

Document:

BOARD OF DIRECTORS REGULATIONS OF NEXUS ENERGÍA, S.A. (the Company)

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CHAPTER I. INTRODUCTION

Article 1. Purpose

The Board of Directors Regulations (hereinafter, the “Regulations”) seeks to define the action principles of the Board of Directors of Nexus Energía, S.A. (hereinafter, the “Company” or “Nexus”), the rules governing its organisation and operation, its powers and its duties, as well as the rules governing conduct by its members.

Their ultimate purpose is to implement the applicable provisions of law and the Articles of Association, and to adopt existing recommendations on good corporate governance that may be applicable to the Company.

These Regulations form part of the Corporate Governance Regulations of the Company.

The management bodies of Group companies will regulate their own action principles and rules governing organisation and operation in internal regulations, adjusting the same to the contents of these Regulations while respecting the Corporate Governance Regulations at all times and ensuring coordination with and reporting to the Nexus Board of Directors.

Article 2. Scope

These Regulations apply to the Board of Directors (hereinafter, the “Board”), its delegated bodies, its internal committees and the members sitting on the Board.

Board members have an obligation to know, comply with and enforce these Regulations. Whenever these Regulations are amended, the secretary of the Board will be responsible for distributing an updated version to all board members. Whenever new members join the Board, they must also accept and undertake to observe these Regulations when accepting their appointment.

Article 3. Disclosure

The Board will adopt all pertinent measures to ensure disclosure of these Regulations to the General Shareholders’ Meeting (hereinafter, the “General Meeting”) and to anyone else they may affect. This document will form part of the Nexus Internal Regulatory System, classified under Corporate Governance and Compliance Regulations.

Article 4. Interpretation

These Regulations will be interpreted according to mercantile legislation and the Articles of Association of the Company.

In the event of any contradiction between these Regulations and the Articles of Association, the latter will take precedence. The Board will resolve any matters that may arise regarding the interpretation or application of these Regulations.

Article 5. Approval and Amendment

These Regulations will take effect on the date they are approved by the Board. The Board may amend the content of these Regulations following a proposal by the Board itself, its chairman, the Executive Committee, the Audit and Sustainability Committee or one third of all board members.

The amendment proposal must be accompanied by the proposed text and explanation of the grounds and the scope of the amendment. The proposal must also be sent to the board members ahead of the Board meeting at which it will be discussed.

Approval of an amendment will require the majorities established for reserved matters defined in Article 22 of these Regulations.

The Board will report on any amendments to these Regulations at the immediately subsequent General Shareholders' Meeting.

CHAPTER II. ACTION PRINCIPLES OF THE BOARD OF DIRECTORS

Article 6. General Action Principles and Commitments

The Board of Directors, its committees and the chief executive officer will perform their roles while seeking reconciliation between the corporate interest, which is understood as the search for long-term sustainable business profitability, and the interests of its stakeholders. To that end, the Board of Directors must act in accordance, compliance and respect of the Nexus Group Governance and Compliance System, and specifically:

- I. Current laws and regulations;
- II. The Internal Regulatory System at Nexus; and
- III. The Nexus Group Code of Ethics and Conduct, which contains the purpose and values thereof that must steer and guide the actions and activities of the company and all its members.

The Board must design and implement all those measures necessary to ensure that all its members, professionals and partners comply with, enforce and respect said Governance and Compliance System, thereby fostering the development of a culture of good governance, integrity and regulatory compliance.

CHAPTER III. COMPOSITION

Article 7. Composition

The Board of Directors will be made up by eight members of the Board of Directors plus one non-board member secretary, who will be appointed by the Board itself. Election of its members will be subject to the provisions of Article 214 of the Spanish Corporate Enterprises Act and complementary regulations.

Elected members of the Board of Directors need not be shareholders, except in the case of a provisional co-opted appointment by the Board itself, in accordance with the provisions of Article 244 of the Spanish Corporate Enterprises Act.

Board members may not be in a situation of incompatibility as defined by the law or Articles of Association, especially in terms of Law 5/2006 of 10 April.

Board members will be classified as executive directors when they perform executive or managerial roles or are employees of the Company or its Group. Those with decision-making powers over any aspect of company or group business through delegation or stable powers of representation will also be considered as executive directors.

All other board members will be considered non-executive and may be:

- a) External proprietary directors: those with a shareholding equal to or larger than that which is considered significant or who have been appointed due to their shareholder status even though their shareholding does not reach said amount, or whose appointment was proposed by any of the Company shareholders as an entity or individual related to them.

A shareholder will be understood to have a significant shareholding when they hold a stake equal to or greater than three percent of the share capital.

- b) Independent external directors: those appointed due to their personal and professional status and who meet the conditions that guarantee their impartiality and objectivity without any impact from relations with the Company, benchmark shareholders or the management team affecting the performance of their roles.
- c) Other external directors: those who are not executive directors, external proprietary directors or independent directors.

The number of external directors on the Board must be greater than the number of executive directors.

The following may not be proposed or appointed as independent directors:

- i. People who have been employed as executives or executive directors of companies within the Nexus Group, unless four or more years have passed since that relationship ended.
- ii. People who receive from the Company or other companies within the Group any amount or benefit other than the remuneration for the post of director, unless said amount or benefit is not significant.
- iii. People who are or have been within the last three years partners of the external auditor or responsible for the audit report on the Company or any other company within the Group.
- iv. People who are executive directors or senior executives of another company at which any executive director or senior executive of Nexus is an external director.
- v. People who engage or have engaged within the last year in important business relations with the Company or any other company within the Group, on their own behalf or as a shareholder, director or senior executive of another entity that engages or has engaged in such relations.
Business relations are understood as being the supplier of goods or services, including financial services, consultancy services or advisory services.
- vi. Significant shareholders, executive directors or senior executives of another company who receives or has received in the last three years significant donations from the Company or its Group, unless this involves merely being trustees of a foundation that receives donations.
- vii. Spouses, people with similar affective relations or relatives to the second degree of an executive director, senior executive of the Company, shareholder or proprietary director appointed following a proposal by said shareholder.
- viii. People in any of the situations defined in sections i), v), vi) or vii) above with regard to any significant shareholder or shareholder represented on the Board.

When exercising its powers of re-election or proposal to the General Meeting and co-option to fill vacancies, the Board of Directors will propose a composition for the body that it deems most suitable for guaranteeing proper operation of this body based on the indications included in this chapter.

The status of each board member will be presented by the Board at the General Meeting when the appointment or ratification thereof is proposed. Furthermore, it must be reviewed periodically by the Board in order to comply with the provisions of this chapter.

CHAPTER IV. APPOINTMENT, RE-ELECTION AND REMOVAL OF BOARD MEMBERS

Article 8. Appointment and Re-election

Board members will be named by the General Shareholders' Meeting in accordance with current legislation and the Articles of Association.

Elected members of the Board of Directors need not be shareholders, except in the case of a provisional co-opted appointment, in which case those who are to fill vacancies arising on the Board during the term of office for which they were appointed may only be appointed from among the shareholders. Board members appointed in this way will hold their positions until the date of the first General Meeting, which may ratify them or appoint other board members.

The board member appointment or re-election proposals that the Board submits for consideration and approval by the General Meeting will name people with suitable experience and knowledge to fulfil their roles, as well as the necessary availability and commitment to meet their responsibilities.

When accepting a position, board members will commit in writing to comply with and enforce the Governance and Compliance System of the Company, to defend the corporate interest and must also state any relations they have with significant shareholders of the Company and report any conflict of interest.

An information programme will be produced to provide knowledge about the Company and its Group, including its rules of governance and the Governance and Compliance System, so that board members may duly perform their duties. Furthermore, whenever the circumstances so require, the Company may also create knowledge update programmes intended for board members.

Deliberations and resolutions by the Board on re-elections will take place without the board member whose re-election has been proposed. If they are present, they must leave the meeting.

Article 9. Incompatibilities

Individuals or legal entities subject to the prohibitions or incompatibilities regulated by law or the Articles of Association and those contained in these Regulations, specifically in Article 26 on the Duty to Not Compete, may not be appointed as board members.

Article 10. Term of Office for a Board Member

Board members will hold their position for a period of no more than three years, unless they voluntarily step down or the General Shareholders' Meeting agrees on their removal, and may be re-elected one or more times for periods of equal duration.

Board members who have been co-opted will hold their position until the date of the first General Meeting, at which the appointment will be subject to ratification for the remaining term of office for the board member who was replaced or they will be appointed for the maximum term of office of three years. In the event that the ratification or appointment is not approved, the General Meeting may choose someone to replace them or remove the vacancy entirely.

Article 11. Removal of a Board Member

Board members will be removed from their positions following expiry of the period for which they were appointed or following a decision by the General Shareholders' Meeting or at the behest of the Board under any of the circumstances listed below.

Board members must vacate their position, make it available to the Board and formalise their resignation when:

- a) They become subject to any of the situations of incompatibility or prohibition provided for by law, the Articles of Association or these Regulations.
- b) They fail to perform any of their obligations while performing their duties as board members or they fail to perform any of the duties inherent to their position under current legislation, the Articles of Association or these Regulations.
- c) The grounds on which they were appointed as board members disappear.
- d) Upon termination of the executive position to which their appointment was linked.

- e) In the case of proprietary directors, when the shareholder they represent on the Board disposes of their stake in the Company, in whole or in part, and in any case, when said stake is reduced to a shareholding of less than five percent.
- f) When serious harm is caused to the assets, credibility, reputation or interests of the Company through actions attributable to the board member in their condition as such.

If a board member steps down from their position before the end of their term of office, they will explain the reasons in writing to all other members of the Board.

CHAPTER V. STRUCTURE OF THE BOARD OF DIRECTORS

Article 12. The Chairman

The chairman of the Board will be elected from among its members. The chairman of the Board has the duties attributed to them by law, the Articles of Association and these Regulations.

The chairman will hold a non-executive position, without prejudice to the powers of leadership on the Board of Directors. The chairman of the Board will have a duty to ensure effective operations by this body, to call and chair the ordinary and extraordinary meetings, to draw up the agenda for the meetings, to foster active participation, to moderate debates and deliberations, to drive the work undertaken by the advisory committees to the Board and to promote self-assessment of the Board, as well as the evaluation of the lead executive director.

The duties of company representation attributed to them or any other role delegated by the Board, provided that said roles are not executive and are remunerated in the capacity of board member, will not confer the status of executive board member on the chairman.

The Board of Directors may, at any time, resolve to remove the chairman by resolution adopted by the majority of board members.

Article 13. The Deputy Chairman

From among its members, the Board may appoint a deputy chairman to temporarily replace the chairman in the event that the position of chairman becomes vacant or the chairman is absent, sick or unexpectedly unable to perform their duties.

Article 14. The Chief Executive Officer

From among its members, the Board may appoint one or several chief executive officers, jointly or jointly and severally, with those temporary or permanent powers deemed convenient and that can be delegated under legal provisions and the Articles of Association.

The chief executive officer must be the lead executive director of the Company unless, on grounds of corporate interest, the Board decides to maintain this position separate from that of lead executive director, in which case, the Board must attribute the powers delegated to both positions and determine how they should be exercised.

The lead executive director will be ultimately responsible for management of the Company, will exercise the power of representation of the Company and they will be given those Board powers and remits deemed convenient for effective management of the Company that can be delegated under the law and the Articles of Association.

The roles of a chief executive officer will be limited to performing the contracts approved by the General Shareholders' Meeting, the Board of Directors and/or the Executive Committee, as the case may be according to this Agreement and the Articles of Association. Hence, they will not act on their own behalf nor represent the Company in any business without prior approval from one of the aforementioned bodies of the Company.

Article 15. The Secretary and Deputy Secretary of the Board

The secretary and deputy secretary of the Board of Directors will be elected and removed by the Board, and these posts need not also be members of the Board. The deputy secretary will assume the roles of the secretary in the event that the latter is absent, sick or the post becomes vacant.

When the secretary is not a lawyer, an advising lawyer to the Board must be appointed.

The secretary, deputy secretary and advising lawyer will have the duties assigned to them by current legislation, the Articles of Association and these Regulations.

The secretary will have the following duties:

- To assist the chairman of the Board in their duties.
- To provide the necessary advice and information to the members of the board for proper operation of the Board.
- To ensure the legality of any action taken by the management bodies.
- To keep company documentation, reflect the development of meetings in the minutes books and complementary ancillary books, and bear witness to resolutions and decisions by the management bodies.
- To ensure compliance with the Articles of Association, the General Shareholders' Meeting Regulations, the Board of Directors Regulations and Committee Regulations, where applicable, and other corporate governance regulations, in all action by the Board and its Committees.
- To advise the Board on corporate governance.
- To ensure that the information provided by the Company for reaching resolutions is first made available to the members of the Board and to channel requests from board members in that regard.

Whenever the advising lawyer is not the secretary of the Board, they will be required to ensure that the preliminary requirements for calling a meeting, ensuring a quorum is reached and reaching decisions at the Board meetings are observed, to advise on the legality of the deliberations and decisions, and to check that the minutes from the meetings of the Board and its Committees comply with applicable regulations.

CHAPTER VI. COMMITTEES OF THE BOARD OF DIRECTORS

Article 16. Committees of the Board of Directors

Under current legislation, the Board of Directors may govern its own operation when the Articles of Association do not state otherwise.

Without prejudice to the delegation of powers on an individual basis, the Board may set up an Executive Committee and any other committees that facilitate a decision by the Board on certain issues if deemed convenient, legal provisions require or recommendations on good governance advise. The Board itself may decide on the powers granted to such committees. The chairman, secretary and other members of these committees will be appointed by a majority of the Board.

At any event, the Board will have an Executive Committee and an Audit and Sustainability Committee, with the composition and duties described in their own specific regulations. The minimum duties to be performed by these committees are defined in Articles 18 and 19 of Chapter VI, respectively.

The purpose for setting up these Committees is to achieve greater effectiveness in the exercise and compliance with the roles of the Board, to facilitate the analysis and in-depth study of certain issues and matters, and to decide thereon when the immediacy and relevance thereof do not advise the same being submitted to a plenary session of the Board. For that purpose, the chairman of each committee will report to the Board of Directors at the following meeting of the Board on the issues discussed and the resolutions reached.

All the Committees will have the necessary powers and resources to comply with the law, the Articles of Association and these Regulations, and, at any event, they will be regulated by their own regulations that must be approved by the Board. Wherever compatible, all matters not governed by the specific regulations will be governed by the rules contained in these Regulations.

The Board will appoint Committee members based on the knowledge, skills and experience that they bring to the role.

CHAPTER VII. DUTIES AND POWERS OF THE BOARD AND COMMITTEES

Article 17. Duties and Powers of the Board

Except for the powers reserved by the law and Articles of Association to the General Shareholders' Meeting, the Board is the highest governing body of the Company with full authority and the broadest of powers to lead, represent and manage the Company and its Group in accordance with its corporate purpose.

Without prejudice to the above, the Board will focus its activity on defining, overseeing and controlling the policies, strategies and general guidelines, delegating the management and direct administration of day-to-day business to the executive bodies and/or directors and senior management, as well as the communication, coordination and general implementation of said policies and guidelines.

The delegation of powers by the Board will not take those powers away from the Board, which, at any event, will maintain the powers that correspond to it and especially all those considered matters reserved for the Board. It may not delegate powers that are reserved for the Board under the law or Articles of Association, or any others necessary for responsible performance of supervisory and control activities.

Specifically, the Board exercises the duties and responsibilities listed below:

- a) Vis-a-vis the definition, supervision and monitoring of the strategy and general policies of the Company and its Group:
 - 1. To approve the Purpose and values of the Company.
 - 2. To define strategic directions and objectives and, following a proposal from the Executive Committee and lead executive director, to approve the strategic and business plan and the specific plans and organisation to achieve the former, the financial and investment policy and budgets for the Company.
 - 3. To define the sustainability strategy and objectives; to approve the integration thereof into the strategic and business plan and into the policies; to approve the organisation and resources for the achievement thereof; to approve definition of the Sustainability Roadmap and to track the same through the Audit and Sustainability Committee; to approve the Double Materiality analysis; and to draw up the Sustainability Report alongside the Annual Accounts.
 - 4. With support from the delegated Executive Committee, the chief executive officer and Senior Management, to oversee development of the strategy and business, as well as the management guidelines, and to engage in economic tracking of the Company and to monitor compliance with financial policies and budgets.
 - 5. To agree the framework of autonomy for companies that join the Group and to supervise compliance therewith. Furthermore, vis-a-vis subsidiary companies, to approve any resolution to be adopted by the governing body of a controlled subsidiary that may be considered a matter reserved for the Board.
 - 6. To approve any policy or decide on matters, operations, investments and divestments and resolutions that may be considered of strategic importance or require amendment or review of the strategic plan and annual budgets due to the strategic nature thereof, their current or future impact on the business, the fact they are transactions considered matters reserved for the Board or their economic or financial significance.

7. In this regard, the Board must know and approve the interest rate and/or exchange rate risk hedging policies, as well as the credit risk hedging policies, as the case may be.
8. To approve the definition of the company group structure and company operations of a significant nature in accordance with that reflected in the matters reserved for the Board.
9. To approve the structure of powers of attorney.
10. To design, assess, review and improve the Governance and Compliance System. To that end, it will approve the regulations, rules or policies on governance and compliance, as well as the Code of Ethics and Conduct, and will ensure that the Company and companies of the Group, the directors, professionals and partners thereof act in accordance therewith.
11. To approve the financial and non-financial risk management and control policy, including fiscal and compliance risks, and to oversee the effectiveness of internal risk management and control systems. To provide the necessary resources for suitable internal control systems to be put in place.
12. To determine the fiscal strategy and approve the operations that may imply a fiscal risk due to the amount or characteristics thereof.
13. To approve the Senior Management remuneration and performance evaluation policy.
14. To assess and decide on any conflicts of interest that may arise and significant transactions that the Company or its Group may undertake with board members, shareholders and related persons or entities and senior executives.
15. To ensure suitable and efficient coordination between the Company and its investee companies in order to maximise profits for all, provided that is legally possible and without prejudice to the autonomy of decision enjoyed by the management and executive bodies thereof.

b) Vis-a-vis the General Shareholders' Meeting:

1. To perform the duties entrusted to the Board by the General Meeting, which may only be delegated following an agreement from the General Meeting. Furthermore, it will be accountable to the General Meeting as a single body for its decisions.
2. To call General Shareholders' Meetings in accordance with legal requirements and the Articles of Association.
3. To propose amendments to the Articles of Association to the General Meeting.
4. To submit the acquisition, disposal or contribution to another company of essential assets to the General Meeting for approval. An asset is considered essential when the amount of the transaction exceeds 25% of the value of the assets appearing on the latest balance sheet approved by the Company.

c) Vis-a-vis organisation and operation of the Board:

1. To propose the appointment, re-election and removal of members and positions of the Board and its committees, as well as to appoint members of the board via the co-optation system.

Furthermore, the Board will approve proposals for the appointment, re-election and removal of board members at Group companies.

2. To determine the powers that can be delegated to the Executive Committee, executive directors and other people, as well as the withdrawal of said powers, in accordance with the law, these Regulations and the Articles of Association.
3. To set board member remuneration in accordance with the Articles of Association. In the case of executive directors, the Board will define the system and additional remuneration paid for their executive roles and other terms and conditions in their contracts.
4. To periodically assess performance by the Board and the positions making up the Board, as well as performance by any existing Committees.

5. To approve and amend these Regulations and those of its Committees.

d) Vis-a-vis the Annual Accounts, Management Report and any other report that may be required in accordance with current legislation and the auditor:

1. After receiving information from the Audit and Sustainability Committee, the Board will draw up the individual and consolidated Annual Accounts and the Management Report, which will include the Sustainability Report as well as the proposed application of profits, ensuring that they give a true and fair view of the equity, financial position and results of the Company and its Group, in accordance with current regulations.

Unless stated otherwise in the minutes, it will be understood that all members of the Board have been given the necessary information to draw up the accounts.

2. To submit the appointment, re-election or replacement of the accounts auditors to the General Shareholders' Meeting in accordance with current regulations, ensuring and monitoring the independence thereof. To that end, it will receive information and approve the hiring of any additional service provided by the auditor to the Company or its Group besides the auditing of accounts.
3. To appoint an independent third party providing the verification services on the information contained in the Sustainability Report.

e) Others

1. Following a proposal from the chief executive officer and/or lead executive director, to approve the appointment and removal of senior executives, the remuneration system, the remuneration and severance pay, except for the Internal Audit Department, which will correspond to the Audit and Sustainability Committee.

Anyone who directly reports to the Board, the chief executive officer or lead executive director in the exercise of their role and, in any case, the Internal Audit Director, as well as any other executive that the Board decides, will be considered Senior Management.

2. Following a proposal from the Audit and Sustainability Committee, to approve the appointment and removal of the members of the Compliance Body and/or Compliance Officer, as well as the Sustainability Director, the remuneration system, the remuneration and severance pay.
3. To define the dividends policy, propose the application of profits and to agree, as the case may be, the payment of amounts on account and the payment method.
4. To revise the general remuneration policies for the workforce of the Group on an annual basis, evaluating the suitability thereof.
5. To define the policy on treasury shares or equity interests.
6. To decide on the proposals made by the Executive Committee, the chairman of the Board of Directors, the chief executive officer and the Audit and Sustainability Committee.

f) Any other duties stipulated by law, the Articles of Association or these Regulations.

Article 18. Duties and Powers of the Executive Committee

The delegated Executive Committee will have all the powers of the Board of Directors except those that cannot be delegated under the law or Articles of Association. The Executive Committee will not have the power to decide on any matters reserved for the Board unless said matters have been discussed at an Executive Committee level by unanimous resolution by all members of the Board of Directors. The matters decided by the Executive Committee are listed in Annexes.

Any resolution that is discussed by the Executive Committee must be approved by a simple majority of its members present (i.e., more votes in favour than against the resolution in question), provided that no other requirements are defined in the matters to be decided by the Executive Committee based on the resolution to be reached.

Article 19. Duties and Powers of the Audit and Sustainability Committee

Without prejudice to any other tasks that may be handed to it by the Board of Directors, the main role of the Audit and Sustainability Committee will be to inform, advise, propose and assist the Board of Directors in its duties, with the following powers, among others:

1. To report to the General Shareholders' Meeting on issues under its remit about which shareholders ask questions.
2. To supervise and report to the Board of Directors on the design, compliance with and implementation of the Corporate Governance and Compliance System. To propose any improvements deemed necessary.
3. To supervise and regularly assess the risk management and internal control systems, including those linked to financial and non-financial, governance and compliance, and fiscal information, so that the main risks can be appropriately identified, assessed, managed and reported.
4. To ensure that the risk management and internal control system at least identifies the various risks faced by the Company, sets a risk level that is deemed acceptable, establishes measures for mitigating the impact of risks were they to arise, and defines the information and control systems to be used for controlling and managing said risks, including contingent liabilities and other off-balance sheet risks.
5. To analyse, review and report to the Board of Directors on the fiscal strategy and on those operations that may imply a fiscal risk due to the amount or characteristics thereof and that must be approved by the Board.
6. To propose the selection, appointment and removal of the Sustainability Director, the Internal Audit Director, the Compliance Body Director and/or the Compliance Officer.
7. To oversee the Compliance Body and/or the Compliance Officer, ensuring that they have sufficient resources and verifying that Senior Management considers the conclusions and recommendations contained in its reports. To that end, it will approve the annual work plan and its amendments and will receive regular information on its activities, the conclusions from projects, any relevant wrongdoings and non-compliances that may arise and the recommendation and corrective action plans.
8. To supervise activity by the Sustainability Department, ensuring that it has sufficient resources and verifying that Senior Management and department heads consider the strategy and objectives established in this regard, comply with the policies and procedures in place to achieve and track them, identify and manage the impacts, risks and opportunities, and that sustainability is integrated into the corporate culture, management of businesses and decision-making. To that end, it will receive regular information on its activities.
9. To oversee the internal audit services, ensuring the independence, competency and effectiveness of this role and that it has sufficient resources. To that end, it will approve its annual work plan and amendments, and will regularly monitor its activities, ensuring that Senior Management considers the conclusions and recommendations contained in its reports.
10. To be aware of and supervise the process for preparing, ensuring integrity of and presenting the financial and non-financial information. Regarding the financial information and annual accounts, to ensure compliance with accounting regulations, suitable establishment of the scope of consolidation and correct application of accounting principles.
11. To review the information on activities and results by the Company that is drawn up on a regular basis.
12. Vis-a-vis Sustainability:

- a. To exercise internal control via oversight and supervision of strategy implementation, analysis of Double Materiality and the management of environmental, social and governance risks.
- b. To supervise compliance with the objectives based on clear indicators and metrics, with regulations and with management guidelines on Sustainability.
- c. To review the Sustainability Reports for the timely preparation by the Board of Directors and their final approval by the Shareholders' Meeting.
- d. To pass the proposal for appointment of the independent third party providing the verification services on the information contained in the Sustainability Report to the Board.

13. Vis-a-vis accounts auditing and the external auditor:

- a. To pass the proposal on the selection, appointment, re-election or replacement of the accounts auditors, as well as the conditions for the contracting thereof, to the Board for submission to the General Meeting, ensuring the independence of said auditors.
 - b. To issue a favourable report prior to approval of any hiring of the accounts auditor for services other than auditing the annual accounts.
 - c. To receive regular information from the external auditor on the audit plan, the results from implementation thereof and any significant internal control flaws that may be identified, ensuring that Senior Management considers its recommendations.
 - d. To review the content of accounts audit reports and other reports from the auditors before they are released in order to avoid reservations or qualifications.
- 14.** To propose amendments to the Code of Ethics and Conduct to the Board of Directors and to supervise compliance. To that end, to establish a mechanism that lets employees confidentially and, if deemed appropriate, anonymously report any wrongdoings and non-compliances of potential significance, especially those of a financial and accounting nature, noticed at the company or any company of the Group.
- 15.** To monitor the main investigations that may be undertaken by the Compliance body and/or Compliance Officer when wrongdoings or non-compliances are identified, supervising the corrective and improvement measures and plans put in place to prevent them arising again in the future.
- 16.** To examine compliance with the rules of governance applicable to the Company and to make the necessary proposals for improvement thereof.

CHAPTER VIII. OPERATION OF THE BOARD

Article 20. Meetings of the Board of Directors

The Board will meet ordinarily as often as its chairman deems convenient for proper operation of the Company and at least as often as stipulated by the Spanish Corporate Enterprises Act at any given time.

The Board of Directors itself will set a schedule of meetings for guidance purposes (whenever possible, before the start of the financial year). This schedule of meetings may be amended following a decision by the Board or its chairman.

Furthermore, the Board will extraordinarily meet whenever the chairman decides to call a meeting or when at least one-third of the board members request a meeting, in which case the requesting board members must indicate the business to be transacted and the chairman must call the meeting within the following ten days after receiving the request.

The call to an ordinary meeting of the Board will be issued by the chairman of the Board by e-mail to the addresses provided for this purpose by the board members to the Secretary of the Board. The call will be issued at least five working days ahead of the date indicated for the meeting via any channel that allows for evidence of receipt. The call will include the date, time and place of the meeting and, unless sufficient grounds are

provided, the agenda and any necessary information that is applicable and available. In the event that a meeting is cancelled or suspended or the date is amended, the agenda or venue will remain unchanged.

Any member of the Board may ask the chairman of the Board to include the business to be transacted on the agenda when doing so at least three days prior to the scheduled date of the meeting, and the chairman must inform the rest of the Board about the amended agenda.

When advised for reasons of urgency, this call may be sent by the chairman with only two working days' notice.

Notwithstanding the above, the Board may deliberate and resolve on all those matters that, although not included on the agenda, are deemed convenient and requested by at least one-third of attendees.

A meeting of the Board will be considered valid without the need for a prior call to be issued when all the board members are present and they unanimously accept to hold a meeting and the agenda items to be discussed.

Meetings of the Board may take place in writing and without an actual meeting being held provided that no board member objects to this and the legal requirements are met. For voting, board members will send their votes to the secretary of the Board along with any considerations they wish to be recorded in the minutes. Any resolutions reached in this way will be reflected in the corresponding minutes.

Board members appointed by corporate shareholders located outside of Spain may ask the chairman of the Board of Directors to invite an observer for a certain matter on the agenda at any meeting of the Board. Such requests must be responded to by the chairman within two calendar days from receipt of the request and, at any event, before the Board meeting is held. Attendance by such observers cannot be unreasonably denied. In addition, these board members will have the option to invite a translator to the meeting. The secretary of the Board will record the entry and departure of guests at each meeting in the minutes.

Article 21. Meeting Venue

Board meetings will be held at the registered office of the company, at any local offices of the Company or at the venue indicated by the chairman of the Board of Directors in the meeting announcement.

It may be decided to hold the Board meeting in various separate venues connected by telephone, videoconference or any other means of communication that allows real-time recognition and identification of attendees, permanent communication, participation and exercise of voting rights. All attendees in any of the venues will be considered attendees at the meeting of the Board for all effects and purposes. At any event, board members may choose to attend the meeting in person at the registered office of the Company if they so desire.

The meeting will be understood as held in the place where the largest number of attendees are located and, in the event of a tie, wherever the chairman is located.

Resolutions by the Board of Directors may be adopted without the need to hold a formal meeting (in writing and without an actual meeting being held) provided that applicable regulations allow and, in any case, will be written in Spanish without prejudice to a request from any of its members for translation into English. Nonetheless, the Spanish language version will take precedence for interpretation purposes.

Article 22. Development of Meetings

A Board meeting will be quorate when at least one more than half of its members are present, either in person or represented, except for those cases in which no call was issued, when all members must be present.

If the Board of Directors meeting cannot begin after the first call due to the lack of attendance by the necessary number of board members, a new meeting will be called with at least five working days' notice, which will be considered quorate if the majority of members attend.

Board members may attend meetings of the Board of Directors by telephone, videoconference or any other means of communication that enable all attendees at the meeting to be heard by all others and to speak to one

another. At any event, board members may choose to attend the meeting in person at the registered office of the Company if they so desire. When board members are unable to attend, they must make attempts to delegate representation to another board member with the pertinent instructions.

Representation of absent board members may be granted for the corresponding meeting by any written means addressed to the chairman or secretary of the Board, provided that validity and certainty of representation is assured.

The chairman will organise and moderate the debate while ensuring and encouraging participation by all board members in the matters discussed and deliberated by the Board. Any individuals considered pertinent or necessary may attend meetings of the Board as guests. The secretary of the Board will record the entry and departure of guests at each meeting in the minutes.

As stated in Article 20 above, voting will be accepted in writing and without an actual Board meeting being held provided that no board member objects to the use of this system and that the legal requirements are met.

Each board member, either present or duly represented, will be entitled to one vote.

Resolutions that are not considered a matter reserved for the Board will be adopted by a majority of five (5) of the eight (8) board members or, at any event, two-thirds (2/3) of the board members present or represented at the meeting who are entitled to vote on the specific matter being discussed.

Resolutions on matters reserved for the Board will require a vote in favour from at least all the board members minus one to be approved. When a meeting of the Board of Directors is duly held in accordance with the provisions of these regulations without all board members in attendance, resolutions will require for approval the affirmative vote of all but one of the board members present or represented at said meeting who are entitled to vote on the specific matter being discussed.

Whenever voting quorums represent fractional numbers of votes, the figure will be rounded up if the fraction is greater than half a unit or down if it is less than or equal to half a unit.

Board members must abstain from voting on the appointment, re-election or removal of board members when they are the affected party or on matters in which they may have a conflict of interest according to legislation, the Articles of Association or these Regulations. Affected board members must leave the Board meeting room during the deliberation and voting on such matters.

All votes regarding the appointment, re-election or removal of board members will be secret if the majority of attendees request them to be so, without prejudice to the right granted to all board members to have their votes recorded in the minutes.

Article 23. Minutes of the meetings

The business transacted and the resolutions adopted at the meetings of the Board will be recorded in the minutes.

The secretary or the person acting as such will keep the minutes corresponding to each meeting of the Board, which will be transcribed into the corresponding Board Meeting Minutes Book following approval.

The minutes will be approved by the Board of Directors at the end of the meeting or at the immediately subsequent meeting. Every sheet of the minutes must be signed by the secretary and chairman.

The minutes will be written in Spanish, although any member of the Board of Directors may ask for a translation into English. Nonetheless, the Spanish language version will take precedence for interpretation purposes.

CHAPTER IX. DUTIES OF THE MEMBERS OF THE BOARD OF DIRECTORS

Article 24. General Duties of the Members of the Board of Directors

The main duties of the board members are to guide, promote, control and supervise the management of the Company for the purpose of maximising the creation of value for shareholders. In the performance of their duties, board members will work individually or jointly with due diligence, loyalty and faithfulness to the corporate interest and will ensure the best defence and protection of the interests of all shareholders, giving equal treatment to shareholders of the same status.

Furthermore, the Board will ensure that the Company engages in stakeholder relations while abiding by current laws and regulations, maintaining good faith with regard to its obligations and contracts, fostering a culture of regulatory compliance, honest, responsible and grounded transparency, considering best business practice and best practice in the sector in which it operates, and observing the principles of sustainability defined in the Sustainability Policy.

In particular, they have the following obligations by virtue of their position:

- To dedicate the necessary time and effort to their roles for performing their duties effectively.
- To strictly comply with applicable law and other regulations, these Regulations and the regulations of any existing Board Committees, and the rules defined in the Code of Ethics and Conduct of the Company or other documents regulating corporate governance and compliance by the Company.
- To be informed and duly prepare for the meetings of the Board and the Committees on which they sit.
- To be diligently informed of the situation and development of the Company.
- To attend the meetings of the Board and the committees on which they sit, and to actively participate in deliberations so as to effectively contribute to the decision-making process. If they are unable to attend a meeting for justifiable reasons, they must provide instructions to the board member to whom they have delegated representation (if applicable).
- To oppose resolutions that are contrary to the law, the Articles of Association or the corporate interest and, when they consider it necessary, to request a record in the minutes of their position in defence of said corporate interest.
- To encourage the investigation and to inform the Board of any wrongdoing identified in the management of the Company and/or its Group, as well as to monitor any risk situation of which they have become aware.
- To perform any specific task given to them by the Board, provided that it reasonably falls within their remit.
- To perform their duties under the principle of personal liability, with freedom of discretion or judgement and independence from instructions and relationships of third parties.

The duties and obligations expressed in this chapter must equally be undertaken in any relations that board members may have with Group companies.

Article 25. Duty of Confidentiality

Board members must keep secret the deliberations and resolutions of the Board and the Committees on which they sit, as well as any confidential information.

Generally speaking, they must refrain from disclosing information, data or reports to which they have or may have had access during the performance of their duties. This obligation will persist even after they are no longer a member of the board. They must also refrain from using such information, data or reports for their own benefit,

for the benefit of the shareholder that proposed or decided on their appointment, as the case may be, or for the benefit of any other third party, without prejudice to the obligations imposed by current legislation.

Proprietary directors may inform the shareholder they represent of the matters discussed by the Board and its committees provided that the disclosure of said information is not detrimental to the interests of the Company and provided that the shareholder guarantees full confidentiality of the information received and that it will not be used for interests other than those of the Company.

Article 26. Duty to Not Compete

Board members may not hold positions, for their own account or for the accounts of others, at competitors of the Company or of its Group, nor provide them with representation of consultancy services. This requirement does not apply to those proprietary directors who hold positions at Companies or entities that are shareholders of Nexus with a shareholding in excess of 3%.

A competitor is understood as any entity with the same, similar or complementary activity as those that comprise the corporate purpose of the Company or of its Group. Those positions that board members may hold at Group companies are excluded from this obligation.

Board members must state their situation to the Board before the situations defined in the previous paragraph arise.

Following a request from the Board of Directors, the General Shareholders' Meeting may waive compliance with this obligation when justifiable grounds exist and when the situation is not detrimental to the corporate interest of the Company or its Group.

When board members reach the end of their term of office or when they are removed from office for any other reason, they may not be directors or executives of, or provide services to, competitors for a period of one year. The Board may waive this obligation or reduce the minimum period stated above, provided that this is stated in writing.

Article 27. Use of Information and Company Assets

Board members may not use non-public information from the Company for private purposes if said information (i) puts them in a situation of advantage over third parties, including shareholders, suppliers and clients; (ii) causes any harm whatsoever to the Company; or (iii) is used for the purchase or sale of shares.

Furthermore, board members may not use Company assets or take advantage of their position at the Company to obtain a financial or other advantage, unless they have given adequate consideration. In such consideration is waived, it will be considered as indirect remuneration and must be approved by the Board.

Article 28. Business Opportunities

Board members must refrain from benefiting from a business opportunity of which they became aware due to their status as members of the Board, either directly or indirectly, for their own benefit, for the benefit of the shareholder that proposed them, a third party or persons related to them, unless: (i) the Company has chosen not to harness the opportunity itself; (ii) it causes no harm to the Company; and (iii) the Board authorises the board member to harness the business opportunity in question.

A business opportunity is understood to be any chance to invest or engage in commercial or business activity.

Board members may not use the name of the Company or its Group, or their status as board members, to engage in transactions for their own account, for the account of third parties or persons related to them.

Article 29. Conflict of Interest and Related-Party Transactions

A conflict of interest is understood as any situation in which there is a direct or indirect conflict between the interest of the Company or its Group and the personal interest of the board member, the shareholder that proposed them or persons or entities related thereto.

The persons or entities related to the board member will be deemed to be such persons or entities as are determined by current legislation and, in particular:

- The spouse or person in an analogous affective relationship.
- The ascendants, descendants and siblings of the board member or the spouse, and the respective spouses thereof.
- The companies or entities at which the board member and any of the persons mentioned in the two previous points hold representative, management or consultancy positions or roles, as well as those over which they hold control under the criteria established by law.
- The shareholders whom the board member represents on the Board of Directors.

Persons or entities related to a board member that is a legal person will be deemed to be such persons or entities as may be determined by current legislation and, in particular:

- Shareholders who are in any of the situations of control established by law with regard to the board member that is a legal person, as well as the companies that form part of the same group and their shareholders.
- The natural person representative, the directors, liquidators and legal representatives with general powers of attorney of the board member that is a legal person.
- Persons who may be considered related to the natural person representative under the provisions of the previous section.

Board members must report any direct or indirect shareholding that either they themselves or related parties may have in companies with the same, similar or complementary type of activity as that making up the corporate purpose of the Company, and/or the positions or duties they hold at those companies. They must also disclose the list of entities or related parties that do business with the Company or its Group.

Similarly, board members, significant shareholders or those that may have proposed a board member or the related persons and entities may not either directly or indirectly engage in professional, financial or commercial transactions with the Company or its Group, or share transactions, unless the Board is informed in advance of the conflict of interest and the Board issues approval. These transactions are referred to as "Related-Party Transactions".

When they are ordinary transactions of a regular or recurring nature, it will be sufficient for the Board to give prior generic authorisation for such transactions and the conditions under which they must take place, ensuring that they take place under market conditions. This authorisation will not be necessary if they are transactions governed by contracts with regulated or standard terms and conditions and prices applied to the customers or suppliers of the Company or the Group.

Whenever a conflict of interest situation arises, board members must:

- Immediately notify the Board in writing of any conflict of interest affecting themselves, the shareholder that appointed them or the related persons or entities that could compromise their duty to loyalty before deciding to engage or engaging in the transaction.
- Refrain from taking part in deliberations or voting on the resolutions or decisions leading to a conflict of interest, both at the Board and at its Committees.

Whenever a doubt arises about whether a board member is affected by a conflict of interest, said board member must query the Board and refrain from taking any action until the Board replies.

If the conflict of interest situation is of a structural nature, the board member must make their position available to the Board in accordance with the provisions of Article 11.

The Board will comply with current legislation in terms of reporting and transparency obligations regarding conflict-of-interest transactions.

The secretary of the board must keep an up-to-date record of related parties in partnership with the Finance Department. Furthermore, the secretary of the board must keep an up-to-date record of all the conflict-of-interest situations affecting board members, including the information provided on the shareholding or performance of positions and duties at companies with the same, similar or complementary type of activity, or the engagement in such activities either for their own account or for the accounts of others.

At any event, via the Audit and Sustainability Committee, the Company will inform the Board on an annual basis at least of the transactions and associated receivables and payables and the nature thereof between the Company and other companies of the Group with their board members, shareholders and related persons or entities.

Article 30. Reporting Duties

In addition to the reporting obligations for the Board defined in Articles 26 and 29 relating to the duty to not compete and conflicts of interest, respectively, and any other reporting duty contained in these Regulations, board members must report any significant changes to their professional situation that may affect the reasons why they were appointed to the Board.

Furthermore, board members must report the positions they hold or duties they perform at other entities, as well as any other professional obligations they may have.

In particular, they must report any proceedings or legal, administrative or other claims that could seriously impact the reputation of the Company due to the significance thereof. In such situations, the Board of Directors will examine the case as quickly as possible and may adopt such measures as it deems appropriate to safeguard the corporate interest, such as asking for the board member in question to resign, proposing their removal or undertaking an internal investigation.

CHAPTER X. RIGHTS TO INFORMATION AND ADVICE

Article 31. Rights to Information and Advice

In order to perform their duties, board members will be entitled to obtain information and advice on any matter related to the Company or its Group. This right must be exercised via the chairman, the secretary of the board or the Board Committees, and the Company will provide the information directly or via the intermediary deemed most appropriate.

Furthermore, board members may make a proposal to the Board on the hiring of consultants of any kind necessary for the interests of the Company or to assist them in the performance of their duties, at the cost of the Company, provided that the problems involved are of a certain significance and complexity, arise during the performance of their position, and the advice or information cannot be provided by the Company itself. Such requests must be made through the secretary of the Board of Directors, who may submit it for approval by the Board. These requests may be denied if sufficient grounds exist to do so, such as: (1) the matter is not related to the performance of duties by board members; (2) it may pose a confidentiality risk; or (3) the cost is not proportionate to company assets or revenue.

CHAPTER XI. REMUNERATION OF THE BOARD OF DIRECTORS

Article 32. Board Member Remuneration

Board members are entitled to receive remuneration in accordance with the provisions of the Articles of Association.

Based on statutory restrictions, the Board will determine the criteria that it freely deems appropriate for remunerating its members and the committees created within the Board, taking into account the time spent working for the Company.

Remuneration linked to Company performance must consider any potential qualifications that may be included in the auditor's report reducing said performance.

The Board will comply with the transparency obligations on board member remuneration contained in the regulations and corporate governance best practice.

CHAPTER XII. BOARD RELATIONS

Article 33. Relations with Shareholders

In accordance with the law, the Board will establish adequate procedures for hearing any proposals that may be submitted by shareholders with regard to management of the Company.

In partnership with those members of senior management deemed necessary, the Board may organise informative meetings for shareholders on progress by the Company and its Group. At any event, the information provided must not create a situation of privilege or advantage for certain shareholders over others under any circumstances.

The Board will encourage informed participation by shareholders at the General Shareholders' Meetings and will adopt the necessary measures to help the General Meeting effectively exercise the duties attributed to it by the law and Articles of Association. In particular:

- Before a General Meeting is held, it will make all information that is legally required available to shareholders. Furthermore, to the extent that is possible, the Board will also provide shareholders with any additional information that it is not legally required to provide but that may be relevant to understanding Company management and may be of interest to shareholders.
- With the utmost due diligence, the Board will answer any questions asked by shareholders and provide any information they request for knowing the situation of the Company.

The Board must guarantee application of the principle of equality when dealing with shareholders in identical conditions.

Article 34. Relations with External Auditors and Verifiers

Via the Audit and Sustainability Committee, the Board will establish an ongoing objective and professional relationship with the accounts auditor of the Company and Group companies, as well as with the person or entity responsible for verifying the non-financial information, as the case may be, while fully respecting the independence thereof.

The accounts auditor will not be hired to provide non-audit services that could jeopardise the independence thereof.

Article 35. Relations with Senior Management

The Board may gather information on the actions of the Senior Management of the Company, as well as request any clarifications deemed necessary. Such requests will be made through the chairman of the Board or, if the chairman deems it appropriate, through the secretary of the Board.