraud risks, governance issues, and other areas of focus;
 - 1.27.8 Results of assurance and advisory services;
 - 1.27.9 Resource requirements;
 - 1.27.10 Management's responses to risk that the Internal Audit function determines may be unacceptable, or acceptance of a risk that is beyond the EIB Group's risk appetite.

Quality Assurance and Improvement Programme

- 1.28 The Head of Group Internal Audit will develop, implement, and maintain a quality assurance and improvement programme that covers all aspects of the Group Internal Audit function. The programme will include external and internal assessments of the Group Internal Audit function's conformance with the Global Internal Audit Standards™, as well as performance measurement to assess the Internal Audit function's progress towards the achievement of its objectives and promotion of continuous improvement.
- 1.29 Annually, the Head of Group Internal Audit will communicate with the Audit Committee, Audit Board, Management Committee and Chief Executive about the Group Internal Audit function's quality assurance and improvement programme.
- 1.30 External assessments will be conducted at least once every five years by a qualified, independent assessor or assessment team from outside the EIB Group.

5 CHARTER ADMINISTRATION

- 1.31 The Charter is approved and amended by the EIB Board of Directors, after endorsement by the Management Committee, and consultation with the Audit Committee. The Charter of June 2021 is repealed with effect from the date of the approval by the EIB Board of Directors.
- 1.32 For the purpose of implementation in the EIF, it is approved by the EIF Board of Directors after consultation with the Chief Executive and the Audit Board.
- 1.33 The Charter is published on the websites of the EIB and the EIF respectively.
- 1.34 The Charter will be reviewed every three years or upon significant changes in standards, governance, or organisational structure.

6 GLOSSARY

Audit Board	The independent body that has the statutory responsibility of the audit of the accounts of the European Investment Fund (EIF). It confirms the operations of the Fund have been carried out in compliance with the formalities and procedures laid down in the Statutes and the Rules of Procedure and are based on sound banking principles or other sound commercial principles and practices as applicable to the EIF.
Audit Committee	An independent statutory body of the European Investment Bank (EIB), appointed by and reporting directly to the Board of Governors, in compliance with the formalities and procedures defined in the Bank's Statute and Rules of Procedure.
EIB Board of Directors	EIB governing body that has sole power to take decisions in respect of loans, guarantees and borrowings. In charge of seeing that the Bank is properly run and managed in keeping with the provisions of the Treaty, the Statute and the general directives laid down by the Governors.
EIF Board of Directors	EIF governing body, designated by the members of the Fund, according to their own internal procedures. The Board members and alternates are appointed by and accountable to the General Meeting. The Board of Directors' powers include to decide on all EIF operations and to adopt the guidelines and directives for the EIF's operations and management
Board of Governors	EIB governing body that lays down general directives for the credit policy of the Bank, in accordance with the European Union's objectives, and ensures that these directives are implemented.
Chief Executive	Nominated by the EIF shareholder holding the largest number of shares – that is, the EIB – and is appointed by and reports to the EIF Board of Directors. The Chief Executive is responsible for the day-to-day management of the EIF. Under a delegation of powers by the EIF Board of Directors to the Chief Executive.

IIA's Global Internal Audit Standards	The Institute of Internal Auditors (IIA) is committed to protecting and advancing laws, regulations, and other public and corporate governance policies which are in the best interests of the public, the internal audit profession, The IIA, and members.
Management Committee	EIB's permanent collegiate executive body. Under the authority of the President and the supervision of the EIB Board of Directors, it oversees the day-to-day running of the EIB.
President	The President chairs the meetings of the Management Committee. According to the Bank's Statute, the President is also Chair of the EIB Board of Directors.

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