

REPORT OF THE APPOINTMENTS, REMUNERATION AND CORPORATE GOVERNANCE COMMITTEE OF NATURGY ENERGY GROUP, S.A. FOR THE PURPOSES OF ARTICLE 529 DECIES OF THE THE CORPORATE ENTERPRISES ACT ON THE RE-ELECTION OF NON-INDEPENDENT DIRECTORS.

The Appointments, Remuneration and Corporate Governance Committee at its meeting of 7 February 2023 was informed that the Board of Directors intends to consider and, if appropriate, propose to the General Shareholders' Meeting the re-election or appointment as Directors of:

- Re-election of Mr. Francisco Reynés Massanet (executive director)
- Appointment of Mr. José Antonio Torre de Silva López de Letona to replace the legal person director THEATRE DIRECTORSHIP SERVICES BETA, S.à.r.l. (Proprietary Director).

The Appointments and Remuneration Committee issues the corresponding report on these proposals.

a) Mr Francisco Reynés Massanet has been an executive Director of NATURGY ENERGY GROUP, S.A. since 27 June 2018.

The Committee has taken into account his performance over the last four years, his commercial and professional honourability, the appropriate knowledge and experience to perform the duties of Director and his willingness to exercise good governance of the Company, highlighting the Director's professional capacity and track record.

The Committee has taken into account the very positive outcome of the evaluation of the functioning of the Board and highly appreciates the professionalism demonstrated in the exercise of his mandate as Executive Director.

His curriculum vitae is as follows:

Industrial Engineer, specialising in mechanics, from the Polytechnic University of Barcelona, and MBA from the IESE, he has also completed senior management programmes in the USA and Germany.

Current Executive Chairman of Naturgy since February 2018.

Previously held the positions of Executive Vice-Chairman and CEO of Abertis Infraestructuras since 2009, and Chairman of the Board of Directors of Cellnex Telecom since 2015, where he led its IPO.

Prior to his time at Abertis, he was General Manager of Criteria CaixaCorp, the industrial holding company of "la Caixa". From this position he led Criteria's IPO in October 2007.

He began his professional career in the automotive sector where he spent 10 years, working first for the Volkswagen Group (in Spain and Germany) and then for Johnson Controls (in Germany, UK, US and Spain). He was also, for 7 years, the Managing Director of Uniland, one of Spain's largest family-owned cement companies.

In addition to these executive positions, he has experience as a member of different Boards of Directors of companies in different countries such as Sanef, Eutelsat and Boursorama in France; Hispasat, Agbar, JCI and Adeslas in Spain; Arteris in Brazil, VíasChile in Chile; Enfida in Tunisia; Southern Cement in UK; Cementos Avellaneda in Argentina.

His competence, experience and merits for the position of Director are evidenced by his curriculum vitae.

b) Mr. José Antonio Torre de Silva López de Letona, has attended the Board of Directors of Naturgy as a natural person representative of the legal person director THEATRE DIRECTORSHIP SERVICES BETA, S.à.r.l. since 18 May 2018 and has also participated in the Audit and Control Committee.

Article 529 bis of the Corporate Enterprises Act ("LSC"), as amended by Act 5/2021 of 12 April, establishes the obligation that directors of listed companies must necessarily be natural persons.

In accordance with Transitional Provision 1 of the aforementioned Law 5/2021, this obligation is applicable to appointments, including renewals, from the month following the publication of the Law in the Official State Gazette, which took place on 13 May 2021,

It is therefore necessary to appoint a natural person Director to replace the legal person Director THEATRE DIRECTORSHIP SERVICES BETA, S.à.r.l.

The shareholder RIOJA ACQUISITION S.A.R.L. sent a communication dated 2 January 2023 communicating the proposal of Mr. José Antonio Torre de Silva López de Letona to replace the legal entity director THEATRE DIRECTORSHIP SERVICES BETA, S.à.r.l as a member of the Board of Directors and of the Audit and Control Committee.

In issuing its favourable report, the Committee has taken into account the principle of proportional representation of the shareholders requesting the presence on the Board of Directors and the commercial and professional honourability, knowledge and experience suitable to perform the duties of Director and the willingness to exercise good governance of the Company, highlighting the candidate's capacity and professional career.

The Committee appreciates the professionalism demonstrated in the exercise of his mandate as a natural person representative of the legal person Director.

His curriculum vitae is as follows:

Degree in Industrial Engineering from the Escuela Técnica Superior of the Universidad Pontificia de Comillas (ICAI) and MBA from the University of Navarra (IESE).

Partner at CVC Capital Partners in Madrid, where he has been working since 2020. Prior to joining CVC, he worked for 3 years at BNP Paribas, where he was part of the Acquisition Finance team in the Madrid office.

He sits as a representative of Theatre Directorship Beta, S.à.r.l. on, among others, the Board of Directors of Exolum and Tendam.

His competence, experience and merits for the position of Director are evidenced by his curriculum vitae.

Madrid, 7 February 2023.

**The Appointment, Remuneration and Corporate Governance Committee
of NATURGY ENERGY GROUP, S.A.**