



REGULATORY COMPLIANCE MANUAL

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1. Introduction

Blendhub SL (hereinafter, "BLENDHUB", "the Company", "the Organization") has a great commitment to regulatory compliance and crime prevention, for this reason, it has a Criminal Risk Prevention Model (hereinafter, "CRPM"). The aforementioned CRPM is designed to prevent possible criminal, illicit, and even immoral behaviors within the Company, thus generating a safe work environment in which a true culture of regulatory compliance is promoted.

BLENDHUB, as a legal entity, is subject to possible criminal, administrative, labor, civil, and other responsibilities of a different nature, as well as a self-commitment towards ethical, transparent, and upright behaviors that affect everyone who are part of BLENDHUB.

The CRPM is based on the analysis of the criminal risks that may take place in the Company, and the existing controls to prevent and mitigate said risks. To prepare this Manual, we have studied all the activities carried out by the company in Spain and in all the countries where BLENDHUB, through its Hubs, has a presence, reviewing existing internal regulations and other controls against possible criminal risks, as well as the context of BLENDHUB.

2. Goal

The objective of this Manual is to establish, collect and communicate the different mechanisms to guarantee a true promotion and application of BLENDHUB's culture of regulatory compliance, as well as those procedures and forms of action to prevent and try to avoid the commission of crimes, or any other illegal, or inappropriate practice within the Company.

On the other hand, this document also serves to detail the different elements that make up BLENDHUB's CRPM, define the Model itself to prevent, detect and mitigate criminal risks, and detail the functions of the people who make up the Company concerning the established Program of Regulatory Compliance.

3.Scope

This Manual applies to BLENDHUB, to all the companies established in Spain that are part of the Company, and to the Hubs, regardless of their location.

In the same way, the members of BLENDHUB and all the Hubs are subject to this Manual. For these purposes, the following are considered members of BLENDHUB:

- I. Members of the Board of Directors of BLENDHUB and the different companies of each of the Hubs.
- II. Executives and middle management of BLENDHUB and the Hubs.
- III. The personnel, whether self-employed or employed, who provide their services in the name and on behalf of BLENDHUB in Spain and each of the Hubs, regardless of the type of contract or its duration.

4.Context

4.1 Organizational context

Blendhub is a benchmark for innovation and technology in the agri-food sector.

Its origin lies in the Premium Ingredients brand, created in 1997 by Henrik Stamm Kristensen, a Dane with extensive experience in the agri-food sector, who decided to settle in Spain. Today,

the company combines the typical transparency and trust of Denmark with the dynamic and agile Latin character.

Its interest and perseverance in offering food producers a complete service, beyond the formulation and mixing of powdered raw materials, materialized in 2017 with the creation of a new inclusive and relational business model that impacts the price of final product and facilitates innovation: #CloudBlending. Blendhub thus begins to lead this commitment, which questions the status quo of the agri-food value chain and allows access to new markets quickly, with lower costs, and offers a general service regarding how to design, optimize and supply food mixtures in powder.

To this end, it positions itself as a facilitator so that companies in the sector can internationalize by producing locally and generating new business opportunities.

4.2 Regulatory context

The Spanish trading companies that makeup BLENDHUB are subject to the different regulations of various kinds that apply to companies established in Spain and the European Union.

Among all these regulations, it is necessary to highlight the reform of the Spanish Criminal Code carried out in 2010, through Organic Law 5/2010, of June 22, which introduced in the Spanish legal system the criminal liability regime of legal entities.

From that moment on, legal entities may be criminally liable for certain crimes committed, on their behalf and for their benefit, by their legal representatives, their administrators (de facto and de jure), as well as persons subject to their authority when they aren't exercised proper control over them.

In particular, legal entities may be criminally liable in two cases:

□ Of crimes committed in their name or on their behalf, and for their direct or indirect benefit, by their legal representatives or by those who, acting individually or as members of one of their bodies, are authorized to make decisions on behalf of the legal entity or hold in its powers of organization and control.

□ Of the crimes committed, in the exercise of social activities and on their behalf and for their direct or indirect benefit, by those who, being subject to the authority of the above, have been able to carry out the acts for having seriously breached the duties of supervision, surveillance, and control.

Subsequently, in 2015, through Organic Law 1/2015, a series of measures were included in the Criminal Code, by the legislator, which, if properly implemented within the company, could be valued as mitigating, or exempt from criminal liability, criminal responsibility, if the crime occurs. In particular, the possibility of exempting or mitigating the liability of legal entities provided that they have effectively adopted and executed management models aimed at preventing criminal risks.

Likewise, Spanish Organic Law 1/2019 modified, again, the Criminal Code to transpose European Union Directives in the financial and terrorism fields, as well as to address international issues.

This regulatory context has led BLENDHUB to formally develop and implement since 2015, taking a further step in 2019 with the creation of the Security and Compliance Committee, a Criminal Risk Prevention Model aimed at preventing the commission of crimes in BLENDHUB, as well as in all Hubs.

5. Elements of the Criminal Risk Prevention Model

5.1 Blendhub's Commitment

The creation and development of the BLENDHUB Criminal Risk Prevention Model have been promoted and supervised by the Group's Board of Directors and Senior Management.

At BLENDHUB we are aware that the Board of Directors and Senior Management must be committed to the CRPM so that it will be effective and will consecrate the values and principles contained in the different internal regulations, especially highlighted in BLENDHUB's Code of Ethics and Conduct. Consequently, both the Board of Directors and Senior Management are fully involved and must lead the way with commitment and respect towards the regulatory compliance culture.

For all these reasons and given that the Board of Directors is the highest authority of the CRPM, it undertakes to allocate all the necessary resources to guarantee the success of the Model through its adequate promotion and continuous improvement.

5.2 Identification and analysis of criminal risks

To determine what criminal risks may affect BLENDHUB, an exhaustive analysis of criminal risks has been made, taking into account the activity carried out by the Company and its context. This analysis and review of the potential crimes that may be committed by the Company, based on the activities performed by each of its functional areas and the Hubs, has been carried out following the provisions of article 31 bis of the Spanish Criminal Code. All crimes likely to be committed by a legal entity

have been considered, placing greater emphasis on those that have a greater inherent risk. In addition, those crimes that may have accessory consequences have been considered for BLENDHUB in the application of article 129 of the Criminal Code.

To identify and analyze the criminal risks that could materialize in BLENDHUB, numerous interviews have been carried out with those responsible for the different areas of the Organization and the Hubs, as well as an in-depth documentary and procedural analysis. All this is aimed at determining which are the most important processes and activities, as well as the existing control environment.

Once the results of these analyses had been obtained, the identified criminal risks have been evaluated and prioritized, considering, in turn, the existing control environment aimed at mitigating them. A BLENDHUB criminal risk assessment model has been used to assess the criminal risks identified in the criminal risk matrices. The objective of said model is to classify the criminal risks that could arise for the Company in Spain, because of the various cases associated with the main activities carried out by the different areas of the Company in Spain and all the Hubs.

To assess the residual risk of the criminal risks associated with the activities of the areas analyzed in BLENDHUB, the following parameters have been considered:

- 1) Impact Weighted average between the type of crime, reputational impact, and protected legal asset.
- 2) Probability of Occurrence: Weighted average between the trend based on the history of the sector and the frequency with which the activity is carried out.

3) Residual Risk: Impact by Probability of Occurrence taking into account the design and effectiveness of the controls.

Once the Impact and Probability of Occurrence have been obtained, the criminal risks associated with each of the activities carried out by BLENDHUB have been classified following this scale:

RISK LEVEL	SCALE
Very High	20-25
High	10-19
Medium	5-9
Low	2-4
Very Low	0-2

Based on the existing legislation at the national level and the activity of BLENDHUB, both in Spain and in the rest of the Hubs, all the criminal risks contemplated have been integrated into one of the following categories:

- Public Treasury and Social Security.
- Punishable Insolvencies.
- Corruption.
- Falsification.
- Money laundering.
- Fraud.
- Urban Crimes.

- Privacy.
- Workers' rights.
- Intellectual property.
- Market.
- Health, Environment, and Safety.
- Technological crimes.

All this information is developed and specified in the Report on Internal Control of Criminal Risks.

5.3 Identification and analysis of control over criminal risks

To assess the residual risk of BLENDHUB's criminal risks, we have identified and analyzed all high-level controls, as well as other specific controls, that the Organization has to mitigate every identified criminal risk.

Two control levels have been identified in the Company's control structure:

- High-level controls: They generally reinforce the existing control environment to prevent the commission of any type of crime in the Company.
- Specific controls: They mitigate a criminal risk or a category of criminal risks in particular.

The Company has an internal control system that, while exercising its professional functions, reinforces both the prevention and detection of criminal acts. Said control structure helps mitigate the potential occurrence of criminal offenses within the Company or, in case of detection, structures the Company's response.

The general control system of BLENDHUB is organized as follows:

The first line of defense: All the Company's professionals are responsible for managing the risks, processes, systems, and activities in their field of action, with the supervision of those responsible for the processes, systems, or activities.

The second line of defense: Supervisory controls are included in certain processes to guarantee the timeliness and legality of transactions, independently, with a preventive nature and suspensive capacity.

The third line of defense: An external company carries out an independent review of the controls of the processes, systems, technology, and personal behaviors; and the company's supervisory bodies carry out their duties under the assigned responsibilities and areas.

The fourth line of defense: Global supervision of the state of Internal Control exercised, in the performance of its functions, by the Board of Directors through the Security and Compliance Committee, relying on information from the External Auditors, Finance, and other areas of external supervision.

Development and description of the identification and control analysis of criminal risks are developed and specified in the Internal Control of Criminal Risks Report.

5.4 Identification, analysis, and control of criminal risks in the companies of the Hubs

Parallel to the Spanish company, the same process occurs in each Hubs related to the identification and analysis of criminal risks, as well as the identification and control analysis of criminal risks. In such a way that, taking into account the peculiarities of the different local regulations regarding Regulatory Compliance, a

similar process has been developed in each company to which each of the Hubs belongs. The purpose, which comes directly from the Security and Compliance Committee, is for the CRPM to be as similar as possible in each of the Hubs, with the exceptions provided by the regulations of each place, in such a way that the CRPM is implemented, developed and improved uniformly, regardless of country or region. This implies that the CRPM will be replicable if there are new Hubs and, therefore, new locations under the name or control of BLENDHUB.

5.5 Risk map

The most relevant documentation of the control environment has been analyzed to carry out the prioritization and evaluation of the identified criminal risks, which has given rise to the risk maps. These risk maps are updated periodically as the Criminal Risk Prevention Model and BLENDHUB's activity and context evolve.

In the same way, risk maps related to the companies of each of the Hubs have been generated.

5.6 Financial resource management model

BLENDHUB has an adequate financial resource management model. On the one hand, the Organization has sufficient financial controls to prevent crimes. Processes are in place to properly manage and control financial transactions and record them accurately.

On the other hand, sufficient human, material, and financial resources are assigned for adequate development and execution of the Criminal Risk Prevention Model.

5.7 Supervision, monitor, and control model

The success of the BLENDHUB Criminal Risk Prevention Model is guaranteed by detecting its possible deficiencies and adopting the necessary corrective measures to strengthen its effectiveness. To achieve these objectives, there is a supervision, monitoring, and control model whose central axis is the Security and Compliance Committee, but which carries out control in a decentralized manner through four lines of defense that make up the BLENDHUB control system (see section 5.3).

In this system, the responsibilities of each of the Affected Persons are defined and the relationships between the different bodies are established, with the Board of Directors being ultimately responsible for the prevention of criminal risks that affect the organization.

5.8 Security and Compliance Committee

The BLENDHUB Security and Compliance Committee is ultimately responsible for the surveillance and control of criminal risks that may affect the Company in its activity, for which it is trained to create, approve and implement all kinds of measures, including the creation of internal regulations. It is responsible for approving the bases, control instruments, and mechanisms necessary for efficient coordination that allows setting priorities in Security and Compliance, being obliged to be a reference and get directly involved in promoting all behaviors that reflect a culture of Security and Regulatory Compliance, with the aim that the entire Company achieves a commitment towards its culture.

The existence of the Security and Compliance Committee is intended to reinforce this already existing commitment in the

Company, in such a way that it enables all employees to identify Security and Compliance as their own and desirable objectives.

The Security and Compliance Committee will carry out as many actions as necessary to ensure that Security and Compliance measures play a fundamental role in the development of the business, incorporating them in all areas and countries of the Company and focusing on those areas that may be more relevant or present greater risk, from the point of view of Security and Compliance. Minimizing, thus, the possible sources of risk and impact that may affect the development of the proposed objectives.

The Security and Compliance Committee can act on all the Hubs and their respective commercial companies.

This Committee will be made up of specific and relevant people, internal or external to the Company, to make decisions on the necessary measures to implement or solve. Additionally, and depending on what is discussed in the committee, anyone considered relevant may be invited to discuss the actions to be carried out.

The Committee is currently composed of:

- Board Members.
- VP Business Services.
- Compliance Area Advisor.
- Security Area Advisor.

The document that governs the operation of this body is the Safety and Compliance Committee Statute.

5.9 Board of Directors and Senior Management

The Board of Directors of BLENDHUB is the highest body of the Company and is responsible for its governance and representation.

The Board of Directors is responsible for approving the general policies and strategies, as well as supervising the internal control systems. This is the body responsible for approving the different internal regulations focused on criminal risk control, as a sign of its commitment to the Criminal Risk Prevention Model. The involvement of this body with Regulatory Compliance and with the internalization and promotion of a true culture toward regulatory compliance is absolute.

The Senior Management of BLENDHUB and each of the Hubs is in charge of guaranteeing all those demands that derive from the Criminal Risk Prevention Model are present in the daily activity of the Company and are reflected in the different policies and procedures. Among its numerous functions regarding Regulatory Compliance, the following stand out: Senior Management is committed to the design, development, maintenance, and improvement of the BLENDHUB CRPM and, in addition, leads this process, allocates the relevant and sufficient resources for the correct execution of the CRPM is entrusted with the task of transmitting the values, principles and ethical criteria of the Company and of exemplifying and disseminating a true culture towards regulatory compliance, comply with and enforce the obligations imposed by the CRPM or promote the use of the Ethics Line (Whistleblowing Channel) and the performance of training and awareness activities. In general, they direct and support all BLENDHUB Members, including each of the Hubs, intending to effectively carry out the CRPM.

5.10 Ethics Line (Whistleblowing Channel)

BLENDHUB makes available to its employees, directors, temporary staff, interns, suppliers, customers, and other interested third parties, and Ethics Line/Whistleblowing Channel to communicate confidentially, through an App for mobile devices and a website, those Potentially irregular activities and conduct that may lead to non-compliance with the Code of Ethics and Conduct, the different Corporate Policies or the rest of BLENDHUB's internal regulations, and/or those conducts that may lead to the commission of a criminal offense.

The communications can be anonymous, if so desired, the inclusion of the complainant's data is not mandatory. Under no circumstances will any type of retaliation be admitted against people who make communications in good faith.

Responsibility for the Ethics Line corresponds to BLENDHUB, through the Security and Compliance Committee, which outsources the management of the Ethics Line.

The Ethics Line is managed by an external, independent company specialized in the management of complaints, Compliance, and Criminal Law; and provides the platform via web and App for mobile devices. This external company is also in charge of interacting with the whistleblower and with the BLENDHUB Security and Compliance Committee throughout the management of the complaint. Likewise, it guarantees the confidentiality of communications and the preservation of anonymity (in the case of anonymous complaints).

BLENDHUB has an Operation and Management Protocol for the Ethics Hotline that regulates the operating rules of the organization's whistleblowing channel, defining the procedure for processing complaints, the legal status of whistleblower and

defendant, as well as the functions and responsibilities of each of the bodies involved in its management.

5.11 Training and awareness

BLENDHUB carries out training, sensitization, and awareness activities for its directors, managers, and employees regarding the criminal risks of the Organization, both in person and online. The purpose of all these activities is to detect, prevent, avoid and properly manage the criminal risks that affect BLENDHUB, always in harmony with the Criminal Risk Prevention Model.

Among all the training related to the Company's Criminal Risk Prevention Model, the existence of a digital training and awareness platform stands out, which, through training pills, focuses on the main criminal risks that may affect the members of the Company in the development of their professional activities. Once the training has been visualized and internalized, a test is carried out to certify the acquisition and understanding of knowledge. In addition, once at least 50% of the test questions are answered correctly, a digital and personal certificate is issued for each completed training action.

The Security and Compliance Committee is the body responsible for promoting, raising awareness, and training on the relevance and fundamental nature of the Criminal Risk Prevention Model, concerning the Organization's ethical and compliance culture.

5.12 Communication and promotion

The Company places special emphasis on the effective communication and promotion of all activities and documents related to the Criminal Risk Prevention Model. The implementation of any measure for the prevention of criminal

risks is as important as its subsequent knowledge by all those affected and its adequate internalization.

These communication and promotion activities will be extended to people outside the Organization when necessary or convenient.

BLENDHUB will use all the means at its disposal for communication and promotion.

5.13 Disciplinary code

Any person linked to BLENDHUB, and any of the Hubs, must comply with and respect all policies, procedures, processes, and any other internal regulations that may be applicable in the development of their activity and functions.

BLENDHUB ensures the proper application of disciplinary measures and their proportionality concerning the violation of applicable regulations. In the same way, it will impose disciplinary measures concerning those conducts that contribute to preventing or hindering the discovery of illicit behaviors, as well as the breach of the duty to report internally in an adequate manner the breaches that could have been detected.

In the event of a breach of the Regulatory Compliance Program being detected by any of the Affected Persons, the Board of Directors, in coordination, where appropriate, with the Security and Compliance Committee and the Human Resources department or the corresponding department, will promote the application of disciplinary measures that are pertinent in each case.

To adequately sanction infractions of the content and guidelines of the Criminal Risk Prevention Model, BLENDHUB's disciplinary system refers to the Workers' Statute, the applicable collective

agreement, and the remaining labor regulations in force in Spain or in that of the territory to which the Hub corresponds.

Similarly, BLENDHUB will promote the application of the provisions of this Manual to its business partners, suppliers, and other third parties with whom it relates in the exercise of its activities, adopting the corrective measures that are considered pertinent.

5.14 Internal regulations and documentation

All information related to the BLENDHUB Criminal Risk Prevention Model, and of all Hubs, must be, as far as possible, documented and, in addition, classified following the Information Classification and Management Policy.

For these purposes, the Security and Compliance Committee may establish rules for the identification and description of the documents related to the Criminal Risk Prevention Model.

The internal regulations are available and accessible to all members of BLENDHUB, regardless of the Hub, as well as to all business partners who are considered to be aware of said information. The documents can be accessed through internal and/or external communication channels.

All documents will be reviewed and, where appropriate, updated and periodically approved by the Board of Directors or the Security and Compliance Committee, depending on the situation.

At least a duly updated record must be kept of the following documents:

- Criminal risk analysis and control report.
- Annual report of the Safety Committee and Compliance.
- Code of Ethics and Conduct.

- Compliance Manual.
- Protocol for the Operation and Management of the Ethics Line.
- Periodic reports from the Ethics Line.
- Information on awareness and training activities.

6. Action protocol in criminal proceedings

When BLENDHUB, or the company to which each Hub belongs, is made aware of a complaint or lawsuit filed against the Organization or any of the members of BLENDHUB, concerning the exercise of their functions, the people who receive or become aware of the information must immediately bring it to the attention of the Security and Compliance Committee.

Once the communication has been received, and all the information and documentation available up to that moment has been compiled, the Security and Compliance Committee will prepare a report in which it will analyze the eventual concurrence of criminal liability for the Company.

Together with the report, the Security and Compliance Committee will select and order a collection of documents related to the BLENDHUB Criminal Risk Prevention Model and the case under investigation.

In parallel, BLENDHUB will determine the best defense strategy for the Company (including the appointment of the Legal Defense and procedural representation), as well as the specially appointed representative who must act on behalf of the Company in all those summonses and appearances following the investigating judge of the case.

The Security and Compliance Committee may rely on external experts, both for preparing reports and for any of the activities related to criminal proceedings.

The Security and Compliance Committee must keep the Board of Directors informed at all times.

7. Review of the Criminal Risk Prevention Model

BLENDAHUB's Criminal Risk Prevention Model is periodically reviewed to adapt it to new circumstances and contexts, both internal and external, detect and correct possible errors or gaps in the Model and apply the corresponding improvement measures.

The Security and Compliance Committee must guide the Model review process.

8. Consultation and communications body

If a director, manager, or employee has doubts related to compliance, application, or interpretation of this Manual, they should consult the Security and Compliance Committee.

Any person who is aware of any violation or suspected violation of this Manual, or related to it, is expected to report it confidentially through the Ethics Line (available at <https://blendhub.shogunmonitor.com/>), through the Complaints Line App, or through any other means provided by the Company. The Company appreciates this cooperation and, following its policies, prohibits any retaliation against those who make these communications in good faith.

9. Approval and entry into force

This Compliance Manual will come into force from its approval by the Administrative Body of BLENDHUB.