

NATURGY ENERGY GROUP S.A. BOARD MEMBER SELECTION POLICY.¹

I. APPLICATION SCOPE

This Policy shall apply to all selection processes for candidates to become Directors of NATURGY ENERGY GROUP, S.A.

In the case of candidates who are legal entities, the Policy shall also apply to their representatives who are natural persons.

II. SELECTION PROCESS

Without prejudice to the right to proportional representation recognised in current legislation, the process of selecting candidates for Board membership will be based on a prior assessment, carried out by the Appointment, Remuneration and Corporate Governance Committee, of the Company's needs and of the skills, knowledge and experience required by the Board. This matrix will be used as a basis for identifying the skills and knowledge that it is advisable for candidates to bring together as Board members and will be used for this purpose in the selection processes for Board members.

Any Director of the Company may propose the candidates he considers appropriate, provided that they meet the conditions set out in this Policy. Nevertheless, the Appointments, Remuneration and Corporate Governance Committee will be responsible for formally submitting proposals for the appointment and re-election of external independent directors to the Board of Directors and for informing the Board of Directors about proposals for the appointment and re-election of external proprietary and executive directors.

¹ Approved by the Board of Directors at its meeting of 1 February 2022



The Company may rely on external advice, both for the prior analysis of existing needs and the preparation of the competence matrix, as well as for the validation or proposal of candidates for Board membership.

In any case, the selection process should follow the guidelines set out below:

1) In addition to complying with the conditions set out in the following section, candidates for Board membership should be people whose appointment promotes professional, knowledge and gender diversity within the Board of Directors.

2) The Appointments, Remuneration and Corporate Governance Committee shall ensure that the selection procedures do not suffer from implicit biases that could imply any discrimination, and no candidate may be excluded on the grounds of their ideology, religion or beliefs, membership of an ethnic group, race or nation, gender, sexual orientation, family situation, illness or disability, and will deliberately seek and include among the potential candidates women who meet the professional profile sought, endeavouring to ensure that, as vacancies arise on the Board or as the terms of office of the Directors come to an end, the number of female Directors represents at least 30% of the total number of members of the Board of Directors.

3) Before proposing the appointment of an independent director, the Appointments, Remuneration and Corporate Governance Committee will confirm that the candidate adequately fulfils the requirements established for this purpose in the law, in the By-Laws and in the Board of Directors' Code of Conduct.

III. REQUIREMENTS TO BE MET BY CANDIDATES

Candidates for the post of Director of the Company should be honourable, suitable people, with recognised prestige and possessing the professional knowledge and experience required to carry out their duties.



In particular, they should be professionals of integrity whose conduct and professional career is in line with the principles set out in the NATURGY Group's Code of Ethics and Conduct and with the Company's vision and values.

In the case of legal entities, the reputational aspects of both the legal entity and those with which it is linked shall be evaluated in particular.

With regard to the regime of incompatibilities, they may not be considered as candidates for directorship:

- 1) Those persons involved in any of the cases of incompatibility or legal, statutory or regulatory prohibition.
- 2) Those persons who are in a situation of permanent conflict of interest with the Company, including the Company's competitors, its administrators or employees and the persons related or proposed by them.

In any case, candidates must be asked to provide sufficient information on their activities and potential conflicts of interest

IV. GENDER DIVERSITY OBJECTIVES

The company will implement measures to encourage the appointment of a significant number of senior managers.

V. COMPLIANCE SUPERVISION.

The Appointments, Remuneration and Corporate Governance Committee shall verify compliance with this policy on an annual basis and report on it in the annual corporate governance report.