



FCC RESTRICTED



Agent policy

FCC Group



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0. Version control

Version	Date	Amendments
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AGENT POLICY

1. Introduction

In all the activities of the FCC Group, it is not uncommon to support the development of business in the figure of third parties that, organically outside the organisation, act on behalf of it and represent it before the market and other operators. Potential partners that FCC Group companies may join through companies, JVs or consortia shall not be considered third parties for the purposes of this policy.

The FCC Group's Code of Ethics and Conduct provides for the need for the company's relations with any type of commercial collaborator, including these third parties, to reflect the Group's ethical standards, either through their adherence to the Code, or through the inclusion of specific clauses in contracts or the accreditation of compliance models compatible with those of the FCC Group.

Although they are autonomous third parties and, therefore, responsible for their own actions, the relationships that the FCC Group may establish with these intermediaries may place the Group at risk, especially in relation to certain conduct.

Thus, for example, the FCC Group could be responsible for a payment made by a third party acting on behalf of the company acting as agent, intermediary or in any other way (consultant, contractor, joint venture partner) in relation to a public official, even if FCC was unaware of the existence of bad practices by said third party. Some anti-corruption laws in certain jurisdictions could even impose directly civil, administrative and even criminal liability on the FCC Group simply because of its relationship with a third party that has acted as agent or developer of its business. This direct liability of the FCC Group is accompanied by the negative reputational impact that may arise from the publicity that could be generated by the professional malpractice of an agent or business developer of the FCC Group.

In order to avoid these negative consequences, and in line with the general ethical principles of the FCC Group, this policy establishes the general principles that should govern the relationship of the FCC Group with any commercial agent or business developer, as well as the basic elements of the selection procedures, negotiation and control of the activity of these operators.

2. Scope of application

This policy is applicable to all companies that make up the FCC Group. For each country or business, more specific requirements may be introduced, if necessary or convenient, but local or sectoral specificities shall not provide exemption from the application of the basic principles and procedures established in this document.

3. General principles of the FCC Group's relationship with agents or business developers

The use of commercial agents or business developers can be fundamental for the entry and operation of the FCC Group in certain areas, given the need to have specific knowledge of a specific market or activity. The selection of these agents or developers by the FCC Group must be adjusted, in each case, to the particularities of the business or territory but, in any case, must be governed by the following general principles:

- a) **Ethics:** FCC's business partners and, in particular, those that can represent the Group in relationships with third parties must share the fundamental ethical principles of the FCC Group, especially in relation to zero tolerance towards corruption and infringements against the market.
- b) **Responsibility:** Both the FCC Group and its commercial agents or developers will always assume the responsibility of scrupulously complying with current regulations at all times and with ethical standards and social commitment compatible with those of the FCC Group.
- c) **Documentation:** The relations between the FCC Group and its agents or business developers will be transparent for 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) **Requirements:** The use of agents and business developers is always a subsidiary of the direct activity of the FCC Group, which will resort to them whenever their need for the development of a specific activity is justified.

4. Essential principles of action of the commercial agents and developers of the FCC Group

The FCC Group will require that any commercial agent or collaborator that can represent the company in commercial transactions, national or international, be familiar with these principles of action and is committed to strictly complying with them, thus acting decisively against any breach detected by its employees or collaborators:

- a) **Legal compliance:** The agents and commercial developers of the FCC Group have the obligation to comply with local laws and regulations in the tasks that they perform in their contracts with the FCC Group.
- b) **Control:** In order to verify the previous commitment and provide services to the FCC Group, the commercial agent or developer must have regulatory compliance control mechanisms in place, especially in the fight against corruption compatible with those of the FCC Group. If there were no such mechanisms, and depending on the specific situation in question (for example, in the case of individuals), this absence could be filled by demanding (i) a commitment to abide by this policy or (ii) a contractual guarantee of regulatory compliance from the commercial agent or developer. These control mechanisms and guarantees must be verified specifically at the time of contracting with the FCC Group which, in any case, may request the commercial agent or developer to provide evidence or certification of

said mechanisms throughout the life of the contract in a reasonable and proportionate manner.

- c) **Appropriate structure and resources:** The commercial agent or developer must certify that it has the necessary and adequate structure and resources to provide the services covered by the contract.
- d) **Remuneration:** The remuneration that the commercial agent or developer will receive in consideration for their services will always be in line with the reasonable practice of the market in which these services are provided. Payment of the remuneration shall only be made using payment methods that are legal in the applicable jurisdiction.
- e) **Justification of the activity:** At the request of the FCC Group, the commercial agent or developer must provide the evidence that accredits and describes the performance of the activities carried out on behalf of the company.
- f) **Conflicts of interest:** The commercial agent or developer must undertake to always act in good faith, with loyalty and in the best interests of FCC, consulting with the FCC Group in situations that may give rise to a conflict of self-interest or with related parties, including those commercial interests of the commercial agent or developer or persons related to them.

For these purposes, related persons are: the spouse of the commercial agent or developer (or person with analogous relationship of affectivity), the ascendants, descendants and siblings of the commercial agent or developer or their spouse (or person with a similar relationship of affectivity), or the spouses (or persons with analogous relationship of affectivity) of the ancestors, descendants and siblings of the commercial agent or developer.

In any case, unless previously authorised in writing by the FCC Group, the commercial agent or developer may not represent or act on his own behalf or on behalf of third parties in positions contrary to those of the FCC Group.

- g) **Confidentiality:** The commercial agent or developer must maintain the confidentiality of the commercial information and trade secrets of the FCC Group, even after the commercial relationship has terminated. This obligation implies the absolute prohibition of use or disclosure of any information of the FCC Group to any other person or entity.
- h) **Rigour and veracity:** The commercial agent or developer will verify and be responsible for the veracity of the information on the competences and credentials of the personnel that form part of the contract with FCC, as well as for all aspects related to these general principles of action.
- i) **Integrity:** The commercial agent or developer (and, if applicable, its owners, managers and employees) must not be involved in an on-going investigation for the payment or receipt of a bribe or any other act of corruption in connection with their work, or have been convicted in relation to any of these matters in the last 3 years. This investigation must come from a complaint arising from proven facts or actions carried out by the Prosecutor's Office of Georgia or other competent bodies.

5. Procedure for selecting commercial agents or business developers.

Any hiring process with a commercial agent or business developer should verify the following phases, which will be adequately documented:

- a) **Identification of the commercial agent or developer:** The most important step in reducing the risk of undue payments by third parties is to carefully choose business partners, including agents, consultants and contractors who will act as intermediaries, and identify in advance any possible inappropriate behaviour. This process is the basis for the FCC Group to make a decision to proceed in good faith, in the belief that the intermediary will guide its behaviour according to legal and ethical prescriptions.

The business unit or subsidiary interested in hiring a commercial agent or developer must first assess the **suitability** of any potential commercial agent or developer both from the operational point of view (that is, from the point of view of their professional qualifications in relation to their function), as well as reputational. To this end, said business unit or subsidiary shall be responsible for gathering and evaluating information about the entity, its owners and its directors in relation to the entity's technical qualifications, structure and resources, as well as financial information. In this process, an analysis of the background, reputation, technical qualifications, financial information and the possible relationships of the commercial agent or developer (or its owners or administrators) with public officials will be carried out. In any case, the analysis of the suitability of the agent or commercial developer will be provided to your business or commercial structure.

The business Compliance Officer will verify the file and certify that the analysis has been carried out.

- b) **Negotiation with the commercial agent or developer:** Once the suitability of the agent has been verified, talks may begin to regulate the relationship between the agent and the FCC Group.

The hiring of the agent and its terms and conditions must be authorised by the highest ranking executive of the head of the business.

The contract resulting from this negotiation must expressly regulate the following issues:

- The detailed description of the services to be carried out by the agent or commercial developer.
- The agreed remuneration, expressed in a clear and quantifiable manner at the time of entering into the contract, as well as the method of payment.
- Recognition and assumption expressed by commercial agents and developers of the principles described in section 4.
- Explicit commitment to comply with regulations and, especially, with anti-corruption regulations including, as appropriate, an annex with the description of the internal procedures that the commercial agent or

- developer has implemented, the commitment to abide by this policy or the contractual guarantees considered appropriate (see Section 2 (b), above).
- Recognition of the right of the FCC 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 commercial agent or developer (and, where applicable, its administrators and employees) to access the FCC Group's Ethical Channel.
 - Obligation of the agent or commercial developer to document the procedures undertaken by it on behalf of the FCC Group and preservation of this documentation for a minimum period of five years (unless the applicable Law determines longer terms).
 - Obligation of the commercial agent or developer to hold the FCC Group harmless from any damage that may have resulted from the breach of the principles established in this policy.
 - Recognition of the faculty of the FCC Group to terminate the contract with the commercial agent or developer in the event of the breach of the principles established in this Policy.
- c) **Registry:** The Compliance Officer of each FCC Group business will establish and maintain an updated register of agents and business developers in which all the information necessary to verify compliance with this Policy must be included (including in any case the complete suitability analysis file, the Compliance Officer's certification, the authorisation of the hiring by the highest ranking executive of head of the business and the contract signed with the agent), as well as all the relevant aspects for the management of the relationship with the agent (for example, the existence of powers of attorney granted to the agent). Businesses shall forward information from the Agents Register to the Group Compliance Officer on a six-monthly basis.

In certain cases, the business units will have to implement specific processes adapted to the risks in the specific country or in certain commercial operations.

6. Control

Although the process of selection and hiring commercial agents and developers is in line with the principles established in the previous sections, it will only be possible to prove due diligence in the management of relationships with commercial agents and developers if the FCC Group actively implements and schedules an activity control policy.

In this sense, the business unit responsible for the hiring of a business agent or developer will carry out periodic suitability checks.

The result of these controls will be included in the register of commercial agents and developers.

If business management has evidence or there are doubts regarding the proper performance of the agent, the precautionary principle must always be applied, immediately suspending the commercial relationship with the agent or business developer.



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ANNEX

FCC Group agent policy compliance assessment form

The following is a questionnaire that allows assessment of whether the relationship with a commercial agent or developer complies with FCC Group policies in this regard:

Identification data of the commercial agent or developer	
Business Unit	
Country	

	Basic issues for the selection and hiring of the commercial agent or developer	YES	NO
1.	Does the commercial agent or developer share the ethical principles of the FCC Group?		
2.	Is the commercial agent or developer committed to compliance with legality?		
3.	Has an assessment of the operational and reputational suitability of the agent or commercial developer been performed?		
4.	Has the need to hire the commercial agent or developer been justified?		
5.	Is the relationship with the commercial agent or developer adequately documented?		
6.	Does the commercial agent or developer have mechanisms for regulatory compliance control or, in its absence, have the control guarantees provided for in point 4 of the Agent Policy been applied?		
7.	Is the remuneration of the agent reasonably in line with the services provided in the reference market?		

Signed