

## **REPORT OF THE BOARD OF DIRECTORS OF NATURGY ENERGY GROUP, S.A. FOR THE PURPOSES OF ARTICLE 529 DECIES OF THE CORPORATE ENTERPRISES ACT ON THE RE-ELECTION OF INDEPENDENT DIRECTOR**

### **Background and proposal of the Appointment, Remuneration and Corporate Governance Committee.**

On 27 June 2022, the four-year term of office of the independent directors, Mr Claudi Santiago Ponsa and Mr Pedro Sainz de Baranda Riva, came to an end, and they therefore continue to exercise their functions under an extended term of office until the next General Meeting of Shareholders is held.

Article 529 decies of the Corporate Enterprises Act assigns the following functions to the Appointments and Remuneration Committee, among others, the function of submitting to the Board of Directors the proposals for re-election or appointment of independent directors for submission to the General Meeting of Shareholders.

The Appointments, Remuneration and Corporate Governance Committee, at its meeting held on 7 February 2023, adopted the resolution to propose the re-election of Mr Claudi Santiago Ponsa and Mr Pedro Sainz de Baranda Riva for the statutory period of 4 years as Independent Directors.

### **Report of the Board of Directors on the proposal of the Nomination, Remuneration and Corporate Governance Committee for the re-election of an independent director.**

The Board of Directors issues its report in relation to this proposal, endorsing the justification made by the Appointments, Remuneration and Corporate Governance Committee, which is attached as an Annex to this report..

- Mr Claudi Santiago Ponsa has been a Director of NATURGY ENERGY GROUP, S.A. since 27 June 2018. He is also currently Chairman of the Audit Committee and member of the Appointments,



Remuneration and Corporate Governance Committee. His curriculum vitae is set out in the report of the Nomination and Remuneration Committee.

- Mr Pedro Sainz de Baranda Riva has been a Director of NATURGY ENERGY GROUP, S.A. since 27 June 2018. He is also currently Chairman of the Appointments, Remuneration and Corporate Governance Committee and a member of the Audit Committee. His curriculum vitae is set out in the report of the Appointments and Remuneration Committee.

The Board has assessed these curricula vitae and considers that both candidates meet the conditions of commercial and professional honourability, the appropriate knowledge and experience to perform the duties of Director and the willingness to exercise good governance of the Company, highlighting the capacity and professional trajectory of both. In particular, the Board values positively their performance during the last 4 years as Directors in the Company itself and to guarantee the diversity of profiles on the Board.

Finally, the Board, in agreement with the Nomination, Remuneration and Corporate Governance Committee, has verified that both Mr. Santiago and Mr. Sainz de Baranda meet the conditions to be considered, in accordance with the legislation in force, as independent Directors, having been appointed member of the Board for the first time, in both cases on 27 June 2022. It also notes that none of the proposed candidates is found to be affected by any of the cases of incompatibility or prohibition provided for by law, the Articles of Association or regulations, nor in a situation of permanent conflict of interest with the Company.

**Madrid, 14 February 2023.**  
**The Board of Directors of NATURGY ENERGY GROUP, S.A.**