



Selection and hiring agent procedure

DN-01.02

1. Object

The purpose of this procedure is to define the general principles that must govern the relationship of the FCC Aqualia group with any agent (hereinafter "Agent" or "Agents") with whom an agreement is signed to provide its services to the company, as well as the requirements to be met in the processes of selection, hiring and monitoring of the activity of these operators, based on the values and principles contained in the Code of Ethics and Conduct and the Agent Policy.

2. Scope

This procedure applies to all companies of the Aqualia Group, as well as to companies owned by Aqualia companies in which it has control.

3. Documents for consultation

FCC Group Code of Ethics and Conduct FCC

Group Anti-Corruption Policy FCC

Group Agent Policy

Third Party Compliance Due Diligence Procedure

4. Definitions

Every agent must have the following general characteristics:

- that exercises its activity in a geographical area in which it is an expert in its market.
- that provides services through external contracting and cannot therefore be an employee hired by Aqualia.
- the performance of its activity for Aqualia should not be its main source of income.

Agent is considered to be the professional or company whose activity is included within the following typologies:

Commercial agent: is a natural or legal person who undertakes to promote the activity of Aqualia to potential customers by publicizing the different services provided by the company within the management of integral water cycle and hydraulic activities for which it must have expert knowledge in these activities. The commercial Agent will never be able to negotiate on behalf of Aqualia independently.

Supplier agent: is a natural or legal person who, in addition to providing his services as a commercial agent, provides Aqualia with technical advice on specialized activities in which he is an expert, apart from the commercial field.

Legal representative agent: is a natural or legal person who, in exceptional circumstances, acts on behalf of Aqualia for which he will have been duly authorized and appointed fulfilling the requirements of the jurisdiction in which he must act. This Agent must always have limited powers granted by Aqualia's representative before a Notary where the powers that the Agent can exercise on behalf of Aqualia will be collected. For the purposes of this procedure, the person who carries out an activity for Aqualia that is not

defined within any of the above typologies will not be considered an Agent, and in that case, it will be considered as a supplier whose selection will be made according to the FCC and Aqualia Purchasing Regulations and the FCC Suppliers Management Procedure.

Specifically, natural persons or legal entities that provide representation services to Aqualia (known as PROs or Public Relations Officers) will not be considered agents. Their duties include contact with government institutions and authorities for all matters related to residence permits and their renewals; work permits; passports and identity documents; driver's licenses; letters, certificates, and general administrative services; criminal and security clearances; medical reports; as well as representing Aqualia, its employees, potential employees, and their families before said government institutions and other relevant authorities.

In these cases, the Business Unit Proponent (or subsidiary) who identifies the need to establish a business relationship with a PRO natural person or legal entity must notify the Compliance Department (via the email address ddcumplimiento@fcc.es), which will indicate the type of analysis that will be conducted on the third party. The process will be followed in accordance with section 7.1 of the Third Party Due Diligence Procedure.

5. General Principles

The selection of any Agent by the FCC Aqualia Group must be governed by the following general principles:

- a) **Ethics:** FCC Aqualia's business partners and, in particular, those who may represent the Group in relations with third parties must share its fundamental ethical principles, especially in relation to zero tolerance for corruption and infringements against the market.
- b) **Responsibility:** Agents who provide services for FCC Aqualia will always assume the responsibility of scrupulously complying with the regulations in force at all times and with ethical standards and social commitment compatible with those of the Aqualia Group.
- c) **Documentation:** The relations between the FCC Aqualia Group and its Agents will be transparent to both parties. The relationship will always be described in writing in a contract in which the obligations and rights of each of the parties are clear and in which the basic guidelines of action of the commercial agent or developer are included, as well as the consequences and effects of the contractual breach.
- d) **Need:** The use of Agents and business developers is always subsidiary to the direct activity of the Aqualia Group, who will resort to them when their need for the development of a specific activity is justified.

6. Agent Selection

When the need to establish a business relationship with an Agent is identified, the Proponent of the responsible Business Unit (or subsidiary) must notify the Compliance Department via email at ddcumplimiento@fcc.es, so that the corresponding due diligence can be conducted. The process will be

followed in accordance with section 7.1 of the Third Party Due Diligence Procedure. No contractual relationship between the Agent and the company may be formalized until the Proponent has the Final Valuation Report issued by the Compliance Department. Once the Report has been received, the Business Unit (or subsidiary) responsible for the transaction must gather the necessary documentation to verify the Agent's suitability and proceed with the hiring process.

In order to assess the suitability of the Agent, the business unit or subsidiary will analyze both the operational information (technical qualifications, structure and resources) and the reputational information (background, reputation and possible relations with a public official) as established in point 5 of the FCC Group Agent Policy and will take into account the Essential Principles of Action of the Agents included in point 4 of said Policy.

The proponent of the contract certifies the suitability of the Agent by completing and signing the following documents:

DN.01 – Evaluation Suitability It must be completed and signed by the Proponent, who will forward it to Aqualia's Chief Compliance Officer (CCO) for verification and certification, where appropriate, that the Agent's suitability analysis has been carried out correctly.

DN.02 – Authorization for hiring. The Proposer must submit it to Aqualia's CEO for completion and signature.

An original printed or digitally signed copy of both documents, as well as the Agreement (and its Annexes, if applicable), must be submitted to the Compliance Department. The above also applies to renewals and any cases in which the Agreement may be subsequently amended. These original documents will be part of the agent registry, which Aqualia's CCO must compile and maintain.

Likewise, the forms and other documentation in the Agent's file must be archived on the SharePoint site designated for this purpose.

7. Hiring the Agent

Once the hiring of the Agent has been approved and prior to the start of any activity, the corresponding contract must be signed, which in no case may be for a duration exceeding three years.

As for the content of the contract, it must include at least:

- ✓ The detailed description of the services to be performed by the Agent.
- ✓ The remuneration that is agreed, expressed in a clear and quantifiable way at the time of conclusion of the contract, as well as the form of payment and the obligation to include the bank certificate of ownership of the account in which the payment is to be made.
- ✓ Recognition and express assumption by the Agent of the FCC Group Agent Policy and the principles contained therein.
- ✓ Explicit commitment to comply with the regulations and, in particular, with the Code of Ethics and Conduct, the Anti-Corruption Policy and the Agent Policy, including, where appropriate, as an annex the description of the internal procedures that the Agent has implemented.

- ✓ Recognition of the right of the Aqualia Group to audit and verify, in a reasonable manner, compliance with the principles described in the previous section.
- ✓ Recognition, where appropriate, of the right of the Agent (and, where appropriate, its administrators and employees) to access the Ethical Channel of the FCC Group.
- ✓ Obligation of the Agent to document and report to Aqualia on a monthly basis the actions undertaken on behalf of the Aqualia Group and conservation of this documentation for a minimum period of 15 years (unless the applicable Law determines longer terms), leaving the payment of the fees subject to the completion of the report.
- ✓ Obligation of the Agent to hold the Aqualia Group harmless from any damage that would have resulted from the breach of the principles established in the Agent Policy and recognition of the Aqualia Group's power to terminate the contract in case of breach of said principles.
- ✓ The contractual guarantees that are considered appropriate, in case the Agent does not have sufficient regulatory compliance control mechanisms, especially in the field of the fight against corruption, including the mitigation measures that are considered necessary for the mitigation of the possible risks identified in the suitability analysis.

8. Agent Activity Tracking

In order to ensure that the contracted Agent maintains operational and reputational suitability, as well as its commitment to the Code of Ethics and Conduct, the Anti-Corruption Policy and the Agent Policy during the contractual relationship with Aqualia, the following measures must be taken:

- 1) Monthly, the person responsible for hiring the Agent will request the written report of the commercial activity that has been carried out during that period and will verify it by verifying that it conforms to the expected commercial activity and to the provisions of the contract. The activity report shall contain, as a minimum, information relating to the visits and meetings held, indicating the persons with whom it has maintained contact and the topics discussed.
- 2) The corresponding Administration Manager will validate that this report is attached to the invoice issued by the Agent. No invoice will be paid without the corresponding activity report.
- 3) If the Agent's remuneration is based on a success fee, the Agent's contracting manager will attach a report or evidence of the completion of the project(s) covered by the contract to the issued invoice.
- 4) The Administration Manager will validate this report and ensure that the amount payable corresponds to the contract. No invoice will be paid without the corresponding project completion report.
- 5) No invoice will be paid without the corresponding contract in force.

As an additional and annual control, the Agent must sign a statement, using form DN.03 – Annual Declaration of the Agent, in which he states that he has not carried out or been involved in activities contrary to the provisions of the Code of Ethics and Conduct, the Anti-Corruption Policy and the FCC Agent Policy.

This statement will be filed by the applicant for the contract on the share point site enabled for it.

9. Renewal of contracts for Agents

In cases where it is necessary to extend an Agent's services or extend the term of the services provided, the contract renewal must be notified to the Compliance Department, which will inform the Proponent of the obligation to re-obtain authorization from Aqualia's CEO prior to signing the renewal. Depending on the specific case, the Compliance Department may request additional information related to the Agent from the Proponent in order to complete the review of their file.

A physical or digitally signed original of the contract renewal, including its Annexes, as well as the new authorization from Aqualia's CEO, must be submitted to the Compliance Department. This original document will be part of the agent registry that Aqualia's CCO must maintain.

10. Monitoring of the recommendations indicated by the Regulatory Compliance Department

The Compliance department, in the development of its supervisory function, will monitor compliance with this procedure as well as the additional mitigating measures included in the Final Assessment Reports and the recommendations detected during the suitability analyses carried out on the Agents with whom the contract has been formalized in order to verify its correct implementation.

To this end, the head of monitoring of the Compliance department will carry out quarterly follow-ups by consulting all forms and documentation available on the SharePoint site. In cases where the monitoring officer does not have everything necessary to conduct the follow-up, he will request the necessary evidence from the Contracting Proposer. The result of the monitoring is included in a report that is presented to the Aqualia's Compliance Committee.

11. Records

All records associated with this procedure, both digital and physical, must be stored for a period of not less than 15 years, being responsible for their custody:

Registration / Document	Responsible for custody
Agent Suitability Analysis Documentation	Recruitment Proponent and Compliance Department
Contracts with Agents	Recruitment Proponent and Compliance Department
Activity Reports	Recruitment Proponent
Agent Invoices	Area Administration Manager
Annual Agent Statements	Recruitment Proponent
quarterly monitoring	Compliance Department

12. Forms

Form DN.01 – Agent Suitability Assessment

Form DN.02 – Agent Hiring Authorization

Form DN.03 – Agent's Annual Statement

13. Annexes

Not applicable.

14. Version control

Version	Modifications	Made by	Approved by
DN.01.v01	New procedure	Compliance Department	Managing Director
DN0.01.v02	<p>Public Relations Officers (PROs) are excluded from the Agent category.</p> <p>The maximum duration of an Agent contract is limited to 3 years, and the criteria for its renewal are established.</p> <p>The monitoring of agent activity is specified in cases where remuneration is based on a success fee.</p>	Compliance Department	Managing Director