



T1 ENERGY INC. CORPORATE GOVERNANCE GUIDELINES

Adopted on December 19, 2023 and last amended on August 7, 2025

A. POLICY OVERVIEW

The board of directors (the “**Board**”) of T1 Energy Inc., a Delaware corporation (the “**Corporation**”) has adopted the following Corporate Governance Guidelines (the “**Guidelines**”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Corporation and its stockholders in a manner that is consistent with the Board’s duties.

B. THE BOARD

1. Role. The Board’s principal duty is to exercise its powers in accordance with its legal duties to the Corporation and in a manner it reasonably believes to be in the best corporate interests of the Corporation. The Board has a duty of care with respect to the management of the Corporation.

Each director must perform his or her mandate in the best interest of the Corporation. The duties of a director include, among other things, the duty to promote the success of the Corporation, exercise independent judgment, act within the Corporation’s corporate purpose and interest (and not only in the interest of one or several stockholders or the director’s own interest), act with diligence, competence and in good faith when executing the mandate and, more generally, to act as a reasonable person.

It is also the Board’s duty to oversee senior management in the competent and ethical operation of the Corporation. To satisfy this responsibility, the Board expects its members to take a proactive approach to their duties and function as active monitors of corporate management. Accordingly, the directors provide oversight in the formulation of the long-term strategic, financial and organizational goals of the Corporation and of the plans designed to achieve those goals. The Board reviews the Corporation’s strategic plan at least annually and monitors implementation of the strategic plan throughout the year. In addition, the Board reviews and approves the Corporation’s standards and policies to ensure that management carries out their day-to-day operational duties in a competent and ethical manner and consistent with high standards of responsible conduct and ethics.

2. Size. The number of directors that constitutes the Board will be fixed from time to time by the Board in accordance with the Corporation’s certificate of incorporation and bylaws, as may be amended and restated from time to time. The Corporation’s second amended and restated bylaws (the “**Bylaws**”) currently provide that the Corporation shall be managed by a Board composed of no less than five (5) nor more than twelve (12) directors who may but not need to be stockholders of the Corporation.

The Nominating and Corporate Governance Committee of the Board (the “**Governance Committee**”) periodically reviews the size of the Board to ensure that the current number of directors most effectively supports the Corporation, in each case in accordance with the Governance Committee charter.

3. Composition. There will at all times be a majority of independent directors on the Board. No director will be considered “independent” unless the Board affirmatively determines that the director does not have any material relationship with the Corporation (either directly, or indirectly as a partner, stockholder or officer of an organization that has a relationship with the Corporation). The Corporation defines an “independent” director in accordance with the applicable rules of the New York Stock Exchange. In making these determinations, the Board will broadly consider all relevant facts and circumstances,

including information provided by the directors and the Corporation with regard to each director's business and personal activities as they may relate to the Corporation and the Corporation's management. As the concern is independence from management, the Board does not view ownership of even a significant amount of stock, by itself, as a bar to an independence finding.

4. Lead Independent Director. If the Board does not have an independent Chairperson, the Board shall appoint a lead independent director (the "**Lead Independent Director**") who shall be responsible for coordinating the activities of the independent directors. In addition to the duties of all Board members as set forth in these Guidelines, the specific responsibilities of the Lead Independent Director are as follows:

- a) Advise the Chairperson as to an appropriate schedule of Board meetings, seeking to ensure that the independent directors can perform their duties responsibly while not interfering with the flow of the Corporation's operations.
- b) Provide the Chairperson with input as to the preparation of the agendas for Board and committee meetings.
- c) Advise the Chairperson as to the quality, quantity, and timeliness of the flow of information from management that is necessary for the independent directors to effectively and responsibly perform their duties and, although management is responsible for the preparation of materials for the Board, the Lead Independent Director may specifically request the inclusion of certain material.
- d) Recommend to the Chairperson, as necessary, the retention of consultants who report directly to the Board.
- e) Recommend and interview, together with the chair of the Governance Committee, all director candidates.
- f) Assist the Board and officers of the Corporation in assuring compliance with and implementation of these Guidelines and be principally responsible for recommending revisions to the Guidelines.
- g) Coordinate and develop the agenda for and moderate executive sessions of, the Board's independent directors and act as principal liaison between the independent directors and the Chairperson on sensitive issues (provided that each director will be afforded direct and complete access to the CEO and the Chairperson at any time as such director deems appropriate).
- h) Report to the CEO and the Chairperson of the Board regarding feedback from exclusive sessions, with the Lead Independent Director acting as chair of each such session.
- i) Evaluate the CEO's performance together with the Compensation Committee and the full Board.
- j) Meet with the CEO to discuss the Board's evaluation.
- k) Recommend to the Chairperson the membership of the various Board committees, as well as the selection of the committee chairs.
- l) Perform such other responsibilities that may be designated by a majority of the independent directors from time to time.

If a Lead Independent Director is appointed, his or her identity will be disclosed in the Corporation's annual communication to stockholders at the general meeting or published on the investor relations page of the Corporation's website.

5. Executive Sessions. All directors who are not Corporation employees, including independent directors and such directors who are not independent directors by virtue of a material relationship, former status or family relationship, or for any other reason (collectively, "**non-employee directors**"), will meet in exclusive sessions without management directors or management present on a periodic basis, as determined by the non-employee directors, but no less than two times a year. The Lead Independent Director shall convene and act as chair of such exclusive sessions. For the avoidance of doubt, such meetings shall not be considered formal meetings of the Board.

In addition, if the non-employee directors include directors who are not independent directors, the independent directors will also meet on a periodic basis, as determined by the independent directors, but no less than one time a year in exclusive sessions. Such meetings should typically be held following regularly scheduled meetings or at such other times as requested by an independent director. For the avoidance of doubt, such meetings shall not be considered formal meetings of the Board.

6. Director Qualifications. The Governance Committee is responsible for periodically reviewing and assessing with the Board desired qualifications, expertise and characteristics sought of Board members. While the Board has not established specific minimum qualifications for Board members, nor has it established quotas or other similarly prescriptive policies, the Board believes that the assessment of director qualifications may include numerous factors, such as character, professional ethics and integrity, judgment, business acumen, proven achievement and competence in one's field, the ability to exercise sound business judgment, tenure on the Board and skills that are complementary to the Board, an understanding of the Corporation's business, an understanding of the responsibilities that are required of a member of the Board, other time commitments, diversity with respect to professional background, education, race, ethnicity, gender, age and geography, as well as other individual qualities and attributes that contribute to the total mix of viewpoints and experience represented on the Board (the "**Director Criteria**"). The Board should represent the balanced, best interests of the stockholders as a whole rather than special interest groups or constituencies.

The Governance Committee and the Board evaluate each director in the context of the membership of the Board as a group, with the objective of maintaining a Board that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of backgrounds and experiences in various areas. In determining whether to recommend a director for re-election, the Governance Committee also considers the director's past attendance at meetings, participation in and contributions to the activities of the Board and the Corporation and other qualifications and characteristics set forth in the charter of the Governance Committee.

The priorities and emphasis of the Governance Committee and of the Board with regard to these factors change from time to time to take into account changes in the Corporation's business and other trends, as well as the portfolio of skills and experience of current and prospective Board members. The Governance Committee and the Board review and assess the continued relevance of and emphasis on these factors as part of the Board's annual self-assessment process and in connection with candidate searches to determine if they are effective in helping to satisfy the Board's goal of creating and sustaining a Board that can appropriately support and oversee the Corporation's activities.

7. Changes in Employment. Each director must ensure that other existing and anticipated future commitments do not materially interfere with his or her service as a director.

Upon termination of employment or consulting services with the Corporation, any employee director must submit his or her offer of resignation from the Board and all committees thereof in writing to the Board, with a copy to the chairperson of the Governance Committee (or, if the director is the chairperson of the Governance Committee, to the CEO or the Lead Independent Director, if one is appointed).

Upon a change in employment with his or her principal employer, any non-employee director shall promptly inform the Chief Legal Officer or the Lead Independent Director (if one is appointed), who will discuss the issue with the Governance Committee. The Governance Committee shall assess the appropriateness of such non-employee director remaining on the Board and shall recommend to the Board whether to request that such non-employee director tender his or her resignation. If so requested, such non-employee director is expected to promptly tender his or her resignation from the Board and all committees thereof in writing to the Board, with a copy to the chairperson of the Governance Committee (or, if the director is the chairperson of the Governance Committee, to the Chairperson of the Board or the Lead Independent Director (if one is appointed)).

8. Limitation on Other Board Service. Directors should advise the Governance Committee of any invitations to join the board of directors of any other public company or changes to their committee membership prior to accepting the directorship or committee membership. No director employed as an executive officer of another company should serve on more than two public company boards, and no director should serve on more than four additional public company boards without the approval of the Board. The CEO should not serve on more than two additional public company boards. The Board, through the Governance Committee, will review the appropriateness of the continued service of a director who changes the role, position or areas of responsibility that he or she held when he or she was elected to the Board.

Service on other boards or committees should be consistent with the Corporation's conflict of interest policies set forth below in section 13.

9. Policies and Procedures for Director Candidates. Each director will stand for election by the stockholders of the Corporation at the Corporation's annual general meeting of stockholders (the "**General Meeting**") and will hold office until the next General Meeting and until such director's successor is duly elected and qualified, or until such director's earlier death, resignation, retirement, disqualification or removal. Except as otherwise required by applicable law and subject to the rights, if any, of the holders of shares of preferred stock then outstanding, any director or the entire Board may be removed from office at any time, but only for cause (as such term is defined in the Corporation's second amended and restated certificate of incorporation (the "**Certificate of Incorporation**")), and only by the affirmative vote of the holders of at least a majority in voting power of the issued and outstanding capital stock of the Corporation entitled to vote in the election of directors. Each year, at the Corporation's General Meeting, the Board will nominate a slate of directors for election by the stockholders. In accordance with the Bylaws and unless otherwise required by law or the Certificate of Incorporation, vacancies on the Board or any committee thereof resulting from the death, resignation, retirement, disqualification or removal of a director, or from an increase in the number of directors constituting the Board or such committee or otherwise, may be filled only by a majority of the directors then in office, though less than a quorum, or by a sole remaining director. The directors so chosen will, in the case of the Board, hold office until the next annual election and until their successors are duly elected and qualified, or until their earlier death, resignation, retirement, disqualification or removal and, in the case of any committee of the Board, will hold office until their successors are duly appointed by the Board or until their earlier death, resignation, retirement, disqualification or removal. The Governance Committee is responsible for identifying and screening candidates for Board membership and recommending candidates to the entire Board for Board membership. After the Governance Committee makes its recommendations, the Board will have final authority to propose to the General Meeting the selection of those director candidates for nomination to the Board.

In its evaluation of director candidates, including the members of the Board eligible for re-election, the Governance Committee will consider the following: the current size and composition of the Board and the needs of the Board and the respective committees of the Board; the Director Criteria; and other factors that the Governance Committee may consider appropriate. In evaluating the Director Criteria, the Governance Committee does not assign any particular weighting or priority to any of those factors.

If the Governance Committee determines that an additional or replacement director is required, the Governance Committee may take such measures that it considers appropriate in connection with its evaluation of a director candidate, including candidate interviews, inquiry of the person or persons making the recommendation or nomination, engagement of an outside search firm to gather additional information, or reliance on the knowledge of the members of the Governance Committee, the Board or management. The Governance Committee may propose to the Board a candidate recommended or offered for nomination by a stockholder as a nominee for election to the Board.

The Governance Committee considers recommendations and nominations for candidates to the Board from stockholders so long as such recommendations and nominations comply with the Bylaws and the Corporation's Certificate of Incorporation, as may be amended from time to time, all applicable Corporation policies and all applicable laws, rules and regulations. Stockholders may recommend director nominees for consideration by the Governance Committee by writing to the Secretary. The recommendation must include the candidate's name, home and business contact information, detailed biographical data, relevant qualifications, a signed letter from the candidate confirming willingness to serve, information regarding any relationships between the candidate and the Corporation and evidence of the recommending stockholder's ownership of Corporation stock. Such recommendations must also include a statement from the recommending stockholder in support of the candidate. Stockholder recommendations must be received within the time limits set out in the Bylaws. Following verification of the stockholder status of the person submitting the recommendation and verification that all requirements have been met, all properly submitted recommendations will be promptly brought to the attention of the Governance Committee.

Stockholders that instead desire to nominate persons directly for election to the Board at the Corporation's General Meeting must meet the deadlines and other requirements set forth in the Bylaws, as amended from time to time, and the rules and regulations of the Securities and Exchange Commission.

These policies and procedures for director candidates are administered by the Governance Committee.

10. Directors Who Become Aware of Circumstances that May Adversely Reflect Upon the Director or the Corporation. When a director, including any director who is currently an officer or employee of the Corporation, becomes aware of circumstances that may adversely reflect upon the director, any other director, or the Corporation, the director should notify the Governance Committee of such circumstances. The Governance Committee will consider the circumstances and may in certain cases call upon the director to cease the related activity or, in more severe cases, request that the director submit his or her resignation from the Board.

11. Term Limits and Mandatory Retirement. All directors will have a term limit of ten years, although the Governance Committee may recommend, and the Board may approve, nomination of a non-employee director with a longer tenure if it is in the best interests of the Corporation and its stockholders that the director continue to be nominated for re-election to the Board.

Non-employee directors will not be nominated for a term that would begin after the director turns 75, although the Governance Committee may recommend and the Board may approve nomination of a non-

employee director after the age of 75 if, due to special or unique circumstances, it is in the best interests of the Corporation and its stockholders that the director continue to be nominated for re-election to the Board.

12. Compensation. The compensation of directors will be approved by the Board upon the recommendation from the Compensation Committee of the Corporation (the “**Compensation Committee**”). The Board, with the assistance of the Compensation Committee, shall review the competitiveness of the Corporation’s director compensation. This review will take into account such factors as determined to be relevant, including director independence, employee status, and direct and indirect forms of director compensation, including any charitable contributions by the Corporation to organizations in which a non-employee director is involved. This review may be conducted with the assistance of outside compensation advisors and/or the Corporation’s senior management, as appropriate. Following this review, the Compensation Committee may recommend any changes in director compensation to the Board, and any recommended change in director compensation will be subject to approval by the Board. Unless otherwise determined by the Board, with the assistance of the Compensation Committee, any Corporation employee serving on the Board will not receive additional compensation for the employee’s service as a director.

13. Conflicts of Interest. Directors are expected to avoid any action, position or interest that conflicts with the interests of the Corporation or gives the appearance of a conflict.

In accordance with the applicable law and the Corporation’s Bylaws and Certificate of Incorporation, as amended and restated from time to time, a director who has, directly or indirectly, an interest of a pecuniary nature opposed to that of the Corporation on the occasion of a transaction falling within the remit of the Board is obliged to inform the Board of such conflict. The conflicted director may not take part in the discussion and deliberation and may not vote on the matter.

In addition to the provisions of the precedent paragraph, if an actual or potential conflict of interest develops, the director will report all facts regarding the matter to the chairperson of the Governance Committee or if such director is the chairperson of the Governance Committee, then to the other members of the Governance Committee (or, if the conflict of interest constitutes a “related person transaction,” to the chairperson of the Audit and Risk Committee, or if such director is the chairperson of the Audit and Risk Committee, then to the other members of the Audit and Risk Committee). Any material conflict must be resolved, or the director should resign.

The Bylaws further state that no contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because any such director’s or officer’s vote is counted for such purpose if certain conditions are met.

The Governance Committee will periodically review the Corporation’s Code of Business Conduct and Ethics, which is applicable to the Corporation’s directors, officers, employees and contractors, consultants and agents. The Governance Committee may propose amendments to the Code of Business Conduct and Ethics for the Board’s approval. The Audit and Risk Committee will report material related person transactions to the full Board and review and approve the Corporation’s procedures for handling complaints regarding accounting or auditing matters.

14. Interaction with the Press and Other Third Parties. The Board believes, as a general matter, that management speaks for the Corporation. Each director should refer all inquiries from the press or other third parties regarding the Corporation’s operations to management. Occasionally, when needed, the

Chairperson may, in compliance with the Corporation's External Communications Policy, speak for the Corporation. Additionally, individual Board members may, from time to time, at the request of the management, meet or otherwise communicate with various constituencies, including stockholders, that are involved with the Corporation. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairperson of the Board or the Lead Independent Director (if one is appointed) in compliance with the Corporation's External Communications Policy.

In addition, the Board oversees the Corporation's stockholder engagement efforts, with assistance from the Governance Committee. The Corporation's stockholder engagement program, which is in addition to other communication channels available to stockholders and other interested parties to express their views to the non-management directors, reflects the Board's commitment that its corporate governance policies and practices continue to evolve and reflect the insights and perspectives of the Corporation's many stockholders.

15. Access, Resources, Reliance on Information and Others. The Board and its directors shall at all times have direct, independent and confidential access to the Corporation's executive officers, management and personnel to carry out the Board's purposes and fulfill its duties. The Board is authorized to obtain, at the Corporation's expense, data, advice, consultation and documentation as the Board considers appropriate and to retain consultants, independent counsel or other advisers to advise or assist the Board in the performance of any of its responsibilities and duties or for any other matter related to the Board's purposes.

A director is entitled when discharging his or her duties to rely in good faith on reports or other information provided by the Corporation's management, its independent auditors, legal counsel or other advisors as to matters the member reasonably believes to be within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

Nothing in these guidelines is intended to preclude or impair the protection provided under applicable law for good faith reliance by directors on reports, advice or other information provided by others (including reports, advice or other information provided by the Corporation's management, legal counsel, consultants, independent auditors or independent professional advisers retained by the Board).

16. Director Orientation and Continuing Education. The directors and the Corporation are committed to ensuring that all directors receive orientation and continuing education. The Governance Committee oversees the Corporation's director orientation and continuing education programs as further described in the Governance Committee's charter.

17. Annual Self-Evaluation. The Governance Committee will oversee an annual self-evaluation by the Board, each committee of the Board and each director. The Governance Committee will be responsible for establishing the evaluation criteria and implementing the process for this evaluation, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board.

The Governance Committee will utilize the results of the Board evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and for current directors seeking re-election in an effort to further the interests of the Corporation and its stockholders in a manner consistent with the Corporation's mission and core values.

C. BOARD MEETINGS; STOCKHOLDER MEETINGS, INVOLVEMENT OF SENIOR MANAGEMENT

1. Board Meeting Attendance. The Board will meet on a periodic basis, in person or by video or teleconference or by any other means which allow the identification of the relevant director and which permit the participants to communicate with each other, at such times and places as the Board determines. A director attending in such manner shall be deemed present at the meeting for so long as he is connected.

The Chairperson will set the agenda for each Board meeting in consultation with the CEO. Each director is free to suggest items for inclusion on the agenda.

Directors are expected to attend each meeting (and, in no event, fewer than 75% of the meetings), to invest the time and effort necessary to understand the Corporation's business and financial strategies and challenges.

The basic duties of the directors include being prepared for and attending Board meetings and actively participating in Board discussions. Directors are also expected to make themselves available outside of Board meetings for advice and consultation.

A director who is unable to attend a Board or committee meeting should notify the Chairperson of the Board or the Lead Independent Director (if one is appointed) or the committee chairperson, as applicable, and the CEO in advance of the meeting.

Unless otherwise provided in the Certificate of Incorporation or the Bylaws, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting, if all the members of the Board or such committee, as the case may be, consent thereto in writing or by electronic transmission.

The Board may appoint a secretary for the Corporation who may but does not need to be a member of the Board and determine his/her responsibilities, powers and authorities.

2. Annual General Meeting of Stockholders Attendance. Each director is encouraged to attend the Corporation's General Meetings of stockholders.

3. Attendance of Non-Directors. The Board encourages invitations to management and outside advisors or consultants from time to time to participate in Board or committee meetings to (a) make presentations and provide insight into items being discussed by the Board that involve the invitee and (b) bring managers with high potential into contact with the Board. Attendance of any non-directors at Board meetings is at the discretion of the Board. In such case, the Board shall ensure that, unless otherwise agreed, the invited person(s) from time to time keep(s) all matters discussed and deliberated by the Board at the occasion of a Board meeting as well as all information they have knowledge of as a result of their attendance to a Board meeting, fully confidential.

4. Advance Receipt of Meeting Materials. Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for review of the agenda and materials. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

D. COMMITTEE MATTERS

1. Number, Names, Responsibilities and Independence of Committees. In accordance with applicable law and the Bylaws, the Board may decide to create committees for which it shall determine the composition and the attributions; the committees exercise their responsibilities under the responsibility of the Board. The Board shall determine the powers and authorities as well as the procedures and such other rules as may be applicable thereto.

The Board currently has three standing committees: Audit and Risk Committee, Compensation Committee and Governance Committee. Each committee shall include such number of members who are independent directors and shall be chaired by an independent director, as and if required by the rules, policies or regulations of any securities market on which the shares of the Corporation are listed or trading and which are applicable to the Corporation. The Governance Committee shall report to the Board.

From time to time, the Board may establish one or more additional committees for which it shall, appoint the members, determine the purpose, powers and authorities as well as the procedures and such other rules as may be applicable thereto. Each committee will perform its duties as assigned by the Board in compliance with the committee's charter.

The Committees shall act within the specific delegation of authority granted by the Board.

4. Assignment and Rotation of Committee Members. Based on the recommendation of the Governance Committee, the Board appoints committee members and committee chairpersons according to criteria set forth in the applicable committee charter and other criteria that the Board determines to be relevant to the responsibilities of each committee, in accordance with applicable laws, rules and regulations. Committee membership and the position of committee chairpersons will not be rotated on a mandatory or regular basis unless the Board determines that rotation is in the best interest of the Corporation.

5. Frequency of Committee Meetings and Agendas. The committee chairpersons and appropriate members of management, in accordance with the committee's charter and, as appropriate, in consultation with the committee members, will determine the frequency and length of the committee meetings and develop the meeting agendas. Committee chairpersons will summarize committee discussions and actions with the full Board.

6. Committee Charters. Each standing Board committee will have a charter that sets forth the purpose, membership requirements, authority and responsibilities of the committee. Each committee will annually review its charter and recommend to the Board any changes it deems necessary.

E. LEADERSHIP DEVELOPMENT

1. Selection of Chief Executive Officer. The Board is responsible for identifying potential candidates for, and selecting, the CEO. The Board shall consider, among other things, a candidate's experience, understanding of the Corporation's business environment, leadership qualities, knowledge, skills, expertise, integrity, and reputation in the business community.

2. Annual Review of Chief Executive Officer. The Compensation Committee, in close consultation with the Lead Independent Director and with input from the non-employee directors, will conduct a review at least annually of the performance of the CEO. The Compensation Committee will establish the evaluation process and determine the specific criteria on which the performance of the CEO is evaluated in accordance with the charter and principles of the Compensation Committee.

3. Succession Planning. The Governance Committee will work with the CEO to plan for CEO succession, as well as to develop plans for interim succession for the CEO in the event the need for a successor arises unexpectedly. The Governance Committee will also work with the CEO and appropriate members of management to plan for succession of each of the other senior executives, as well as to develop plans for interim succession of such executives in the event the need for a successor arises unexpectedly. In addition to the succession planning, there should periodically be a report on management development by the CEO.

F. DIRECTOR COMMUNICATIONS

In cases where stockholders and other interested parties wish to communicate directly with the Corporation's non-management directors, messages should be in writing and should be sent to the Corporation's Head of Investor Relations by electronic mail or mail to the principal executive office of the Corporation.

The Corporation's Head of Investor Relations, in consultation with the Corporation's Chief Legal Officer or Chief Financial Officer and the appropriate directors as necessary, shall review all incoming communications and screen for communications that (1) are solicitations for products and services, (2) relate to matters of a personal nature not relevant for the Corporation's stockholders to act on or for the Board to consider and (3) matters that are of a type that render them improper or irrelevant to the functioning of the Board or the Corporation, including without limitation, mass mailings, product complaints or inquiries, job inquiries, business solicitations and patently offensive or otherwise inappropriate material. If appropriate, the Corporation's Head of Investor Relations will route such communications to the appropriate director(s) or, if none is specified, to the Chairperson of the Board or the Lead Independent Director (if one is appointed) if the Chairperson of the Board is not independent.

The Corporation's Head of Investor Relations, in consultation with, where appropriate, the Corporation's Chief Legal Officer or Chief Financial Officer, may decide in the exercise of his, her or its judgment whether a response to any communication is necessary and shall provide a report to the Governance Committee on a quarterly basis of any communications received for which the Head of Investor Relations has responded.

These policies and procedures for communications with the non-management directors are administered by the Governance Committee. These policies and procedures do not apply to (a) communications to non-management directors from officers or directors of the Corporation who are stockholders or (b) stockholder proposals submitted pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended.

Any requests for investor relations materials should be made to the Corporation's Investor Relations Department.

G. INTERPRETATION

These Guidelines shall be interpreted and construed in the context of all applicable laws, rules and regulations, the Certificate of Incorporation and Bylaws, as may be amended and restated from time to time, and other corporate governance policies of the Corporation.

H. AVAILABILITY

The Corporation will make these Guidelines available on its website and disclose in its annual proxy statement or, if it does not file an annual proxy statement, in its annual report on form 10-K filed with the SEC, that these Guidelines are available on or through its website.

I. AMENDMENTS

The Corporation reserves the right to amend these Guidelines at any time, for any reason, subject to applicable laws, rules and regulations.