



**EXTRACT FROM THE MAPFRE S.A. CRIMINAL  
RISK PREVENTION MODEL GUIDELINES**

## **1. Introduction**

This document contains an extract from the "Criminal Risk Prevention Model" (hereinafter, the "Model" or "Prevention Model") Guidelines, the purpose of which is to lay the foundations for an organization and management model in which the principles underlying the actions of the MAPFRE Group (consisting of MAPFRE S.A. and its subsidiaries whose registered office is located in Spain, hereinafter, "MAPFRE" or the "Group") are included to prevent Companies that make up the Group from incurring in criminal liability.

This Model, which is the Prevention Model specific to MAPFRE S.A. and constitutes the general framework of reference for all Group companies, is the basis of the Criminal Risk Prevention System adopted by MAPFRE and establishes the design and structure of the system implemented at the organization to prevent the commission of crimes that could be attributed to the Companies under its scope. Insurance companies that are part of the MAPFRE Group whose registered offices are located outside of Spain will adopt this document as a general framework of reference for approving their own Criminal Risk Prevention Models, notwithstanding their adaptation to the applicable regulations.

Accordingly, this document touches on regulatory aspects with a criminal significance, with a view to preventing and mitigating the commission of crimes at the organization and reflects MAPFRE's and its manager's commitment to an ethical-business culture, placing an emphasis on the staunch commitment to good governance and due control for the proper management and prevention of criminal risks that could arise from improper practices or regulatory breaches in the performance of its activities.

The Model provides details of MAPFRE's action guidelines for ensuring compliance with the exercise of due control and duty of vigilance over its business activity, indicating the criminal risks to which the Companies under its scope are exposed and establishes the guidelines for their management and the assessment of the controls implemented to mitigate the crimes within its scope.

## **2. Regime of criminal liability for corporate bodies**

### **Offenses that may be committed by a legal person**

On July 1, 2015, Organic Law 1/2015, of March 30, came into force, amending Organic Law 10/1995, of November 23, on the Criminal Code, regulating the guidelines that must be followed by Companies to be held harmless from criminal liability for having adequately exercised their monitoring and control duties.

Article 31 bis of the Criminal Code establishes that criminal liability may be attributed to legal persons:

- a) Offenses committed in their name or on their behalf, and for their direct or indirect benefit, by their legal representatives or by those acting individually or as members of a body of the legal person, are authorized to make decisions on behalf of the legal person or hold organizational and control powers within the company.
- b) Of the offenses committed, in the exercise of corporate activities and on behalf of and for the direct or indirect benefit of the company, by those who, subject to the authority of the natural persons mentioned in the previous paragraph, have been able to perform actions on account of a serious breach thereby of the duties of supervision, monitoring and control of activities in light of the specific circumstances of the case in question.

On March 13, 2019, Organic Law 1/2019, of February 20, came into force, which once again amended Organic Law 10/1995, of November 23, on the Criminal Code and expanded the list of offenses for which legal persons could be held liable.

Subsequently, Organic Laws 10/2022 of September 6, 14/2022 of December 22, 3/2023 of March 28 and 4/2023 of April 27, amended the Criminal Code and provided for new types of offenses for which legal persons could be held liable.

On this basis, the criminal liability of legal persons is limited to the following list of offenses:

*Offenses referred to in Article 31 bis of the Criminal Code*

| Offense  | Type of offense (CC)  | Sanction (CC) |
|--|-----------------------|---------------|
| Business corruption  | 286bis                | 288           |
| Corruption of public servants as part of international commercial transactions | 286ter                | 288           |
| Offense committed against the Ministry of Finance                              | 305                   | 310bis        |
| Offense committed against the Social Security system                           | 307 and 307ter        | 310bis        |
| Fraud in relation to the EU general budgets and subsidies                      | 306 and 308           | 310bis        |
| Non-compliance with accounting obligations                                     | 310                   | 310bis        |
| Bribery  | 419 to 427            | 427 bis       |
| Influence peddling   | 428 to 430            | 430           |
| Embezzlement   | 432 and 433           | 435.5         |
| Obstructing enforcement  | 257, 258 and 258bis   | 258ter        |
| Bankruptcy fraud   | 259, 260 and 261      | 261bis        |
| Intellectual property offenses   | 270 and 271           | 288           |
| Industrial property offenses   | 273, 274, 275 and 277 | 288           |

|  |                            |                |
|--|----------------------------|----------------|
| Discovery, revelation or violation of corporate secrecy  | 278, 279 and 280           | 288            |
| Manipulation of the supply of raw materials or first necessity products  | 281                        | 288            |
| Misleading advertising   | 282                        | 288            |
| Investment and credit fraud (falsification of economic and financial information in brochures)   | 282bis                     | 288            |
| Fraudulent billing of major sums   | 283                        | 288            |
| Price alteration and market manipulation   | 284                        | 288            |
| Abuse and disclosure of insider information  | 285 and 285bis             | 288            |
| Improper access to broadcasting or interactive services  | 286                        | 288            |
| Scams  | 248 to 251                 | 251bis         |
| Money laundering   | 301                        | 302.2          |
| Illegal funding of political parties   | 304bis                     | 304bis.5       |
| Offenses involving degrading mistreatment and occupational and real-estate harassment  | 173.1                      | 173.1          |
| Concealment of a corpse  | 173.1                      | 173.1          |
| Sexual harassment  | 184                        | 184.5          |
| Crimes against the rights of foreign citizens  | 318bis                     | 318bis.5       |
| Discovery and disclosure of secrets  | 197, 197bis and 197ter     | 197quinquies   |
| Computer hacking   | 197bis and 197ter          | 197quinquies   |
| Computer damage  | 264, 264bis and 264ter     | 264quater      |
| Unauthorized urban development, construction or building works   | 319                        | 319.4          |
| Offenses against natural resources and the environment   | 325 to 330                 | 328            |
| Smuggling  | LORC 2                     | LORC 3.3       |
| Illegal trafficking of human organs  | 156bis                     | 156bis.3       |
| Human trafficking  | 177bis                     | 177bis.7       |
| Prostitution, sexual exploitation and corruption of minors   | 187, 188, 189 and 189bis   | 189ter         |
| Offenses against animals   | 340bis and 340ter          | 340quater      |
| Hate speech and incitement   | 510                        | 510bis         |
| Financing terrorism  | 576                        | 580bis         |
| Exaltation, glorification, incitement or dissemination of terrorism  | 578 and 579                | 580bis         |
| Terrorism (organization or collaboration with terrorist groups, indoctrination or recruitment, possession or storage of weapons or explosives) | 572, 573, 574, 575 and 577 | 580bis         |
| Offenses related to ionizing radiation   | 343                        | 343.3          |
| Offenses caused by explosives or other similar agents  | 348                        | 348.3          |
| Offenses committed against public health   | 359 to 369                 | 366 and 369bis |
| Falsification of payment methods   | 386 and 399bis             | 386 and 399bis |

Furthermore, accessory criminal consequences may be incurred by legal persons, pursuant to the provisions of Article 129 of the Criminal Code, in relation to the following offenses:

Offenses referred to in Article 129 of the Criminal Code

| Offense   | Type of offense (CC) | Sanction (CC) |
|---|----------------------|---------------|
| Crimes against the rights of workers                | 311 to 317           | 318           |
| Refusal or resistance to inspection actions         | 294                  | 294           |
| Alteration of prices in tenders and public auctions | 262.1                | 262.2         |
| Offenses related to genetic manipulation            | 159 to 161           | 162           |
| Currency falsification                              | 386                  | 386.4         |
| Unlawful association                                | 515                  | 520           |
| Organization and funding of criminal groups         | 570bis and ter       | 570quater     |

MAPFRE is firmly committed to preventing the commission of any such offense within its organization. To this end, the Companies to which the Model applies will carry out an exhaustive analysis of their operations and activities to identify the criminal risks to which they are exposed and will determine which categories of criminal behavior may generate liabilities, identify the areas of each organization in which such offenses may be committed and review the procedures introduced to hinder, prevent or reduce the risk of such behavior.

Attached to the Model Guidelines is a Catalog of the criminal risks to which reference has been made, as well as the main monitoring and control measures established to prevent or mitigate these risks from occurring. The risks and measures included in this Catalog are considered applicable to MAPFRE S.A. when so indicated and to the other MAPFRE Group Companies included in the scope of the Model and to their insurance subsidiaries abroad, provided they are not incompatible with their internal procedures. When approving their own Models, each Company must identify its own risks and the applicable measures.

**Penalties or accessory consequences applicable to legal persons**

The penalties that may be imposed on legal persons include:

1. Fine in installments or proportional fine.
2. Dissolution of the legal person.
3. Suspension of activities for a period of no more than five years.
4. Closure of premises and establishments for a period of no more than five years.
5. Ban on performing activities as part of which the offense was committed, facilitated or covered up in the future.

6. Disqualification from obtaining subsidies and public aid, contracting with the public sector and enjoying tax or Social Security benefits and incentives, for a period of no more than fifteen years.
7. Court intervention to safeguard the rights of workers or lenders for the amount of time considered necessary, although for no more than five years.

### **Exemption from responsibility**

For the offenses referred to in the previous table under the title "Offenses referred to in Article 31 bis of the Criminal Code", the Criminal Code establishes, as a cause for exemption from criminal liability, a prevention model is in place that makes it possible to avoid or significantly reduce the risk of crimes being committed.

For the model to be considered effective, the following requirements must be met:

1. Identify the activities in which the offenses to be prevented may be committed.
2. Establish the protocols or procedures that determine the formation process of the will of the legal person, decision-making and execution thereof in relation thereto.
3. Have adequate financial resource management models in place to prevent the commission of offenses that must be prevented.
4. Impose the obligation to report possible risks and breaches to the body in charge of monitoring the operation and observance of the prevention model.
5. Establish a disciplinary system that adequately penalizes non-compliance with the measures established by the model.
6. Perform a periodic verification of the model and its possible amendment in case of relevant infractions, changes at the organization, in the control structure or in the activities undertaken.

Pursuant to the foregoing, if any of these offenses are committed and it is proven that the Company had a suitable model in place and that it effectively applies said model, it will be held harmless from criminal liability. If the model is not fully satisfactory or has not been applied strictly enough, this exemption will not be full although responsibility may be reduced.

The foregoing is under the premise that, previously, if necessary, the prosecution will be responsible for proving that there has been a serious breach of the supervision duties on the part of the company.

### **3. Scope of the Model and its recipients**

MAPFRE has an efficient, decentralized corporate structure that enables it to fulfill its business objectives. It has a management model in place that involves extremely strict control and supervision at all levels and ensures a decision-making structure that is well suited to ensuring coordinated corporate growth.

Approval must be ensured by the administrative bodies of all Group Companies whose registered offices are located in Spain and of their insurance subsidiaries abroad for a Prevention Model of Criminal Risks to which they are exposed pursuant to the principles set forth therein, as well as the implementation and monitoring of these guidelines, notwithstanding adequate corporate coordination across all levels of the Group.

The Model applies to MAPFRE's legal representatives, its directors, its executives, its employees and all other persons who are under the authority or control of the above-mentioned persons or who work in their area of management, supervision, vigilance or control. This includes all groups of individuals who act in the name of, on behalf of, or in some way or other in the interest of the Group.

### **4. Model Objectives**

The basic objectives of the Prevention Model are as follows:

- To establish a structured, organized system of prevention and control designed to reduce the risk of offenses included in the aforementioned Catalog being committed.
- To raise the awareness of all the personnel identified as being within the scope of the Model in the following respects:
  - The importance of complying with the Prevention Model in exercising their professional duties and applying the ethical principles that are part of MAPFRE's internal regulations.
  - The mandatory nature of complying with the Prevention Model. Failure to comply with the internal regulations set out in the company's organization and management model and, in particular, the measures established for the monitoring, control and prevention of offenses constitutes an occupational infraction and may be subject to sanction, or where appropriate, to the persons acting in the name, on behalf of, or in some way, in the interests of MAPFRE, such violations may result in the termination of their contractual relationship.

- To establish a frame of reference for introducing measures of control, so that each of the Companies to which the Model applies can identify the most effective way of preventing criminal acts from being committed.

## 5. General instruments of prevention

MAPFRE has established solid procedures for the identification, management, control and communication of the risks to which the Group may be exposed, as well as adequate internal control mechanisms, including correct administrative and accounting procedures. To this end, MAPFRE has a regulatory body and an internal governance framework around which the control system that is part of the Criminal Risk Prevention Model is structured and developed.

MAPFRE has the following instruments of prevention, among others:

- Policies, standards and procedures:
  - The Policies aim to establish the general framework and principles for each subject.
  - The Standards establish binding rules in relation to the aspects that they cover.
  - The procedures clearly establish how to act in certain circumstances.
- Internal governance: MAPFRE corporate governance accounts for the principles and regulations that ensure appropriate management and control, with broad participation by board members and executives in all decisions. This includes a management model that allows the most relevant decisions at all levels to be analyzed in depth, before and after their execution, by all management teams.

### 5.1. Policies, standards and procedures

- **Institutional, Business and Organizational Principles of the MAPFRE GROUP** (“**Institutional Principles**”): Approved by the Board of Directors of MAPFRE S.A., they constitute the minimum framework of mandatory compliance for all Group Companies and their respective governing bodies, which must adapt their internal regulations and their activities to the principles and standards defined herein.
- **By-Laws** of each of the Group companies, which, in addition to other aspects, regulate the decision-making processes of the statutory governing bodies and establish rules relating to the control and supervision of the activities and operations of each Company.



- **Regulations of the Board of Directors** of MAPFRE S.A., which regulate the functioning of the Board of Directors and its other statutory bodies. Pursuant to these regulations, the Board of Directors at MAPFRE S.A. is responsible for ensuring that all the Group's business activities are performed pursuant to the Institutional Principles.
  
- **Code of Ethics and Conduct**: Approved by the Board of Directors at MAPFRE S.A., it is inspired by its Institutional, Business and Organizational Principles of the MAPFRE GROUP and was conceived to reflect corporate values and the basic principles that ought to guide the conduct of MAPFRE and its people.
  
- **Channel for queries or complaints regarding the Code of Ethics and Conduct**: Established in order to comply with the provisions of the Code of Ethics and Conduct, which allows any employee of the MAPFRE Group, as well as board directors, shareholders, providers, contractors and subcontractors, who has queries about the application of the Code, or who observes a situation that may result in a breach or violation of any of the ethical or behavioral principles and standards set forth in the Code, to confidentially communicate such to the Ethics Committee.
  
- **Financial and Accounting Whistleblower Channel**: To ensure compliance with the provisions of the Regulations of the Board of Directors of MAPFRE S.A., a Financial and Accounting Whistleblower Channel has been established through which MAPFRE Group employees, as well as board directors, shareholders, providers, contractors and subcontractors can confidentially and, if they wish, anonymously report any potentially significant financial and accounting irregularities observed within the company or its Group to the Audit and Compliance Committee of MAPFRE S.A.
  
- **Internal Rules of Conduct (IRC)**: The Regulation sets out the specific rules of action that must be known and adhered to by all persons included within its scope of application as regards the securities issued by MAPFRE S.A. and, where appropriate, with those of other Group Companies listed on secondary markets.
  
- **Corporate Policies and Rules**: Group Companies have several policies and standards that regulate specific aspects of certain corporate matters, including but not limited to:
  - Corporate Governance Policy.

- Anti-Corruption Policy.
  - Human Rights Policy.
  - Corporate Tax Policy.
  - Policy for managing conflicts of interest with senior management and representatives
  - Policy for communicating with shareholders, institutional investors and proxy advisors and for communicating economic-financial, non-financial and corporate information.
  - Diversity and Equal Opportunities Policy.
  - Policy on Health, Well-Being and Occupational Risk Prevention.
  - Corporate Security and Privacy Policy.
  - Corporate Policy on Combating Fraud.
  - Director Selection Policy.
  - Purchasing Rules and General Purchasing Procedure.
  - Rules on the arrangement of strategic consulting services and/or corporate or business development.
  - Sponsorship approval standard.
  - Environmental Policy.
  - Respect for People Policy.
  - Policy related to the procedure for analyzing potential acquisitions, disposals and other corporate restructuring operations.
- **Solvency II Policies:** Pursuant to the provisions of the Solvency II Directive, MAPFRE S.A. and the Group's insurance and/or reinsurance companies have several documented Policies and must guarantee their application, including but not limited to:
- Risk management.
  - Actuarial.
  - Internal audit.
  - Compliance.
  - Risk appetite.
  - Internal control.
  - Skills and repute.
  - Own risk and solvency assessment (ORSA)
  - Business continuity.
  - Outsourcing.

- Outsourcing on the cloud.
  - Asset and liability assessment process.
  - Underwriting.
  - Operational risk.
  - Remunerations.
- **Internal and external audit reports**, in relation to the verification of financial statements, prevention of money laundering, application of the Organic Law on Protection of Personal Data and guarantee of digital rights, security and the environment, etc.
- **Continuous training**. MAPFRE has a global training model that is organized into Schools of Knowledge at the Corporate University, encompassing all of the training programs that are developed locally and globally. Imparted via e-learning, as well as other approaches, courses are delivered on the Code of Ethics and Conduct and internal control standards (whose scope is all Group employees), audit training actions in addition to a course dedicated to the Compliance Function, which raises awareness of this function, its objectives and responsibilities, stressing the importance of its implementation to minimize legal risk and non-compliance to which Companies are exposed.
- **Corporate Sustainability**. The Corporate Sustainability Policy constitutes a mandatory framework when it comes to sustainability for all MAPFRE companies and their respective governing bodies. It establishes a reference framework, based on which any MAPFRE Group company can develop and promote socially responsible behavior, regardless of the way (conventional and/or digital) in which the business performs its activities and the country in which it operates.

This MAPFRE sustainability strategy is based on:

- Finding a balance between medium- and long-term environmental, social and governance (ESG) challenges, and determining how these affect the company and the stakeholders with which the company maintains relationships.
- Managing the impact of the company on society and identifying opportunities for sustainable development in order to create shared values with stakeholders and society at large.

MAPFRE has adopted the following guiding principles, which are applicable to the whole organization and form the basis for building global commitment to the sustainability and sustainable development of the Group:

- Compliance with current legislation and prevention of corruption
  - Good governance
  - Communication and dialog with all stakeholders
  - Commitment to transparency
  - Commitment to human rights
  - Diversity
  - Fiscal responsibility
  - Conservation and promotion of the environment
  - Promotion of social responsibility
  - Environmental, social and governance risk management
  - Commitment to responsible investment
- **Investor Relations**. A communication channel has been set up between MAPFRE S.A. and its shareholders, which is open on a permanent basis for the purpose of responding to queries and requests for information. To this end, they are provided with an email address, a toll-free telephone number and the question form from the corporate website.
- **Corporate website**. MAPFRE S.A. immediately publishes on its corporate website, [www.mapfre.com](http://www.mapfre.com), all the relevant communications transmitted to the Spanish National Securities and Exchange Commission (CNMV) and other official organisms, together with any other information that needs to be published, corporate governance policies and any information that it is considered appropriate to transmit to clients, shareholders and investors. It also contains a form to send queries and requests from both private and institutional shareholders and investors.
- **Other standards and procedures**. There are standards and procedures that govern specific subjects, serving to prevent the occurrence of offenses: These include:
- Regulations for the prevention of money laundering and financing terrorism at Companies required to pay tax in Spain, where the policies and procedures MAPFRE has implemented in Spain are established to prevent, impede or denounce, as appropriate, transactions that involve money laundering and financing terrorism.
  - Standards for the prevention of money laundering and financing terrorism by MAPFRE Group subsidiaries abroad: Spanish regulations on the prevention of money laundering and financing

terrorism (ML/FT) require reporting entities in Spain to apply prevention measures equivalent to those provided for in European law at their branches and subsidiaries abroad. This document provides practical information on the obligations that must be fulfilled by the companies abroad subject to the ML/TF prevention regulations.

- Operating standards of the financial and accounting whistleblower channel.
- Protocol for preventing and addressing Harassment.
- Expense Policy.
- Internet Use Policy.
- Communication Policy.
- Digital Marketing Policy.
- Guide for the use of Social Media and Networks and Social Media Content Strategy.
- Regulation for resolving disputes between MAPFRE Group Companies and the users of their financial services.
- Promotion, Selection, and Mobility Policy.
- Compensation Policy for Board Directors at MAPFRE, S.A.
- Dividend Policy.
- Internal Policy on the Right to Disconnect for MAPFRE's Personnel.
- Telematics Code.
- Corporate Data Governance Policy.
- Customer Relationship Governance Model.

## **5.2. Internal Governance**

### **A) Administration and supervision bodies**

MAPFRE has the following bodies responsible for performing control and monitoring tasks:

- **Annual General Meeting**

The Annual General Meeting is the highest governing body of each company. It shall convene and hold its meetings following the provisions of the law, the bylaws of each company, and, in the case of MAPFRE S.A., the corresponding regulations.

- **Management bodies**

The senior management and supervision bodies in place at the Companies. Furthermore, in the case of the Board of Directors at MAPFRE, S.A., one of its powers is to act as a supervisory instrument for the Group.

- **Delegated bodies of the Board of Directors at MAPFRE S.A.**

- Delegated Committee: which acts as a delegated body of the Board of Directors, with all its powers with the exception of those that cannot be legally delegated.
- Audit and Compliance Committee: Its functions include supervising the Company's internal control, internal auditing and risk management systems. It is also responsible for supervising compliance with internal and external regulations, especially with internal codes of conduct, regulations and procedures for the prevention of money laundering and financing terrorism, as well as making proposals for their improvement.
- Appointments and Remuneration Committee: This is the delegate body of the Board of Directors responsible for coordinating the appointments and remuneration policy applicable to the group's Directors and Senior Managers.
- Risk and Sustainability Committee: It supports and advises the Board of Directors when defining and evaluating the Group's risk policies, when determining susceptibility to risk and the risk strategy, and when defining and supervising the corporate sustainability policy and sustainability strategy. Furthermore, it is informed of and assesses the risk management methods and tools, monitoring the models applied in terms of their results and validation as well as promoting, guiding and overseeing the principles, commitments, objectives and strategy of the Group in terms of sustainability.

## **B) Management bodies**

- **MAPFRE Executive Committee**

The Executive Committee is the body which, under mandate from the Board of Directors, exercises direct supervision over management of the Business Units and Corporate Areas and guarantees they take coordinated action.

- **Regional Management Committees**

The Regional Management Committee is the body responsible for direct supervision of the management of the Business Units in the region, except the Reinsurance Unit, and promotion of all global or regional corporate projects.

- **Management Committees of the Reinsurance, Global Risks and Assistance, Services, and Special Risks Business Units**

The Management Committee of each of the aforementioned Business Units, with centralized management, is the body responsible for direct supervision of the management of each of one at a global level and promotion of all their global projects.

- **Management Committees of insurance subsidiaries**

The Local Management Committee is the body responsible for direct supervision of the management of the Insurance Business Unit in the country. It is chaired by the most senior management representative of the subsidiary and will include the executives approved by the Regional Management Committee, at the proposal of the local CEO.

### **C) Other Committees**

The Group also has other non-executive bodies that perform important functions to ensure the appropriate management of its activities:

- **Ethics Committee**

Its aim is to guarantee the enforcement of the Code of Ethics and Conduct, as well as the supervision and control of compliance therewith. It has the following powers:

- Advisory: answer questions about the interpretation of the principles and guidelines for action contained in the Code and advise on how to proceed in certain situations.
- Responsive: analyze and resolve complaints for breach of the Code.
- Oversight: ensure compliance with the Code and propose updates to its content to adapt to any changes that may occur in the company, the market, society in general and the law.
- Promotional: disseminate and promote the values and standards of action established in the Code among employees.

- **Corporate Sustainability Committee**

MAPFRE has a Corporate Sustainability Committee, which is an internal body that has executive functions and is empowered to offer information, advice and make recommendations on sustainability, in accordance with the competences assigned to it in its internal operating regulations. It reports annually to the MAPFRE S.A. Board of Directors and/or to the delegate body competent in this respect on the degree of compliance with the Corporate Sustainability Policy and Strategy.

Furthermore, among its powers, the Committee monitors international sustainability initiatives and the commitments undertaken by MAPFRE at all times. It also assesses and proposes to the relevant body, where appropriate, adherence to new initiatives in this area of action that are relevant to the Group.

- **Security and Business Continuity Committee**

This is the senior-most management body for these matters and ensures that business objectives and needs govern the activity of the Corporate Business Continuity and Security Function as well as guaranteeing that it is considered as a core element of corporate business processes.

- **Global Business Committee**

Responsible for analyzing the progress of MAPFRE's insurance businesses and services, for the implementation of the approved plans and for proposing measures to correct and improve the same.

- **Underwriting Policy Committee**

Together with the Global Business Committee, it is in charge of ensuring that the Underwriting Policy is correctly applied, analyzing and proposing the operating standards for ESG-related exclusions in the underwriting processes for the Group's insurance operations. Among this Committee's functions is verifying the Group companies' compliance with the underwriting commitments.

- **MAPFRE Acquisitions Committee**

It participates in, leads and coordinates the work required as part of each acquisition or divestment process, such as the technical assessment, the development of due diligence (potential business partners are subject to



exhaustive due diligence procedures as are matters of corruption and bribery), the negotiation of contracts and the closing of the transaction.

It also serves as an advisory body, providing its assessment to the competent governing bodies in making the final decision on the acquisition or divestment in question.

Its actions are guided by the following objectives: Rigor in the process of potential acquisitions, efficiency in the resources applied to acquisition transactions, objectivity in information and valuations, preliminary study of the possible consequences of acquisitions and follow-up and subsequent assessment on compliance with estimates.

- **Transformation and Innovation Committee**

It participates in the definition of the main lines of action and in the design, monitoring and follow-up of the implementation of new projects. It is responsible for coordinating the MOi (MAPFRE Open Innovation), which is the innovation platform created to move towards new business models and solutions generated by digital and technological changes.

- **Committee for the Prevention of Money Laundering and Financing Terrorism**

This Committee has the following functions and powers with regard to the companies required to pay tax in Spain pursuant to the regulations on this matter:

- Encourage the application of the measures required in the regulations, their dissemination and the training of staff in this matter.
- Coordinate and supervise the actions of the internal bodies at subsidiaries of affected companies abroad.
- Analyze suspicious transactions reported to the Executive Service by the different companies required to ensure compliance in Spain and review all those initially analyzed by the Internal Control Bodies and ruled out as suspicious with a view to ratifying the decision adopted to this end or, where appropriate, adopt the decision to inform them.
- Propose, where appropriate, modifications to the structure adopted regarding the prevention of money laundering and financing terrorism, where experience so advises.
- Approve the Manual of regulations for the prevention of money laundering and financing terrorism at companies required to pay tax in Spain and the Risk Self-Assessment Report for companies required to pay tax in Spain.
- Approve the Annual Activity Report of the Money Laundering and Terrorist Financing Prevention Unit (AML/CTF Unit).

- Approve the annual training policy in this matter.
  - Appoint an independent external expert to perform the mandatory annual review of established procedures and internal control and communication bodies in matters of prevention of money laundering.
  - Be informed about the reports issued by the independent external expert and of the possible corrective measures proposed therein.
- **MAPFRE's Insured Party Ombudsman**

Body responsible for protecting the interests of the users of the Group companies that adhere to the Regulation for resolving disputes between MAPFRE Group Companies and the users of their financial services, which hears and resolves claims made by the users of MAPFRE's financial services and provides the Companies' management bodies with the recommendations it considers appropriate to improve their contractual relations with users.

#### **D) Three lines of defense model**

MAPFRE has adopted the three lines of defense model for the purposes of risk management:

1. A first line of defense consisting of employees, management, and the business and supporting operating areas that are responsible for maintaining effective control over the activities carried out as an inherent part of their day-to-day work. Therefore, they assume the risks and are responsible for designing and applying the control mechanisms that are necessary to mitigate the risks associated with the processes that they carry out and to ensure that they do not exceed established limits.
2. A second line of defense integrated by the key functions of risk, actuarial and compliance management and other insurance functions, which guarantee the operation of the internal control and risk management systems.
3. A third line of defense consisting of the Internal Audit, which carries out the independent assessment of the suitability, adequacy and effectiveness of the internal control and risk management systems, communicating any deficiencies to the parties responsible for applying the corrective measures in a timely manner, including senior management positions and governing bodies, as the case may be.

#### **E) Internal Control System**

MAPFRE has established the corresponding internal control system based on its organization, which has an adequate structure and appropriate information mechanisms across all levels for each Company.

## **F) Key Governance System Functions**

Pursuant to the provisions of Article 65 et seq. of Law 20/2015, of July 14, on the Regulation, Supervision and Solvency of Insurance and Reinsurance Companies (LOSSEAR), MAPFRE has an effective governance system in place that guarantees the healthy and prudent management of its activity, proportionate to the nature, volume and complexity of its operations, which includes the following Key Functions: risk management, actuarial, compliance verification and internal audit.

### **6. Supervision and Control of the Model**

The Compliance Function is responsible for the supervision of the functioning of and compliance with the Prevention Model at MAPFRE S.A.. According to the MAPFRE Group's Compliance Policy, its aim is for the Group as a whole to operate within the regulatory compliance framework with a view to achieving a global compliance environment.

To this end, the Compliance Function identifies, assesses, monitors and reports on the risk exposure associated with any non-compliance that may be incurred through the activities performed. Non-compliance risk is defined as the risk of legal or regulatory sanctions, financial and material losses, or loss of reputation that may affect MAPFRE as a result of non-compliance with the laws, regulations, rules, internal and external standards or administrative requirements applicable to its activity.

The effective management of these risks is regarded as a basic boost to sustainable and profitable growth. It also helps protect MAPFRE's solvency, integrity and reputation while supporting the achievement of its strategic objectives.

The Compliance Function must take part in preparing the criminal risk organization and management models and ensures their proper functioning, establishing the necessary monitoring and control systems to verify compliance with the requirements of the Prevention Model.

The Prevention Models at the remaining Companies within the scope of this document will be approved at the request of the Group companies that directly or indirectly hold a majority stake in their capital and the corresponding Compliance Areas will participate in their preparation.

The approval of these Models, pursuant to the principles of action contained in this document, will correspond to the corresponding management bodies, which will determine, in each case and according to their own organizational structures,

the Area or body in charge of supervising their application, operation and functions and system of action.

## **7. Methodology for the management of criminal risk**

Following the approval of the criminal risk prevention model by the corresponding management body of each Company, as set out in these Guidelines, it must be subject to periodic assessment to test its implementation and effectiveness.

The criminal risk management process is a homogeneous process that allows the Compliance Officers at MAPFRE, S.A. and of the insurance and/or reinsurance Companies within the scope of the Model, to perform the indicated periodic assessment to test its implementation and effectiveness and evaluate the criminal risks to which the Companies within their remit are exposed, identify the processes and activities in whose scope the offenses that must be prevented can be committed, identify and evaluate the controls implemented to prevent the commission of said offenses and establish a review of the Model's effectiveness.

To this end, they will apply the methodology implemented by the Corporate Compliance Department. The main phases of this management process are described below:

- Risk identification
- Assessment of inherent risk
- Assessment of residual risk
- Determination of the risk appetite
- Conclusions and action plan
- Monitoring and continual improvement

These Compliance Officers will periodically verify that the controls implemented to mitigate the risk of committing offenses are in force and are adequate and sufficient. To this end, the Compliance Officers at each of the Companies in Spain will issue a certificate detailing the status of the existing controls to mitigate each of the offenses that may be committed as part of their activity and the result of the check performed as part of this exercise.

## **8. Updating the Prevention Model**

The supervision, monitoring and periodic verification activities provide the Companies with an overview of their Prevention Models, so they can adopt the corrective actions necessary to ensure their effectiveness and suitability for the purpose pursued.

The Prevention Model will be updated periodically, taking into account: i) changes related to the activities subject to control, ii) internal organizational changes, iii) possible changes to the regulations applicable at any time that are directly related to the Model , as well as iv) any possible relevant infringements of internal regulations that have been detected.

Every two years, the Corporate Compliance Department will review the Model, proceeding, as necessary, to update it to adapt it to any significant change that affects its contents and with a view to guaranteeing that its provisions remain valid and up to date. If the aforementioned review concludes that it needs to be amended, the corresponding amendments will be escalated for approval by the Board of Directors at MAPFRE S.A.

## **9. Management of resources**

The Prevention Models are endowed with the necessary financial, material and human resources for their correct and efficient operation.

The Corporate Compliance Department will report annually to the Audit and Compliance Committee, as the delegated body of the Board of Directors at MAPFRE, S.A., on the suitability of the financial and non-financial resources retained by MAPFRE S.A. for maintaining an adequate level of control over activities that generate criminal risks and mitigate the risk of illegal conduct being committed.

## **10. Criminal Risk Committee**

For the Model to work effectively, it must be subject to continuous monitoring. To this end, establishing a Corporate Committee is essential in order for the company to appropriately react to the possible materialization of a criminal risk.

This Committee is a body that enables the Group to react and act diligently to a possible breach of the Model by following a procedure for dealing with possible suspicious activity.

It meets whenever considered necessary or whenever requested by its members. The operating regulations or other procedures applicable to its actions are approved by the Audit and Compliance Committee at MAPFRE S.A.

## **11. Non-compliance with the Model: reporting suspicious activity and sanction proceedings**

The existence of channels for reporting internal breaches or unlawful activities at the Company is one of the key elements of the prevention models.

Any person, including MAPFRE employees, who has evidence or suspicions of a crime being committed that may be attributed to any of the Group's Companies or a violation of the rules established in this Model, can report it using the channels made available by the Group.

Notwithstanding the established procedures, these reports will be forwarded to the Corporate Compliance Department, which is responsible for managing them pursuant to the established operating rules. Maximum confidentiality is ensured regarding the identity of the person who makes the report, without prejudice to the legal obligations and protection of the rights concerning the companies and persons accused unjustly or in bad faith. There is also a ban on retaliations against anyone who has reported a violation.

Failure to comply with the internal regulations established in the Model, and in particular with the monitoring, control and prevention measures referred to in the Model, constitutes an occupational infraction and may be subject to a sanction, or where appropriate, for groups acting in the name of, on behalf of, or in any way, in the interests of MAPFRE, it may result in the termination of the contractual relationship, all notwithstanding the administrative or criminal sanctions that may apply.

The employee disciplinary procedure will be enforced by the Corporate People and Organization Area pursuant to the disciplinary system provided for in the Collective Bargaining Agreement and in the applicable occupational regulations. Notwithstanding this, necessary measures will be taken to ensure the effective implementation of the established disciplinary system.

## **12. Model Documentation**

The implementation and development of the Prevention Model must be reflected in writing. This documentation will be stored for at least the following 10 years or until the end of the corresponding statute of limitations for the offense in question, when it is greater.

### **13. Dissemination and Training**

Responsibility for dissemination of the Model at MAPFRE S.A. lies with the Corporate Compliance Department in collaboration with the Corporate People and Organization Area.

The documents pertaining to Institutional, Business and Organizational Principles at the MAPFRE Group, the Code of Ethics and Conduct and these Criminal Prevention Guidelines will be made available to all employees at Companies included in the scope of this Model via the Intranet.

The Institutional, Business and Organizational Principles at the MAPFRE Group, the Code of Ethics and Conduct and this extract from the Guidelines are also available on MAPFRE's corporate website, with a view to informing any third party related to the Group of MAPFRE's interest in the prevention of crimes within the Group and allowing them to communicate, through the channel set up for this purpose, the possible commission of crimes or conduct contrary to the regulations established by MAPFRE.

MAPFRE will include specific training actions in criminal risk prevention as part of its training plans. The content of these training actions at MAPFRE S.A. will be managed by the Corporate Compliance Department in coordination with the Corporate People and Organization Area

### **14. Approval of the Model**

Following its initial approval in the MAPFRE S.A. Board of Directors meeting on April 28, 2017, and subsequent revision on June 26, 2020, this Model was reviewed and updated by the same body at its meeting held on July 27, 2023.