AGEM THIRD-PARTY DUE DILIGENCE POLICY (CUSTOMERS, SUPPLIERS AND BUSINESS PARTNERS)

1. Introduction

Due diligence in the selection, engagement and monitoring of customers, suppliers, contractors, intermediaries, business partners and, in general, any third party with whom (hereinafter, “AGEM” or the “Company”) maintains business relationships constitutes an essential element of the organisation's **Criminal Compliance System** and an indispensable requirement to ensure that all operations and commercial relationships are carried out in strict compliance with the law, corporate ethical principles and best corporate governance and business responsibility practices.

In an economic and social context marked by the growing complexity of supply chains, the international expansion of markets, and the proliferation of national and international regulations imposing increasingly stringent obligations regarding the prevention of money laundering, terrorist financing, corruption, fraud, data protection, sustainability, human rights and the environment, the adoption of robust and effective corporate policies on third-party due diligence is not only a legal imperative but also an ethical and strategic requirement for the continuity and reputation of companies.

This Policy is adopted in compliance with **Law 10/2010**, on the prevention of money laundering and terrorist financing, **Law 2/2023**, regulating the protection of persons who report regulatory infringements and combating corruption, **Directive (EU) 2024/1760** on corporate sustainability due diligence, as well as the **OECD Guidelines for Multinational Enterprises** and the **United Nations Guiding Principles on Business and Human Rights**. It is likewise aligned with the international criminal compliance and anti-bribery standards contained in **UNE Standard 19601** and **ISO 37001**, and is inspired by the principles of integrity, legality, transparency and social responsibility set out in AGEM's Code of Ethics and Conduct.

Given its nature as a trading company, AGEM recognises that the integrity and traceability of its entire supply chain are essential not only to ensure the legality and sustainability of its operations, but also the safety and quality of the products and services it distributes, particularly those that, due to their purpose or function, directly affect people's health and wellbeing.

2. Purpose and objectives of the Policy

This Policy aims to establish a coherent and binding internal regulatory framework enabling AGEM to identify, assess, prevent, mitigate and, where applicable, respond to the legal, criminal, reputational, financial, environmental and social risks that may arise from commercial or contractual relationships with third parties.

Through the implementation of this Policy, AGEM seeks to equip itself with a **comprehensive due diligence system** that proactively and preventively ensures that all individuals or legal entities with which it maintains commercial ties comply with the principles of legality, integrity, transparency and social responsibility that inform the Company's conduct and that constitute an essential requirement for establishing or maintaining any business relationship.

To this end, the Policy establishes clear and documented internal procedures for the prior approval of third parties, ongoing risk assessment, the requirement of ethical, legal and contractual standards, the conduct of periodic audits and reviews, and the reporting and management of incidents or breaches detected during the term of the contractual relationship.

Ultimately, the purpose of this Policy is to ensure that AGEM and its entire value chain act at all times with the utmost diligence, transparency and respect for applicable regulations, avoiding any form of complicity, direct or indirect, in unlawful, fraudulent conduct or conduct contrary to human rights, the environment or business ethics.

3. Scope of application

This Policy is mandatory for AGEM as the parent company, for all its national and international subsidiaries, branches and delegations, for the Sole Director as the supreme body of corporate administration and governance, for the Compliance Officer as responsible for implementing, overseeing and continuously improving the due diligence system, and for all employees, executives and representatives of the Company involved in selection, approval, contracting, supervision, payment or business relationship processes with third parties.

The Policy will likewise be enforceable against all customers, suppliers, contractors, agents, intermediaries, distributors, business or strategic partners and, in general, any individual or legal entity acting on behalf of or for AGEM, or whose activity, by its nature or connection, may affect the Company's criminal, administrative or reputational liability, in line with the rest of the policies within this compliance model.

Express acceptance of this Policy and commitment to comply with its provisions will constitute an essential condition for establishing or continuing any commercial or contractual relationship with AGEM, and the Company may terminate such a relationship early in the event of non-compliance with or resistance to the application of the due diligence procedures provided for.

4. Guiding principles

AGEM's conduct regarding third-party due diligence is based on a series of fundamental principles that guide the interpretation and application of this Policy and that form the basis of the corporate commitment to legality, integrity and sustainability.

Among these principles, the **principle of legality** stands out first, requiring strict compliance with all national and international rules applicable to the Company's activity and its relationships with third parties, allowing no exceptions based on local commercial practices, sector customs or competitive pressures.

Second, the **principle of prevention and due diligence** requires AGEM to identify and assess, in advance and proportionately, the risks that may arise from each commercial relationship, adapting the intensity of verification, control and monitoring measures to the specific risk profile of each third party and to the nature, complexity and geographical scope of the relationship established.

Likewise, the **principle of traceability and transparency** requires that all processes of approval, contracting, monitoring and any termination of business relationships with third parties be duly documented, recorded and accessible for internal review, external audit or, where applicable, cooperation with the competent authorities.

Finally, the **principle of integrity and shared responsibility** requires all third parties linked to AGEM to act in accordance with ethical, legal and social standards equivalent to those required internally by the Company, so that corporate responsibility for compliance and sustainability extends across the entire value chain and is not limited to the organisation's strictly internal sphere.

5. Third-party approval, contracting and monitoring procedures

In order to ensure that all of AGEM's commercial and contractual relationships are carried out in strict compliance with the law, corporate ethical principles and international integrity and sustainability standards, the Company establishes a thorough and documented process for the approval and engagement of all third parties with which it maintains commercial ties. This process is a prior and indispensable requirement for formalising any business relationship and aims to verify the identity, legitimacy, solvency, reputation, ethical conduct and degree of exposure to criminal, administrative or reputational risks of each third party.

To ensure that all of AGEM's commercial and contractual relationships comply with the law, corporate ethics and international integrity and sustainability standards, the Company adopts a mandatory due diligence process comprising the following steps:

1. Prior approval

- Collect and verify the third party's documentation: legal identity, ultimate beneficial ownership, corporate structure and tax data.
- Review judicial, administrative, disciplinary and reputational background.
- Assess compliance in labour, environmental and human rights matters.

2. Risk classification

- Analyse the third party's risk profile considering: country of origin and high-risk jurisdictions; sector of activity and economic volume of the relationship; corporate complexity and the presence of politically exposed persons (PEPs).
- Assign a risk level: low, medium or high.

3. Proportional measures

- Low risk: standard due diligence and approval following document validation.
- Medium risk: additional review by the Compliance Officer and possible reinforced conditions.
- High risk: enhanced due diligence with external audits and express approval by the Sole Director.

4. Contractual formalisation

- Include mandatory clauses requiring compliance with the Code of Ethics and this Due Diligence Policy.
- Provide for audit rights, early termination for breach, and an obligation to cooperate in investigations.

5. Ongoing monitoring

- Carry out periodic reviews of the third party throughout the term of the contract.
- Update the risk level in the event of relevant changes to its legal, reputational or financial situation.
- Apply corrective measures or terminate the relationship in the event of serious breaches.

6. Identification, management and mitigation of criminal and reputational risks

Third-party due diligence is, for AGEM, an essential tool for criminal and reputational risk prevention, aimed at avoiding any form of complicity, direct or indirect, in unlawful, fraudulent conduct or conduct contrary to the Company's ethical and regulatory principles. Accordingly, all commercial relationships will be subject to a **systematic risk assessment**, analysing factors such as the jurisdiction in which the third party operates, the nature and complexity of the operations, the economic volume of the relationship, the corporate structure involved, the existence of any disciplinary or reputational background, and the presence of politically exposed persons (PEPs) among its shareholders or governing bodies.

Where this assessment reveals that the third party presents a high risk profile, AGEM will apply enhanced due diligence measures, which may include requiring additional documentary information, express approval by the Sole Director of any transaction exceeding certain economic thresholds, the conduct of independent external audits, or

even the preventive suspension of operations until the lawfulness and transparency of the third party have been fully verified.

AGEM also reserves the right to **terminate early** any contract or commercial relationship when, during its term, facts, information or circumstances come to light evidencing the third party's involvement in unlawful, fraudulent conduct or conduct contrary to the Company's ethical, legal or sustainability principles. In such cases, contract termination will be carried out in accordance with the express clauses provided for in the contracts, without prejudice to any legal action that may be taken to claim damages incurred.

7. Integration of ESG criteria and social responsibility in the supply chain

Aware that corporate responsibility in the 21st century cannot be limited to formal compliance with applicable regulations, but must extend to the active promotion of sustainability, human rights, equality, diversity and environmental respect, AGEM will incorporate specific **Environmental, Social and Governance (ESG)** criteria into its third-party due diligence procedures, in line with Directive (EU) 2024/1760 and the United Nations Guiding Principles on Business and Human Rights.

In this regard, in addition to verifying the legality and financial solvency of third parties, AGEM will assess whether they adopt policies, procedures and standards equivalent to those required by the Company in areas such as the prohibition of child or forced labour, equal opportunities and non-discrimination, occupational health and safety, environmental protection, and tax and financial transparency.

Suppliers and business partners that fail to meet these requirements may be excluded from approval processes or, where applicable, required to adopt corrective action plans as a condition for maintaining the contractual relationship. In doing so, AGEM ensures that integrity, legality and sustainability permeate its entire value chain, from production through to the final distribution of products and services.

8. Staff training and awareness-raising

The effective implementation of this Policy requires that all AGEM employees, executives and representatives thoroughly understand their obligations regarding third-party due diligence, as well as the strategic, reputational and legal significance of these measures for the Company. Accordingly, AGEM will adopt an **ongoing training and awareness-raising programme** aimed at all staff who, by virtue of their position or duties, participate in the selection, approval, contracting, supervision or payment of third parties.

This training programme will address not only the legal and regulatory aspects arising from applicable national and international legislation, but also the internal policies and operational procedures governing AGEM's conduct in this area, with particular

emphasis on identifying criminal risks, detecting warning signs or red flags, the correct use of internal verification tools, and the obligation to promptly report any indication or suspicion of non-compliance.

Training will be delivered by the Compliance Officer or, where appropriate, by external experts appointed for this purpose, and will be documented through attendance records, performance assessments and internal certifications, in order to demonstrate, in the event of audits or legal proceedings, that AGEM has fulfilled its duty to adequately train all personnel involved in the application of this Policy.

9. Reporting channel and whistleblower protection

The existence of an **Ethics Channel or Reporting Channel** is essential to the effectiveness of this Policy and of AGEM's Criminal Compliance System as a whole. Through this channel, any employee, executive or third party related to the Company may confidentially, securely and safely report any indication, suspicion or evidence that a customer, supplier, contractor, intermediary or business partner may be engaged in unlawful activities, serious contractual breaches, or conduct contrary to AGEM's ethical and regulatory principles.

The use of the channel constitutes not only a right but also a professional and ethical duty for anyone who, in the exercise of their duties, becomes aware of facts or indications that could affect the Company's integrity, legality or reputation.

AGEM guarantees that no person making a good-faith report through the Ethics Channel will be subject to retaliation, sanctions or any discriminatory treatment, in strict compliance with the provisions of Law 2/2023 and Directive (EU) 2019/1937 on the protection of persons who report breaches of regulations.

The Compliance Officer will be responsible for receiving, analysing and processing all reports received, adopting the necessary investigative, corrective and, where applicable, reporting measures to the competent authorities.

10. Disciplinary regime and consequences of non-compliance

Failure by AGEM employees, executives or representatives to comply with the obligations arising from this Policy will be considered a **serious breach** of their contractual duties and may give rise to proportionate disciplinary measures, ranging from a formal warning to suspension of employment and pay, or even termination of employment in the most serious cases, all in accordance with applicable labour legislation, the applicable collective bargaining agreement and the Company's Code of Ethics.

With regard to third-party contractors, suppliers or business partners, non-compliance with the Policy may constitute sufficient grounds for **early termination** of the

contractual relationship, regardless of any legal action AGEM may take to claim damages incurred, as well as any reporting of the facts to the competent authorities where there are indications of criminal offences.

All disciplinary or contractual decisions adopted in application of this Policy will comply with the principles of **legality, proportionality, objectivity and respect for fundamental rights**, always guaranteeing the affected person's right to be heard and to defend themselves, and will be fully and transparently documented.

11. Supervision, periodic review and continuous improvement

The Compliance Officer, under the direct supervision of the Sole Director, will be responsible for verifying the correct implementation of and compliance with this Policy, as well as periodically assessing its effectiveness and adequacy in light of applicable regulations, the evolution of identified risks, and international best practices in third-party due diligence.

To this end, an **Annual Review and Audit Plan** will be drawn up, including the update of the Risk Map for third-party relationships, verification of the degree of compliance with internal procedures, review of audit results, and incorporation of lessons learned into the Company's policies and procedures.

Whenever relevant regulatory changes occur, significant changes take place in the Company's corporate structure or activity, or incidents of particular severity are detected in the application of this Policy, the Compliance Officer will propose its immediate review to the Sole Director, in order to ensure its continued adequacy and effectiveness.

12. Approval, entry into force and dissemination

This Policy will be formally approved by AGEM's Sole Director and will enter into force on the date indicated in the corresponding approval agreement.

Once approved, it will be communicated to all employees, executives, representatives and third parties linked to the Company, guaranteeing its full accessibility through physical documentation within the Company and the relevant contractual documentation, as well as its integration into internal training and awareness-raising programmes.

The Policy will be reviewed periodically on an annual basis or whenever circumstances so require, such as legislative changes, recommendations from internal or external audits, significant incidents in the supply chain, or changes in AGEM's structure or activity.