RULES OF THE BOARD OF DIRECTORS OF TSK ELECTRÓNICA Y ELECTRICIDAD, S.A.

Gijón (Asturias), April 23rd 2026

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CHAPTER I
INTRODUCTION

Article 1. Purpose

These Rules establish the principles governing the conduct of the Board of Directors of TSK ELECTRÓNICA Y ELECTRICIDAD, S.A. (the "Company" or "TSK" and, together with the subsidiaries and investees over which the Company exercises management control, the "TSK Group"), as well as the basic rules governing its organisation and operation and the standards of conduct applicable to the directors, with a view to achieving the greatest possible efficiency and transparency in the management of the Company (the "Rules").

Article 2. Scope

These Rules apply to directors (as well as to the secretary of the Board and, where applicable, the deputy secretary of the Board, whether or not they are directors), to its executive bodies and to the members of its committees, and, in so far as they are concerned and the Rules apply, to senior executives of the Company and the TSK Group.

Directors, senior management and the internal auditor (the latter two to the extent that these provisions apply to them) are required to be familiar with, comply with and ensure compliance with these Rules; the Company secretary is responsible for providing a copy of these Rules to each of them.

These Rules, and any amendments to them, must be provided to the Spanish National Securities Market Commission and registered with the Commercial Registry. The Rules must also be published on the Company's website for the information of shareholders, investors and the general public. In any event, the approval of these Rules, as well as any amendment to them, must be notified to the General Meeting.

Article 3. Construction

These Rules supplement the provisions governing the Board set out in the applicable company law and in the Company's Articles of Association and are to be interpreted in accordance with the general principles governing the interpretation of legal rules and the corporate governance principles and recommendations applicable to listed companies in Spain, with particular regard to their purpose and intent.

The Board resolves any doubts or issues that may arise regarding the interpretation and application of these Rules.

Article 4. Approval and amendment

These Rules have been approved by the Board and notified to the General Meeting, in accordance with section 528 of the Consolidated Text of the Spanish Corporate Enterprises Act [Ley de Sociedades de Capital], approved by Royal Legislative Decree 1/2010 of 2 July (the "Corporate Enterprises Act").

These Rules come into force on the date on which the Company's shares are admitted to trading on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges through the Stock Exchange Interconnection System (Continuous Market). They remain in force indefinitely and therefore apply to all Board meetings convened from their date of effect.

The Board is responsible for approving any amendments to these Rules, in accordance with the procedure and requirements set out in this article.

The chair of the Board, the managing director, one third (1/3) of the directors or a majority of the members of the Audit and Risk Committee may propose amendments to these Rules where they consider it appropriate or necessary in the circumstances.

Proposals for amendment must be accompanied by a report from the Audit and Risk Committee setting out the reasons for and scope of the proposed amendment.

The text of the proposal and the opinion of the Audit and Risk Committee must be attached to the notice of the meeting of the Board at which it is to be considered. Notice of the Board meeting must be given with the notice period and in the manner provided for in the Company's Articles of Association and these Rules.

For the amendment to the Rules to be valid, it must be approved by at least an absolute majority of the directors.

The Board must report to the next General Meeting any amendments to the Articles of Association it proposes.

These Rules must be updated where necessary to bring their content into line with the applicable legal provisions.

CHAPTER II
COMPOSITION, POWERS AND FUNCTIONS OF THE BOARD

Article 5. Number of directors

In accordance with the Articles of Association, the Board has a minimum of five (5) and a maximum of fifteen (15) directors. The specific number of directors is decided by the General Meeting.

Directors are not required to be shareholders. Persons subject to any statutory incompatibility or prohibition may not hold or exercise the office of director.

Article 6. Composition of the Board by category

The Board must ensure that the selection of directors promotes diversity in terms of age, sex, disability and professional training and experience, and is free from implicit biases that could lead to discrimination. In particular, it should aim to select a sufficient number of directors of the under-represented sex to achieve a balanced representation of women and men on the Board.

In addition to the requirements set out in law and in the Articles of Association, persons appointed as directors must meet the requirements set out in these Rules and must formally undertake, upon taking office, to comply with the obligations and duties set out here.

In exercising its powers of appointment, the General Meeting must take into account the presence, within the Board, of the following three (3) categories of directors:

(a) Independent Directors, meaning those appointed on the basis of their personal and professional qualifications and who are able to perform their duties without being influenced by any prior relationships or connections with the Company or the TSK Group, its significant shareholders or its senior management. To qualify as an Independent Director, a person must:

 (i) Not have been an employee or an Executive Director (as defined below) of any company within the TSK Group, unless three (3) or five (5) years, respectively, have elapsed since they ceased to hold that position.

 (ii) Not receive from the Company, or from the TSK Group in general, any sum or benefit other than remuneration as a director, unless such sum or benefit is immaterial.

 (iii) Not be, or have been within the last three (3) years, a shareholder of the external auditor or the person responsible for the audit report, whether in relation to the audit of the Company during that period or of any other company within the TSK Group.

 (iv) Not be an Executive Director or senior executive of another company in which any Executive Director or senior executive of the Company serves as a non-executive director.

 (v) Not have, and not have had within the past year, any significant business relationship with the Company or any company within the TSK Group, whether in their own name or as a significant shareholder, director or senior executive of an entity that has or has had such a relationship. Business relationships are deemed to include those involving the supply of goods or provision of services, including financial services, and those involving advisory or consultancy services.

 (vi) Not be a significant shareholder, an Executive Director or a senior executive of an entity that receives, or has received within the last three (3) years, donations from the Company or the TSK Group. This section does not apply to persons who are merely trustees of a foundation that receives donations.

(vii) Not be the spouse, a person in a relationship akin to marriage or a relative up to the second degree of any Executive Director or senior executive of the Company.

(viii) Have been proposed for appointment or re-election by the Nomination and Remuneration Committee.

(ix) Not have served as a director for a continuous period of more than 12 years.

(x) Not fall within any of the circumstances set out in points (i), (v), (vi) or (vii) in relation to any significant shareholder or shareholder represented on the Board. In the case of the relationship referred to in paragraph (vii), this requirement must be satisfied not only in relation to the shareholder but also in relation to that shareholder's Proprietary Directors in the investee company.

Proprietary Directors (as defined below) who cease to hold that status as a result of the disposal by the shareholder they represent of its shareholding may be re-elected as Independent Directors only once that shareholder has disposed of all of its shares in the Company.

A director who holds shares in the Company may be classified as an Independent Director, provided that they meet all the conditions set out in this article and that their shareholding is not significant.

(b) Proprietary Directors, meaning those who hold a shareholding equal to or exceeding the legally defined threshold for a significant shareholding, or who have been appointed by virtue of their status as shareholders even if their shareholding does not reach that threshold, as well as those representing such shareholders.

(c) Executive Directors, who perform management functions within the Company or the TSK Group, regardless of their legal relationship with the Company.

If any non-executive director cannot be classified as a Proprietary Director or an Independent Director, that fact, together with the director's past or present links with the TSK Group, its senior management, the Company's directors or its significant shareholders, must be disclosed at the time of appointment.

Proprietary Directors and Independent Directors are to constitute a clear majority of the Board, and the number of Executive Directors is to be the minimum necessary. In particular, the Board must ensure that the number of Independent Directors represents at least one third (1/3) of the total number of directors.

In addition, the proportion of Proprietary Directors among the non-executive directors must not exceed the proportion represented by the share capital held by those Proprietary Directors in relation to the remainder of the share capital.

Article 7. Powers of the Board

The Board may not take any decisions or enter into any agreements that require approval by the General Meeting under applicable law or the Articles of Association.

The Board must effectively exercise the powers of oversight, management, control and representation conferred on it by law and the Articles of Association and, as a core part of its role, must approve the Company's strategy and the organisation necessary for its implementation, as well as oversee and monitor senior management's compliance with the established objectives and ensure that it acts in accordance with the corporate purpose and in the best interests of the Company.

The Board must perform its functions with unity of purpose and independence of judgement, treat all shareholders in the same position equally, and act in the Company's interests, understood as pursuing a profitable and sustainable business in the long term that promotes its continuity and maximises its economic value. In pursuing the interests of the Company, and in addition to complying with applicable laws and regulations and acting in good faith, ethically and in accordance with generally accepted standards and best practices, the Board must seek to reconcile the Company's interests with, as appropriate, the legitimate interests of its employees, suppliers, customers and other stakeholders that may be affected, as well as the impact of the Company's activities on the community as a whole and on the environment.

Matters that are non-delegable under applicable law or the Articles of Association may not be delegated. In this regard, the following matters are non-delegable and are reserved to the Board, which must address them, where appropriate, by passing resolutions in each case in accordance with applicable law and the Articles of Association; the following matters are designated as non-delegable and reserved to the Board's exclusive authority:

(a) The formulation of the Company's general policies and strategies, and in particular:

(i) The strategic or business plan, as well as the annual management objectives and budget.

(ii) The investment and financing policy.

(iii) The dividend and shareholder remuneration policy.

(iv) The determination of the structure of the TSK Group.

(v) The corporate governance policy.

(vi) The corporate social responsibility policy.

(vii) The remuneration policy for senior executives.

(viii) The appraisal of senior executives.

(ix) The risk control and management policy, as well as the regular monitoring of information and internal control systems. The risk control and management policy must identify, at least:

(1) The various types of financial and non-financial risk (including operational, technological, legal, social, environmental, political and reputational risk, including those related to corruption) that the Company faces, including financial or economic, contingent liabilities and other off-balance-sheet risks.

(2) A risk management and control model based on different levels, including a specialised risk committee where required by sector-specific regulations or where considered appropriate.

(3) The determination of the Company's risk appetite.

(4) The measures envisaged to mitigate the impact of the risks identified, should they materialise.

(5) The information and internal control systems used to manage and control the above risks, including contingent liabilities and off-balance-sheet risks.

(x) The policy on treasury shares in accordance with applicable law and the Articles of Association.

(xi) The determination of the Company's tax strategy.

(b) The following decisions:

(i) The appointment and dismissal of the managing director, as well as the terms of their contract.

(ii) On the recommendation of the Nomination and Remuneration Committee, the appointment and removal of senior executives reporting directly to the Board or any of its members, and the establishment of the basic terms of their contracts, including their remuneration.

(iii) Decisions relating to the directors' remuneration (including Executive Directors) for their duties and the other terms of their contracts, all in accordance with the Articles of Association and the remuneration policy approved by the General Meeting following a report from the Nomination and Remuneration Committee.

(iv) Investments or transactions of any kind which, due to their material value or specific characteristics, are strategic in nature.

(v) The establishment or acquisition of interests in special purpose entities or in entities domiciled in countries or territories classified as non-cooperative jurisdictions, as well as any other transactions or operations of a similar nature which, due to their complexity, could undermine the transparency of the TSK Group.

(vi) Unless they fall within the remit of the General Meeting or may be delegated in accordance with the law, decisions relating to transactions classified as transactions with connected persons under the law and these Rules ("transactions with connected persons") must be taken subject to a report of the Audit and Risk Committee.

(vii) The approval of the Company's Internal Code of Conduct and any subsequent amendments to it, the Annual Corporate Governance Report and the Annual Directors' Remuneration Report.

(c) The oversight of the provision of information by the Company to its shareholders in accordance with the principles of equal treatment, transparency and accuracy.

(d) All other matters in respect of which the Board has exclusive decision-making authority under applicable law or the Articles of Association and which may not be delegated.

In duly justified and legally permitted urgent cases, the bodies or designated persons may take decisions on the matters referred to, which must be ratified at the first Board meeting after the decision is taken.

Article 8. Exercise of the Board's functions

The Board is responsible for carrying out all actions necessary for the pursuit of the Company's corporate purpose, in accordance with the law and the Articles of Association.

The delegation of powers which the Board grants to a director, within the limits laid down by law, even where such delegation is approved by the General Meeting, does not deprive the Board of those powers.

The Board must carry out its functions in accordance with the principle of a balance between powers and responsibilities. This principle also applies to any directors or committees to whom the Board delegates powers.

The Board must establish such mechanisms as are appropriate, suitable or necessary to oversee the decisions taken by any of its members, delegates, authorised representatives or committees.

The Board is accountable to the General Meeting for its management.

Article 9. Representation of the Company

The Board holds the power to represent the Company in accordance with the law and the Articles of Association.

The Board committees and directors to whom powers of representation are delegated must keep the Board duly informed of all actions taken in the exercise of such powers that go beyond the scope of day-to-day management.

Article 10. Annual accounts and directors' report

The Board must prepare the annual accounts and the directors' report, both on an individual and a consolidated basis, so that they give a true and fair view of the assets, financial position and results of the Company and the TSK Group, in accordance with applicable law and having first received the report of the Audit and Risk Committee.

Following receipt of the report of the Audit and Risk Committee, the Board may request any clarifications it considers appropriate.

The Board must, in particular, ensure that the above documents are prepared in clear and precise terms that facilitate a proper understanding of their content. To that end, they should include any comments that may assist in achieving that objective.

The Board must monitor the Company's accounts every six months.

Within one month of the approval of the Annual Accounts, the Company's directors must submit, for filing with the Commercial Registry at the registered office, a certificate confirming the resolutions of the General Meeting approving those accounts, duly signed, and the appropriation of profits/allocation of losses, as well as, where applicable, the consolidated accounts, to which a copy of each must be attached.

CHAPTER III
RELATIONS OF THE BOARD

Article 11. Relations with shareholders

The Board must promote communication between the Company and its shareholders in accordance with applicable law.

Decisions and resolutions requiring shareholder approval must be submitted to the General Meeting, in accordance with the law, the Articles of Association and the Rules of the General Meeting.

Article 12. Shareholder information in connection with General Meetings

Prior to each General Meeting, the Board must make available to shareholders all information required by law, the Articles of Association or the Rules of the General Meeting, and must respond to requests for information, clarifications or questions raised by shareholders in accordance with the above provisions.

The Board must take all appropriate measures to enable the General Meeting to effectively carry out its functions in accordance with the law, the Articles of Association and the Rules of the General Meeting. The General Meeting has the power to decide on any matters within its remit under law or the Articles of Association.

Article 13. Relations with the auditors

The Board's relations with the Company's external auditors are managed through the Audit and Risk Committee.

The Board must endeavour to finalise the accounts and submit them to the General Meeting in such a way that the auditor's report contains no qualifications or reservations; the Audit and Risk Committee is responsible for ensuring this. However, in exceptional cases where there are qualifications, the chair of the Audit and Risk Committee must clearly explain to shareholders the Audit Committee's opinion on their content and scope, and a summary of that opinion must be made available to shareholders at the time of publication of the notice of general meeting, together with the Board's other proposals and reports.

CHAPTER IV
APPOINTMENT AND REMOVAL OF DIRECTORS

Article 14. Appointment of directors

The directors of the Company are appointed by the General Meeting or, in the event of a vacancy, by the Board by co-option. A director appointed by the Board by co-option need not necessarily be a shareholder of the Company.

The proposal for appointment or re-election of directors is made by the Nomination and Remuneration Committee, in the case of Independent Directors, and by the Board itself in all other cases. In all cases, such proposals must be accompanied by an explanatory report from the Board assessing the competence, experience and merit of the proposed candidate, and that report must be attached to the minutes of the General Meeting or of the Board meeting. Any proposal for the appointment or re-election of a non-independent director must also be preceded by a report from the Nomination and Remuneration Committee.

Candidates for appointment as directors must be individuals of recognised integrity, standing, technical competence and experience.

The Company must keep the following information regarding its directors up to date:

(a) Professional and biographical profile.

(b) Other boards on which they serve.

(c) An indication of the category of director to which they belong, and, in the case of Proprietary Directors, details of the shareholder with whom they are associated.

(d) Date of their first appointment as a director of the Company and, where applicable, the dates of any renewals.

(e) Shares held in the Company and any options on them.

The secretary of the Board must provide each new director with a copy of the Articles of Association, these Rules, the Rules of the General Meeting, the Company's Internal Code of Conduct and other regulations governing the Company's operations, the latest annual accounts and directors' reports, both individual and consolidated, approved by the General Meeting and the corresponding audit reports. They must also be provided with details of the Company's current auditors and their points of contact.

Each director must acknowledge receipt of the documentation referred to in the preceding paragraph, undertake to familiarise themselves with it promptly and to discharge their duties as a director diligently.

In addition, the Company must provide new directors with sufficient information about the Company and its corporate governance rules, without prejudice to specific training or refresher courses where necessary in the circumstances.

Article 15. Appointment of Independent Directors

Candidates for appointment as Independent Directors must be individuals who meet the criteria set out in subparagraph (a) of the third paragraph of article 6 of these Rules.

Article 16. Term of office

Directors hold office for the term specified in the Articles of Association.

If vacancies arise during the term for which the directors were appointed, the Board may appoint persons to fill them until the next General Meeting is held. Where a vacancy arises after a General Meeting has been convened but before it is held, the Board may appoint a director to fill the vacancy until the next General Meeting.

Directors appointed by co-option hold office until the date of the next General Meeting, unless the General Meeting ratifies their appointment at that meeting.

Article 17. Re-election of directors

Proposals for re-election of directors are made by the Nomination and Remuneration Committee, in the case of Independent Directors, and by the Board itself in all other cases. These proposals must be accompanied by the reports referred to in the second paragraph of article 14.

Independent Directors may not be re-elected to hold office for a total period exceeding twelve (12) years.

Article 18. Termination of office of directors

Directors cease to hold office upon expiry of the term for which they were appointed or when the General Meeting so resolves in the exercise of the powers conferred on it by law and the Articles of Association.

Directors must offer to resign and, if the Board so requires, formally tender their resignation in the following cases:

(a) When they cease to hold the posts, positions or functions to which their appointment as Executive Directors was connected.

(b) In the case of Proprietary Directors, when the shareholder whose interests they represent disposes of its entire shareholding in the Company or reduces it proportionately.

(c) In the case of Independent Directors, should any circumstances subsequently arise that cause them to lose their independent status, in accordance with the law.

(d) Where they become subject to any of the incompatibilities or prohibitions provided for by law.

(e) Where the Board so requests, by a majority of at least two thirds (2/3) of its members.

(f) Where they are unable to devote the time necessary for the effective performance of their duties.

(g) Where their continued service on the Board may be detrimental to the interests, standing or reputation of the Company.

If a director is formally charged or an order is made opening oral proceedings against them in respect of any of the offences referred to in section 213 of the Corporate Enterprises Act, the Board must consider the matter as soon as possible and, in light of the specific circumstances, decide whether or not the director should continue in office.

The Board may not propose to remove any Independent Directors, unless there is just cause in the opinion of the Board, following a report from the Nomination and Remuneration Committee. In particular, just cause is deemed to exist where an independent director assumes new positions or obligations that prevent them from devoting the time necessary to the performance of their duties, fails to comply with the duties inherent in their office, or becomes subject to circumstances that result in the loss of their independent status, in accordance with applicable law.

In addition, the removal of Independent Directors may be proposed where, as a result of takeover bids, mergers or other similar corporate transactions, there is a change in the Company's capital structure, and any resulting changes to the composition of the Board are driven by the principle of proportionality set out in the final paragraph of article 6 of these Rules.

Should a director cease to hold office before the end of their term, whether through resignation or for any other reason, they must explain the reasons in a letter addressed to all the directors, unless they report these reasons at a Board meeting and this is recorded in the minutes. Without prejudice to disclosure of the reasons for the director's departure in the Annual Corporate Governance Report, the Company must, to the extent relevant to investors, disclose the departure as soon as possible, including sufficient details of the reasons or circumstances given by the director.

CHAPTER V
DIRECTORS' DUTIES

Article 19. General obligations of the Board

Directors must comply with the duties imposed by law, the Articles of Association, the Board Rules and other rules governing the Company's operations, acting in the best interests of the Company. The role of a director is to guide and oversee the management of the Company with a view to achieving a profitable and sustainable business in the long term, thereby ensuring its continuity and maximising its economic value over time.

In the performance of their duties, each director must exercise reasonable care, skill and diligence and act in good faith in the best interests of the Company, and must, in particular:

(a) Obtain information and prepare thoroughly for Board meetings and any delegated bodies to which they belong, requesting, where appropriate, any information they deem necessary to supplement the information provided, so that they may form an objective and entirely independent judgement on the overall functioning of the Company's management.

(b) Attend meetings of the bodies of which they are a member and participate actively in discussions, so that their views can make a meaningful contribution to the decision-making process. If they are unable to attend a meeting to which they have been convened, they may appoint another director to act on their behalf and, where appropriate, give instructions to that director.

(c) Clearly express their opposition when they consider that any proposal submitted to the Board may be contrary to the Company's interests. In particular, Independent Directors and other directors who are not affected by the potential conflict of interest must clearly state their opposition when decisions are being taken that could be detrimental to shareholders not represented on the Board or to the Company. Where the Board takes significant or repeated decisions about which a director has expressed serious reservations, that director must draw the appropriate conclusions and, if they choose to resign, explain their reasons in a letter addressed to all the directors.

(d) Contribute (particularly Independent Directors) a strategic perspective, as well as innovative ideas, criteria and measures for the optimal development and evolution of the Company's business.

(e) Perform their duties on the basis of personal responsibility, exercising independent judgement and free from the instructions or influence of third parties.

(f) Carry out any specific tasks entrusted to them by the Board or any of its delegated or advisory bodies, provided that such tasks fall reasonably within the scope of their duties.

(g) Investigate any irregularities in the Company's management of which they may become aware and report them immediately to the Board, and monitor any risk situations.

(h) Urge those with the power to do so to convene a special meeting of the Board or to include on the agenda of the next meeting to be held any matters they deem appropriate.

(i) Notify the Board of any situation involving a conflict of interest, whether direct or indirect, which a director or a person associated with them may have with the interests of the Company, in accordance with current legislation. In the event of such a conflict, the director concerned must refrain from participating in the transaction to which the conflict relates, unless otherwise provided by law;

(j) Directors must inform the chair of their other professional commitments where these may interfere with the time required for the performance of their duties.

The secretary of the Board is responsible for collecting from the directors and storing the information communicated by them, for the appropriate legal purposes.

In any event, directors must devote the time and effort necessary to perform their duties effectively. In particular, directors may hold directorships in no more than four (4) other listed companies in addition to the Company.

Article 20. Duty of confidentiality

Directors must keep the deliberations of the Board and of any committees or bodies of which they are a member confidential and, in general, must refrain from disclosing any information to which they have had access in the course of their duties. The duty of confidentiality continues to apply even after the director has ceased to hold office.

This does not apply in cases where disclosure is required by law, in which case the disclosure of the information must comply with the relevant legal provisions.

Article 21. Duty not to compete

A director may not hold any position or provide any services, whether as an employee or on a self-employed basis, which involve actual or potential competition with the Company or which, in any way, place them in permanent conflict with the Company's interests. The General Meeting may, if it considers it appropriate and in accordance with applicable law, exempt the director concerned from this restriction.

Any person who, in any way, has interests that conflict with those of the Company must be removed from office at the request of any shareholder and by resolution of the General Meeting.

Article 22. Conflicts of interest and transactions with connected persons

Directors must abstain from participating in deliberations on matters in which they, or a connected person (as defined in the following paragraph), have a direct or indirect conflict of interest, and from voting on the relevant decisions, unless otherwise provided by law. Resolutions or decisions affecting them in their capacity as a director, such as their appointment or removal from office on the Board or other positions of similar significance, are excluded from the above obligation to abstain.

The following are considered connected persons:

(a) The spouse or a person in a relationship akin to marriage, ascendants, descendants and siblings of the director or the director's spouse, and the spouses of the director's ascendants, descendants and siblings.

(b) A company or entity in which the director holds, directly or indirectly (including through an intermediary), an interest conferring significant influence, or in which the director holds a position on the board or in senior management, either in that entity or in its parent company. Significant influence is presumed to exist where 10% or more of the share capital or voting rights are held, or where such a shareholding has resulted, in fact or in law, in representation on the company's board.

(c) The shareholders represented by the director on the Board.

(d) Any other person who may be regarded as a connected person under the law.

The director must notify the Board of any direct or indirect conflict of interest and refrain from acting on behalf of the Company in the transaction to which the conflict relates, except as otherwise provided by applicable law. In addition, where required by law, the Company must disclose any situations of conflict of interest in which the directors (or their connected persons) have been involved during the relevant financial year and of which it is aware, whether by notification from the director concerned or otherwise. The conflicts of interest in which the directors are involved must be reported in the Company's financial statements.

Any transactions entered into by the Company or any of the companies within the TSK Group with directors, or with persons associated with them (as defined in the second paragraph of this article), or with shareholders, which are classified as transactions with connected persons under the law, must be authorised by the Board or the General Meeting, as appropriate, once the relevant report has been received from the Audit and Risk Committee.

In all cases, it must be ensured that the authorised transaction does not prejudice the Company's assets or, where applicable, is carried out on an arm's-length basis and that the process is transparent.

Authorisation must be granted by the General Meeting where it relates to a transaction with a connected person whose amount or value is equal to or exceeds ten (10) percent of the Company's assets as shown in the latest approved consolidated annual balance sheet. When the General Meeting is called to decide on a transaction with a connected person, the shareholder concerned may not vote, except where the proposed resolution has been approved by the Board without a majority of the Independent Directors voting against. However, where applicable, the rule of reversal of the burden of proof envisaged in section 190(3) of the Corporate Enterprises Act applies.

The Company must report any transactions with connected persons as referred to in this article where and to the extent required by law.

Article 23. Use of information and Company assets

A director may not use the Company's assets, including its confidential information, for private purposes, nor use their position within the Company to obtain a financial advantage, unless such use causes no harm to the Company and the Company does not hold any exclusive right or other legally protected interest in the information concerned.

A director may only use the Company's assets with the authorisation of the Board, in accordance with these Rules and provided that adequate consideration has been paid. Where the director is exempted from providing such consideration, any resulting financial benefit is treated as indirect remuneration and must be authorised by the Board, following a report from the Nomination and Remuneration Committee.

For the purposes of this article 23, the following definitions apply:

(a) Use of company assets: the use by a director of the TSK Group's assets for exclusively private purposes or for purposes unrelated to the company's interests.

(b) Adequate consideration: the market consideration that would apply if the financial benefit were acquired by a third party unrelated to the Company.

The director must comply with the rules of conduct set out in the securities market legislation and, in particular, in the Company's Internal Code of Conduct in the Securities Markets in relation to the handling of inside information.

Article 24. Business opportunities

Directors may not exploit for their own benefit any business opportunity currently being considered by the TSK Group, unless companies within the TSK Group have previously decided not to pursue or implement such an opportunity without any influence from the director wishing to exploit it. Such exploitation must also be authorised by the General Meeting or the Board, as appropriate, in accordance with the applicable legislation.

For the purposes of the preceding paragraph, a business opportunity means any possibility of making an investment or executing a commercial transaction that has arisen or of which the director has become aware in connection with the performance of their duties as a director of the Company, or through the use of resources and information provided to them by or obtained from the TSK Group, or under circumstances such that it is reasonable to assume that the third party's offer was in fact directed at the TSK Group.

Article 25. Indirect transactions

A director breaches their duty of loyalty to the TSK Group if, having prior knowledge, they permit or fail to disclose transactions carried out by legal or natural persons in which any of the circumstances defined in article 22 of these Rules are present and which have not been subject to the conditions and controls set out in the preceding articles.

Article 26. Directors' duty to declare

Directors must declare to the Board, through the chair, the following matters:

(a) Any direct or indirect holding that they or their connected persons (within the meaning of article 22) have in the Company's share capital; any change in such a holding; and any transaction concerning or in relation to the Company's share capital that is executed, directly or indirectly, by the director or their connected persons, provided that such transaction is required to be disclosed in accordance with the law.

(b) All the roles and positions held, the services provided and the activities carried out in other companies or organisations, as well as any other professional commitments.

(c) Any significant changes in their professional circumstances that affect the basis on which they were appointed as a director.

(d) In general, any matter or situation that may be relevant to their role as a director of the Company or that may otherwise be detrimental to the Company's reputation or standing.

(e) In particular, the director must disclose any criminal proceedings in which they are under investigation or otherwise involved, as well as any subsequent developments in such proceedings.

Where the Board has been informed, or has otherwise become aware, of any of the situations referred to in paragraphs (d) and (e) above, it must examine the matter as soon as possible and, following a report from the Nomination and Remuneration Committee and in light of the specific circumstances, whether or not to take any action, such as launching an internal investigation, requesting the director's resignation or proposing their removal to the General Meeting. Where applicable, such information must be included in the Annual Corporate Governance Report, in accordance with legal requirements, unless there are exceptional circumstances justifying its omission, in which case this must be duly recorded.

Directors must also report to the Company, the Nomination and Remuneration Committee or the Audit and Risk Committee all matters necessary to enable the Company to discharge its obligations, as well as all matters in respect of which they are required to report under current legislation, these Rules or any other internal rules or code of the Company.

CHAPTER VI
DIRECTORS' RIGHT TO INFORMATION

Article 27. Information access and inspection rights and powers

In the course of their duties, all directors may seek information on any aspect of the Company and, where possible, of the companies forming part of the TSK Group, whether domestic or foreign. To this end, they may examine any documentation deemed necessary, liaise with the heads of the relevant departments and visit the relevant premises.

In order not to disrupt the day-to-day running of TSK, requests for information must be channelled through the chair, the deputy chair, the managing director or the secretary of the Board, who respond to the director's requests by providing the information directly or referring them to the appropriate contacts at the relevant level within the organisation.

The chair may refuse to provide the information if they consider: (a) that it is not necessary for the proper performance of the duties entrusted to the director; (b) that its cost is unreasonable in view of the importance of the matter in question and the Company's assets and income; or (c) that the request could be detrimental to the Company's interests.

Directors must be periodically informed of material changes in the Company's shareholder base and of the views held by significant shareholders, investors and rating agencies regarding the Company.

The Company must establish an induction programme designed to provide new directors with a rapid and adequate understanding of the Company and its corporate governance rules. It must also offer refresher courses to directors where appropriate in the circumstances.

Article 28. Support from experts

To assist them in the performance of their duties, directors may request that the Company engage legal, accounting, financial or other experts. The engagement must focus on specific issues of some significance and complexity that arise in the course of their duties.

A request to engage external advisers or experts must be submitted to the chair of the Company's Board and may be vetoed by the chair or the Board if:

(a) It is not considered necessary for the proper performance of the duties entrusted to non-executive directors and, in particular, to Independent Directors;

(b) The cost is unreasonable, given the scale of the problem and the Company's assets and income; and

(c) The technical support required can be provided effectively by experts and technicians from within the TSK Group.

CHAPTER VII
DIRECTORS' REMUNERATION

Article 29. Remuneration

Directors, in their capacity as such, are entitled to receive the remuneration set by the Board and, where applicable, by the General Meeting, within the scope of their respective powers, in accordance with the Articles of Association and these Rules, and in accordance with the remuneration policy approved by the General Meeting under the terms provided for by law. The Board must submit this policy to the General Meeting for approval at least once every three years.

Within the limits set out in the Articles of Association, the Board must ensure that directors' remuneration is reasonably proportionate to the Company's size, its financial position at any given time and remuneration levels in comparable companies. The remuneration system established must aim to promote the Company's long-term profitability and sustainability and include the necessary safeguards to avoid excessive risks or rewarding poor performance. The Board must also ensure that remuneration is sufficient to attract and retain directors of the appropriate calibre and to reflect the commitment, qualifications and responsibilities of the role, but not so high as to impair the independence of non-executive directors.

The remuneration provided for in the preceding paragraph is compatible with and independent of the remuneration payable to directors who perform executive duties under service contracts entered into for that purpose between the director and the Company in respect of the performance of those duties.

Such service contracts must be aligned with the directors' remuneration policy approved by the General Meeting and must specify all items in respect of which the director may receive remuneration for the performance of executive duties, including, where appropriate, any compensation for early termination of those duties and any amounts payable by the Company in respect of insurance premiums or contributions to savings schemes.

It is the responsibility of the Board to determine the remuneration of Executive Directors for the performance of their duties and to approve, by the legally required majority, their service contracts with the Company, which must comply with the remuneration policy approved by the General Meeting.

The Board must ensure that, where the remuneration system includes variable components for executive directors, appropriate limits and safeguards are established to ensure that such remuneration is linked to the recipients' performance, the Company's share price performance, and non-financial objectives such as sustainability, and is not based solely on general market or sector trends.

Furthermore, the Board must ensure that variable remuneration is paid only once it has been sufficiently verified that the previously established performance or other conditions have been effectively met. Furthermore, it must ensure that, where it becomes apparent that a correction must be made to the annual accounts or to the parameters on which such remuneration was based, or where the recipients breach legal provisions or the rules of the internal corporate governance system, including the code of ethics, variable remuneration includes the necessary mechanisms to cancel, in whole or in part, the settlement of outstanding payments and, where appropriate, to recover amounts previously paid to the recipients.

The Board must prepare an Annual Directors' Remuneration Report in accordance with the applicable legislation. This report must be made available to shareholders when the notice of meeting for the Annual General Meeting is issued and must be put to an advisory vote as a separate item on the agenda.

Remuneration received by directors in their capacity as such is compatible with any other professional or employment-related remuneration payable to the director or to companies connected to them in respect of any executive or advisory functions they may perform within the Company or the TSK Group, in accordance with applicable law and the Articles of Association.

CHAPTER VIII
STRUCTURE AND OPERATION OF THE BOARD

Article 30. Chair

The Board is responsible for appointing the chair, subject to a favourable recommendation from the Nomination and Remuneration Committee. If the appointment is to be made from among the Executive Directors, it requires the approval of two thirds of the directors.

The chair, as the person responsible for the management and effective functioning of the Board, must ensure that directors receive, in good time, sufficient information to enable them to take decisions on matters to be discussed or voted on by the Board, and must promote debate and the active participation of directors at Board meetings, safeguarding their freedom to form a view and express their opinions, and ensuring that sufficient time is devoted to the discussion of strategic matters. In addition, the chair's responsibilities include organising the regular evaluation of the Board and the managing director, agreeing and reviewing, where appropriate, professional development programmes for each director, and preparing and presenting to the Board a schedule of meetings and matters for discussion.

The chair of the Board may have all or part of the Board's powers delegated to them, in accordance with the law, the Articles of Association and these Rules, or may, in any event, be an Executive Director. In this case, the Board must appoint a lead independent director from among the Independent Directors. Where applicable, the lead independent director must be specifically authorised to request a Board meeting or the inclusion of new items on the agenda of a meeting that has already been convened, to coordinate and convene meetings of the non-executive directors; and, where applicable, to carry out periodic evaluations of the chair of the Board.

In addition, the lead independent director has the following responsibilities: to chair Board meetings in the absence of the chair and, where applicable, the deputy chairs; to act as a channel for the concerns of the non-executive directors; to liaise with investors and shareholders in order to understand their views and form an opinion on their concerns in relation to the Company's corporate governance; and to coordinate the chair succession plan.

Article 31. Deputy chairs

The Board may, on the proposal of the chair and following a report from the Nomination and Remuneration Committee, appoint one or more deputy chairs to deputise for the chair in the event of illness or absence, in accordance with the Articles of Association, and more generally to perform such duties or exercise such powers as may be entrusted to them by the Board or the chair.

The chair is replaced by a deputy chair in the order set out in the Articles of Association or, failing that, in order of length of service and, in the event of a tie, in descending order of age.

Article 32. Managing director and Executive Directors

The managing director is the Company's chief executive and is appointed by the Board from among its members; they are vested with all powers that may be delegated in accordance with the law, the Articles of Association and these Rules, and are responsible for the day-to-day management of the Company's affairs, always in accordance with the decisions and guidelines established by the General Meeting and the Board within the scope of their respective powers.

The managing director is responsible for representing the Company and for the effective management of its business, in accordance with the decisions and guidelines of the General Meeting and the Board, within their respective areas of competence. Within the scope of the representation of the Company and the management of its business, the following are included by way of example:

(a) Supporting the Board in determining TSK's strategy.

(b) Drawing up the Business Plan and the Annual Budgets, to be submitted to the Board for approval.

(c) The appointment and dismissal of all the Company's staff, with the exception of those whose appointment falls within the remit of the Board, as provided for by law and in these Rules.

The Company must enter into a contract with the managing director and with any other directors who are assigned executive responsibilities, where applicable, in a capacity other than that of director. Such contracts must comply with the remuneration policy approved, where applicable, by the General Meeting and must be approved by the Board by a majority of at least two thirds of the directors. The director concerned must refrain from attending the deliberations and from participating in the vote. The approved contract must be attached as an annex to the minutes of the meeting.

The contract must specify all items in respect of which they may receive remuneration for the performance of executive duties, including, where appropriate, any compensation for early termination of those duties and any amounts payable by the Company in respect of insurance premiums or contributions to savings schemes. The managing director and any other directors who perform executive functions under another arrangement may not receive any remuneration for the performance of those functions unless the relevant amounts or concepts are provided for in the relevant contract.

Article 33. Secretary of the Board

The Board must appoint, following a report from the Nomination and Remuneration Committee, a secretary and, if deemed appropriate, a deputy secretary; the persons appointed need not be directors, in which case they may speak but not vote at Board meetings. The deputy secretary deputises for the secretary in the event of the secretary's absence or incapacity, or a vacancy in the office of secretary, and in relation to any other functions or roles performed by the secretary of the Board within it, including any committees or working groups established by the Board.

The secretary assists the chair and ensures the smooth running of the Board meeting, accurately recording the proceedings of the meetings and the substance of the discussions in the minutes, as well as certifying the resolutions passed.

The secretary must take particular care to ensure that the Board's actions comply with the letter and spirit of the law and its rules, are compliant with the Company's Articles of Association, these Rules and any other internal rules of the Company, and that the Board takes into account, in its actions and decisions, the good governance recommendations applicable to the Company.

The secretary must clearly express their opposition when they consider that any proposal submitted to the Board may be contrary to the Company's interests. Where the Board takes significant or repeated decisions about which a secretary has expressed serious reservations, the secretary must draw the appropriate conclusions and, if they choose to resign, explain their reasons in a letter addressed to all the directors.

Article 34. Company minute books

The Company must keep two (2) minute books: one for the minutes of the General Meeting and the other for the Board minutes, unless the Board resolves otherwise. Each of the Board's committees must keep a minute book for its meetings.

The Company's secretary is responsible for keeping the minute book of the General Meeting and the Board, under the supervision of the chair. The secretary of each committee is responsible for keeping its minute book.

Article 35. Board meetings

The Board meets as often as necessary to carry out its functions effectively, whenever the interests of the Company so require, and at least eight (8) times a year, bearing in mind in any event that the Board must meet at least once every quarter. The Board must draw up a schedule of meetings and matters for discussion at the start of the financial year. The schedule may be amended by Board resolution or by decision of the chair, who must, as far as possible, notify the directors of the amendment in good time.

The Board must also meet whenever requested by one third (1/3) of the directors, the chair or, where applicable, the lead independent director (in which case the meeting must be held within fifteen (15) days of receipt of the request), or by any person acting in such capacity.

Notice of scheduled meetings must be given by registered letter, email, fax or telegram with acknowledgement of receipt, and must be authorised by the chair or by the secretary or deputy secretary acting on the chair's instructions. Notice must be given at least three (3) days in advance. The agenda for the meeting must be included with the notice of meeting. Furthermore, the relevant documentation must be sent to the directors in good time so that they may form a fully informed opinion and, where appropriate, vote on the matters submitted to their consideration.

The chair may convene a special meeting of the Board whenever they consider that circumstances so require, without complying with the notice period or the other requirements set out in the preceding paragraphs. However, any documentation to be provided to directors must be provided in good time, unless the Board has been convened on an urgent basis due to exceptional circumstances.

In any event, the Board is validly constituted without prior notice if all the directors are present or represented and unanimously agree to hold the meeting and to the items on the agenda. Furthermore, if no director objects, the Board may pass resolutions in writing and without a meeting. Votes may be cast by letter or by email, provided that the identity of the director casting the vote can be verified.

The chair decides the agenda for the meeting. In any event, the chair may at any time bring before the Board any matters which, by reason of urgency, they consider appropriate, whether or not they are included on the agenda. However, this will require the prior and express consent of the majority of the directors present, which must be recorded in the minutes.

Directors may request the chair to include other items on the agenda, and the chair is obliged to accept such inclusion where the request has been made by one third of the directors, provided that such request is made no later than twenty-four (24) hours before the scheduled date and time of the meeting.

Where items are included on the agenda of a meeting at the request of directors, the directors who requested such inclusion must either submit the relevant documentation together with the request or specify where it can be found, so that it may be forwarded to the other directors.

The procedure for holding meetings and the rules governing the passing of resolutions must comply with the law and the Articles of Association. Therefore, resolutions may be passed in writing and without a meeting provided that none of the directors object to this procedure.

Directors must endeavour to attend Board meetings and, where they are unable to do so in person, must appoint another director to represent them in writing and specifically for each meeting, including the necessary instructions and notifying the chair of the Board, with a copy to the secretary. Directors may only authorise another director to act on their behalf. In the case of a non-executive director, that authorisation may only be given to another non-executive director. A director may not give such authorisation in respect of matters in which they have a conflict of interest.

In the event of any doubt, the chair determines the validity of any representation granted by directors who are unable to attend the meeting. Such representations may be granted not only by letter but also by any other written means, including email, provided that, in the chair's opinion, such means ensure the validity of the representation.

The secretary is responsible for drafting the minutes. Where directors or the secretary raise concerns regarding a proposal or, in the case of directors, regarding the running of the Company and such concerns are not resolved by the Board, they must be recorded in the minutes at the request of the person who raised them.

In addition, the Board must assess the performance of the Company's chair in the discharge of their duties, based on the opinion submitted by the Nomination and Remuneration Committee, and must also assess the functioning of the Board's committees, based on the reports submitted to it by those committees.

The Board holds its meetings at the registered office unless the notice indicates another venue.

However, Board meetings may be held by conference call, video conference or any other similar means, provided that such means enable one or more directors to attend the meeting. For this purpose, the notice convening the meeting must, in addition to specifying the venue where the in-person meeting is to take place (where applicable), state that the meeting may be attended via conference call, video conference or an equivalent system. The necessary technical means for this must be stated and available, and must in all cases enable direct and simultaneous communication between all the attendees.

Those attending any of the venues are regarded, for all purposes relating to the Board meeting, as having attended a single meeting. The meeting is deemed to have been held at the location where the largest number of directors are present and, in the event of a tie, at the location where the chair of the Board is present or, in their absence, the person chairing the meeting.

Article 36. Conduct of meetings

The Board is quorate when at least a majority of the directors are present or represented at the meeting. Where the number of directors is odd, an absolute majority is determined by rounding up (e.g. two directors must be present on a board of three; three on a board of five; four on a board of seven, and so on).

The chair organises and promotes discussion, encouraging the active participation of all directors at Board meetings, safeguarding their freedom to form a view and express their opinions.

Unless the law or the Articles of Association specifically provide for other voting quorums, resolutions are passed by an absolute majority of the directors present at the meeting. The chair has a casting vote in the event of a tie.

Minutes must be drawn up for Board meetings. The minutes must be signed by at least the chair (or deputy chair, where applicable) and the secretary (or deputy secretary, where applicable), and must be transcribed or recorded, in accordance with the law, in a special minute book of the Board.

The minutes must be approved by the Board at the end of the meeting or at a subsequent meeting.

Article 37. Board committees

To enhance the efficiency and transparency of the exercise of its powers and the performance of its functions, the Board organises its work through the establishment of committees, in order to strengthen the safeguards of objectivity required when addressing certain matters.

Without prejudice to the Board's statutory power to establish other committees, the following must be created:

(d) Audit and Risk Committee.

(e) Nomination and Remuneration Committee.

(f) Sustainability and Compliance Committee.

Article 38. Audit and Risk Committee

The Company must have an Audit and Risk Committee comprising a minimum of three (3) and a maximum of five (5) directors appointed by the Board for a term not exceeding their term of office as directors, and who may be reappointed, provided that they continue to serve as directors. The members of the Audit and Risk Committee, taken as a whole, and in particular its chair, must be appointed having regard to their financial and non-financial knowledge and experience in accounting, auditing or risk management.

All members of the Audit and Risk Committee must be non-executive directors. The majority of the members of the Audit and Risk Committee must be Independent Directors.

The Board appoints the chair of the Audit and Risk Committee from among the Independent Directors who sit on that committee for a term of two (2) years. The chair may be re-elected once for a term of the same duration. The chair must be replaced every four (4) years and may be re-elected one year after stepping down.

The Board appoints the secretary of the Audit and Risk Committee. This person need not be a member of the committee or a director. The role of secretary of the Audit and Risk Committee may be held by the secretary to the Board or by a separate individual, who assists the chair and ensures the smooth running of the committee, taking care to accurately record the proceedings of the meetings and the content of the discussions in the minutes.

The Audit and Risk Committee must meet as often as necessary to carry out its functions effectively, whenever the interests of the Company so require, and must meet at least three (3) times a year, as well as whenever convened by its chair, either on their own initiative or at the request of any of its members. Each year, the committee must draw up an action plan for the financial year, which it must report to the Board.

The primary function of the Audit and Risk Committee is to support the Board in its oversight duties by regularly reviewing the process for preparing financial reports, the internal audit function and the independence of the external auditor.

The Audit and Risk Committee oversees the internal audit function to ensure the proper functioning of the information and internal control systems.

The internal auditor, who is the head of the internal audit function, must submit their annual work plan to the Audit and Risk Committee, report directly to the committee on any issues that arise during its implementation and submit an activity report to the committee at the end of each financial year.

The Audit and Risk Committee is responsible:

(a) Regarding information and internal control systems:

(i) For monitoring the effectiveness of the Company's and the TSK Group's internal control systems and internal audit function, ensuring that the established internal control policies and systems are effectively implemented in practice, and discussing with the statutory auditor any significant weaknesses in the internal control system identified during the audit, while ensuring that the auditor's independence is not compromised. To this end, should any significant weaknesses be identified, it must submit recommendations or proposals to the Board, along with a period for follow-up.

(ii) For overseeing the preparation and presentation of, and the integrity of, the Company's and the Group's financial and non-financial information; the systems for the control and management of financial and non-financial risks (including, among others, operational, technological, legal, social, environmental, political and reputational risks, including those related to corruption); reviewing compliance with regulatory requirements, the proper definition of the scope of consolidation and the correct application of accounting standards; and submitting recommendations or proposals to the Board aimed at safeguarding the integrity of such information.

(iii) For reviewing internal control and risk management systems on a regular basis, to ensure that the policies and systems are effectively applied and that the main risks are properly identified, managed and disclosed.

(iv) For monitoring the independence and effectiveness of the internal audit function; communicating to the Board its opinion on the selection, appointment and removal of the head of internal audit; proposing the budget of the internal audit function; approving, or proposing that the Board approve, its guidelines and annual work plan, ensuring that it focuses primarily on the main risks (including reputational risk); receiving regular reports on its activities; and verifying that senior management acts on the findings and recommendations set out in its reports.

(v) For establishing and overseeing a mechanism that enables employees and other persons related to the Company (including directors, shareholders, suppliers, contractors or subcontractors) to report, on a confidential basis, potentially significant irregularities, particularly financial and accounting irregularities, identified within the Company. Such mechanism guarantees confidentiality and, in any event, allows for anonymous reporting, while respecting the rights of both the whistleblower and the person concerned.

(vi) For ensuring, in general, that internal control policies and systems are effectively applied in practice.

(b) Regarding the external auditor:

(i) For submitting to the Board proposals regarding the selection, appointment, re-election and replacement of the external auditor, as well as the terms of its engagement.

(ii) For receiving regular information from the external auditor on the audit plan and the results of its implementation, and verifying that senior management takes its recommendations into account.

(iii) For ensuring the independence of the external auditor and, to that end:

(1) It must report any change of auditor to the National Securities Market Commission, accompanied by a statement of any disagreements with the outgoing auditor and the reasons for them.

(2) For ensuring that the Company and the external auditor comply with the applicable rules on the provision of non-audit services, limits on the concentration of the auditor's business and other requirements relating to auditor independence.

(3) For establishing appropriate relations with the external auditor to receive information on matters that may compromise its independence, for examination by the Audit and Risk Committee, and on any other matters relating to the conduct of the audit of the financial statements and, where applicable, the authorisation of permitted non-audit services in accordance with applicable law, as well as any other communications required under audit legislation and auditing standards. For such purposes, it must receive annually from the external auditor a declaration of its independence in relation to the Company and to entities directly or indirectly related to it, together with detailed and individualised information on any additional services provided and the corresponding fees received by the external auditor or by persons or entities related to it, in accordance with applicable audit regulations.

(4) The Committee must investigate the issues giving rise to the resignation of the external auditor, should this occur.

(5) It must ensure that the remuneration of the external auditor does not compromise its quality or independence.

(iv) For issuing annually, prior to the publication of the audit report, a report expressing an opinion on the independence of the external auditor. In any event, this report must contain an assessment of the additional services referred to in the preceding subparagraph, taken individually and as a whole, other than statutory audit services, and in relation to the rules on independence and the regulations governing statutory audit activities.

(v) With regard to the TSK Group, the Audit and Risk Committee must recommend that the external auditor be appointed to audit the accounts of the companies within the group.

(vi) For ensuring that the Company reports any change of external auditor to the National Securities Market Commission, accompanied by a statement of any disagreements with the outgoing auditor and the reasons for them.

(vii) For ensuring that the external auditor meets annually with the Board as a whole to report on the work carried out and on the Company's position in respect of its risks and accounts.

(c) The Audit and Risk Committee is also responsible:

(i) For informing the General Meeting of issues raised in relation to matters for which the committee is responsible and, in particular, of the results of the audit, explaining how it has contributed to the integrity of the financial information and the role performed by the Audit and Risk Committee in that process.

(ii) For overseeing the process of preparing the individual and consolidated annual accounts and directors' reports for approval by the Board, in accordance with the law.

(iii) For reporting to the Board, for its authorisation for issue in accordance with the law, on the correctness and reliability of the individual and consolidated financial statements and directors' reports and of the periodic financial information disclosed.

(iv) For issuing opinions on proposed amendments to these Rules.

(v) For determining the appropriate course of action in relation to the right to information of directors who appear before the committee, in accordance with these Rules

(vi) For issuing the reports and proposals requested by the Board or its chair, and any others it deems appropriate for the effective performance of its functions.

(vii) For reporting on any instance where a director has taken advantage of business opportunities or used assets belonging to the TSK Group that had previously been assessed and rejected by the TSK Group.

(viii) For overseeing the implementation of the general communications policy, covering the disclosure of financial, non-financial and corporate information, and monitoring the manner in which the Company communicates and engages with shareholders, investors, proxy advisers and other stakeholders.

(ix) For receiving regular updates on compliance activities and obtaining any information it deems appropriate, and summoning any manager or employee, including, in particular, compliance officers and any relevant committees in this area, to assess their performance.

(d) For reporting to the Board, prior to the adoption of the relevant decisions, on the following matters:

(i) The financial and management information (including, where applicable, the statement of non-financial information that the Company is required to disclose periodically) to be provided to third parties. The committee must ensure that interim accounts are prepared using the same accounting standards as the annual accounts and, to that end, considering whether a limited review by the external auditor is appropriate.

(ii) The establishment or acquisition of interests in special purpose entities or in entities domiciled in countries or territories classified as non-cooperative jurisdictions, as well as any other transactions or operations of a similar nature which, due to their complexity, could undermine the transparency of the TSK Group.

(e) For reporting on any related-party transactions that require the approval of the Board or the General Meeting, in accordance with these Rules and applicable law, and overseeing the internal procedure established by the Company for those transactions for which approval has been delegated.

In order to carry out its functions more effectively, the Audit and Risk Committee may seek advice from external professionals. In such cases, these Rules apply.

The Audit and Risk Committee has unrestricted access to all information and documentation necessary for the performance of its functions. Any member of senior management or employee of the TSK Group is required to attend the committee's meetings, cooperate with it and grant it access to any information at their disposal, where requested to do so. The committee may even require one or more employees or senior executives of the TSK Group to attend its meetings, without any other senior executives being present. The Committee may also require the Company's external auditor or the TSK Group's external auditor to attend its meetings.

The Audit and Risk Committee must be kept informed of any corporate or structural changes planned by the Company. This is to enable the committee to analyse and report to the Board in advance on the financial terms of such changes, their accounting impact and, where applicable, the proposed share exchange ratios.

The Audit and Risk Committee is quorate when a majority of its members are present or represented, and its resolutions are passed by an absolute majority of those in attendance. The chair has a casting vote in the event of a tie.

The secretary, or the person acting as secretary, must draw up minutes of each meeting, which must be signed by the members of the committee who attended the meeting.

The chair of the committee reports on the committee's activities at the first meeting of the Board as a whole following each committee meeting and answers any questions on the work carried out. Each year, the committee must submit a report on its activities to the Board.

The Audit and Risk Committee determines its own procedures in all matters not provided for in the Articles of Association or these Rules. Where applicable, and to the extent that the nature and functions of the committee so permit, the provisions of the Articles of Association relating to the functioning of the Board apply on a supplementary basis.

Article 39. Nomination and Remuneration Committee

The Company must also have a Nomination and Remuneration Committee comprising a minimum of three (3) and a maximum of five (5) directors appointed by the Board for a term not exceeding their term of office as directors, and who may be reappointed, provided that they continue to serve as directors. The Board appoints the members of this committee having regard to the directors' knowledge, skills and experience and the committee's remit.

All members of the Nomination and Remuneration Committee must be non-executive directors. The majority of the members of the Nomination and Remuneration Committee must be Independent Directors.

The Board appoints the chair of the Nomination and Remuneration Committee from among the Independent Directors who sit on that committee for a term of two (2) years. The chair may be re-elected once or more for terms of the same duration.

The Board appoints the secretary of the Nomination and Remuneration Committee. This person need not be a member of the committee or a director. The role of secretary of the Nomination and Remuneration Committee may be held by the secretary to the Board or by a separate individual, who assists the chair and ensures the smooth running of the committee, taking care to accurately record the proceedings of the meetings and the content of the discussions in the minutes.

The Nomination and Remuneration Committee must meet as often as necessary to carry out its functions effectively, whenever the interests of the Company so require, and must meet at least three (3) times a year, as well as whenever convened by its chair, either on their own initiative or at the request of any of its members. Each year, the committee must draw up an action plan for the financial year, which it must report to the Board.

The Nomination and Remuneration Committee is responsible for the following matters and, where appropriate, for submitting them to the Board:

(a) Assessing the skills, knowledge and experience required for the Board. To this end, it must draw up a matrix setting out the necessary skills, updating it regularly in line with the challenges and opportunities facing the Company in the short, medium and long term. It must define the roles and aptitudes required of candidates for each vacancy. It must also assess the time and commitment needed for them to perform their duties effectively.

(b) Establishing a target for representation of the under-represented sex on the Board and developing guidelines on how to reach that target.

(c) Submitting proposals to the Board for the appointment of Independent Directors for designation by co-option or for submission to the General Meeting for approval, including proposals for the re-election or removal of such directors by the General Meeting.

(d) Reporting on proposals for the appointment of the remaining directors for designation by co-option or for submission to the General Meeting for approval, as well as proposals for their re-election or removal by the General Meeting.

(e) Reporting on proposals for the appointment and removal of senior executives and on the basic terms of their contracts.

(f) Reviewing and organising the succession of the chair of the Board and the managing director of the Company and, where appropriate, making proposals to the Board to ensure that such succession takes place in an orderly and planned manner, consulting the chair of the Board in this regard and involving the lead independent director, if any, provided that they are not a member of the Nomination and Remuneration Committee.

(g) Proposing to the Board the remuneration policy for directors and senior executives, as well as the individual remuneration and other contractual terms of Executive Directors and senior executives, and monitoring and ensuring compliance with such policies.

(h) Monitoring compliance with the remuneration policy established by the Company.

(i) Periodically reviewing the remuneration policy applied to directors and senior executives, including share-based remuneration schemes and their application, ensuring that individual remuneration is proportionate to that of other directors and senior executives of the Company.

(j) Proposing to the Board a policy for the selection of directors and, where appropriate, senior executives, which should include measures to encourage the appointment of a significant number of female senior executives.

(k) Ensuring that any conflicts of interest do not prejudice the independence of external advice provided to the committee.

(l) Verifying the information on remuneration of directors and senior executives contained in the various corporate documents, including the Annual Directors' Remuneration Report.

(m) Issuing reports and taking such action as may be necessary, within the scope of its remit, as requested by the Board or its chair.

In carrying out its functions, the Nomination and Remuneration Committee must consult the chair of the Board, particularly on matters relating to Executive Directors, if any, and senior executives.

Any director may request that the Nomination and Remuneration Committee consider potential candidates to fill vacancies on the Board, in case they might be suitable.

In order to carry out its functions more effectively, the Nomination and Remuneration Committee may seek advice from external professionals. In such cases, these Rules apply.

The Nomination and Remuneration Committee has unrestricted access to all information and documentation necessary for the performance of its functions. Any member of senior management or employee of the TSK Group is required to attend the committee's meetings, cooperate with it and grant it access to any information at their disposal, where requested to do so. The committee may even require one or more employees or senior executives of the TSK Group to attend its meetings, without any other senior executives being present.

The Nomination and Remuneration Committee is quorate when a majority of its members are present or represented, and its resolutions are passed by an absolute majority of those in attendance. The chair has a casting vote in the event of a tie.

The secretary, or the person acting as secretary, must draw up minutes of each meeting, which must be signed by the members of the committee who attended the meeting.

The chair of the committee reports on the committee's activities at the first meeting of the Board as a whole following each committee meeting and answers any questions on the work carried out. Each year, the committee must submit a report on its activities to the Board.

The Nomination and Remuneration Committee determines its own procedures in all matters not provided for in the Articles of Association or these Rules. Where applicable, and to the extent that the nature and functions of the committee so permit, the provisions of the Articles of Association relating to the functioning of the Board apply on a supplementary basis.

Article 40. Sustainability and Compliance Committee

The Company must also have a Sustainability and Compliance Committee comprising a minimum of three (3) and a maximum of five (5) directors appointed by the Board for a term not exceeding their term of office as directors, and who may be reappointed, provided that they continue to serve as directors. The Board appoints the members of this committee having regard to the directors' knowledge, skills and experience and the committee's remit.

The majority of the members of the Sustainability and Compliance Committee must be Independent Directors.

The Board shall appoint the chair of the Sustainability and Compliance Committee from among the Independent Directors who sit on that committee for a term of two (2) years; the chair may be re-elected once or more for terms of the same duration.

The Board appoints the secretary of the Sustainability and Compliance Committee. This person need not be a member of the committee or a director. The role of secretary of the Sustainability and Compliance Committee may be held by the secretary to the Board or by a separate individual, who assists the chair and ensures the smooth running of the committee, taking care to accurately record the proceedings of the meetings and the content of the discussions in the minutes.

The Sustainability and Compliance Committee must meet as often as necessary to carry out its functions effectively, whenever the interests of the Company so require, and must meet at least three (3) times a year, as well as whenever convened by its chair, either on their own initiative or at the request of any of its members. Each year, the committee must draw up an action plan for the financial year, which it must report to the Board.

Without prejudice to any other functions that may be assigned to it from time to time by the Board or by the chair of the Board, the Sustainability and Compliance Committee performs the following functions:

(i) Monitor compliance with corporate governance rules and the Company's Internal Code of Conduct, ensuring also that the corporate culture is in line with its purpose and values.

(ii) Periodically evaluate and review the corporate governance system, with a particular emphasis on the Company's environmental and social policy, so that it can successfully perform its role of promoting the Company's interest, taking into account, as appropriate, the legitimate interests of other stakeholders.

(iii) Oversee the Company's environmental and social practices to ensure they comply with established strategies and policies, without prejudice to the functions of the Sustainability and Compliance Committee in relation to the oversight of sustainability reporting and the effectiveness of the relevant risk management and control systems. The Board is responsible for defining strategies, plans, policies and objectives relating to environmental, social, governance and sustainability matters. These must be implemented in accordance with the proposals of the Sustainability and Compliance Committee, which must assess the progress and degree of achievement of the established sustainability plans and objectives.

(iv) Monitor and evaluate the processes related to the various stakeholders.

(v) Monitor the Company's activities in relation to corporate reputation and report to the Board, where appropriate.

(vi) Review the Company's Annual Corporate Governance Report prior to its approval, obtaining for this purpose the reports of the Sustainability and Compliance Committee and the Nomination and Remuneration Committee regarding the sections of the report that fall within their remit.

(vii) Issue reports and perform actions falling within its remit in accordance with the corporate governance framework, or as requested by the Board or its chair.

(viii) Assume the responsibilities set out in the Code of Ethics.

(ix) Oversee and monitoring of the operation and implementation of and compliance with the criminal risk prevention policy, as well as any other compliance policy approved by the Board.

In order to carry out its functions more effectively, the Sustainability and Compliance Committee may seek advice from external professionals. In such cases, these Rules apply.

The Sustainability and Compliance Committee has unrestricted access to all information and documentation necessary for the performance of its functions. Any member of senior management or employee of the TSK Group is required to attend the committee's meetings, cooperate with it and grant it access to any information at their disposal, where requested to do so. The committee may even require one or more employees or senior executives of the TSK Group to attend its meetings, without any other senior executives being present.

The Sustainability and Compliance Committee is quorate when a majority of its members are present or represented, and its resolutions are passed by a majority of those in attendance. The chair has a casting vote in the event of a tie.

The secretary, or the person acting as secretary, must draw up minutes of each meeting, which must be signed by the members of the committee who attended the meeting.

The chair of the committee must report on its activities at the first meeting of the full Board following any Committee meeting, and answers any questions posed on the work carried out. Each year, the committee must submit a report on its activities to the Board.

The Sustainability and Compliance Committee determines its own procedures in all matters not provided for in the Articles of Association or these Rules. Where applicable, and to the extent that the nature and functions of the committee so permit, the provisions of the Articles of Association relating to the functioning of the Board apply on a supplementary basis.

Article 41. Evaluation of the Board's performance

The Board must carry out an annual evaluation of its own performance and that of its committees, and, based on the results, propose an action plan to address any shortcomings identified in the following areas:

(i) The quality and efficiency of the Board's work.

(ii) The functioning and composition of its committees.

(iii) The diversity in the Board's composition and skills.

(iv) The performance of the chair of the Board and the managing director.

(v) The performance and contribution of individual directors, with particular attention to the chairs of the various Board committees.

The Board may be assisted in carrying out the evaluation by an external consultant, whose independence must be verified by the Nomination and Remuneration Committee. The evaluation of the Board, its committees and the offices held by directors, conducted by an external consultant, must take place at least every three years.

The outcome of the evaluation must be recorded in the meeting minutes or attached to them as an annex.

Any business relationships between the consultant or any member of its group and the Company or any member of its group must be disclosed in the Annual Corporate Governance Report. The process and the areas evaluated must described in the Annual Corporate Governance Report.

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