

## **ORDINARY GENERAL SHAREHOLDERS MEETING**

The Board of Directors of NATURGY ENERGY GROUP has agreed, at its meeting held on 29 January 2019, to call the Ordinary General Shareholders Meeting of the Company, in accordance with the terms set out hereinbelow:

### **Date, time and place of the meeting:**

Date: Tuesday 5 March 2019 – Time: 12:00 noon.- Place: Madrid, Centro de Convenciones Norte de IFEMA, Avda. Partenón nº 5, by way of first call.

In the event that the Ordinary General Shareholders Meeting was not able to be held by way of first call, by reason that the required quorum was not present, as provided for by Law and under the Company's Articles of Association, the General Shareholders Meeting shall be held by way of second call, on the following day, Wednesday 6 March, at the same place and at the same time, and the cards issued for the first call shall remain valid for the second call.

## **AGENDA TO THE MEETING**

### **I. ANNUAL ACCOUNTS, OWN SHARES AND SHARE MANAGEMENT**

**FIRST.**- Review and approval, as the case may be, of the Annual Accounts and of the Management Report of NATURGY ENERGY GROUP, S.A. for financial year ending 31 December 2018.

**SECOND.**- Review and approval, as the case may be, of the Consolidated Annual Accounts and the Management Report of the Consolidated Group of NATURGY ENERGY GROUP, S.A. for financial year ending 31 December 2018.



**THIRD.-** Approval of the report on the status of consolidated non-financial information of NATURGY ENERGY GROUP, S.A.

**FOURTH.-** Transfer to the “Voluntary Reserves” account the sum of €81,486,060.58 from the “Goodwill Reserve Account”.

**FIFTH.-** Authorization to the Board of Directors for the buy-back of own shares, directly or through companies of the NATURGY group, subject to the conditions agreed by the General Meeting of Shareholders and within the limits of the Law, and to revoke the authorisation provided by the General Meeting of Shareholders on 14 May 2015.

**SIXTH.-** Review and approval, as the case may be, of the management activities of the Board of Directors during financial year 2018.

## **II. APPOINTMENT OF DIRECTORS**

**SEVENTH.-** Ratification and appointment as Director of Mr. Scott Stanley.

## **III. REMUNERATION TO SHAREHOLDERS, DIRECTORS AND EMPLOYEES**

**EIGHTH.-** Review and approval, as the case may be, of the proposal for the application of the results of financial year 2018.

**NINETH.-** Approval of a reduction in share capital through redemption of a maximum of 18,998,622 own shares by implementing a Share Buy-Back Programme.

**TENTH.-** Approval of the Remuneration policy for Board Members of NATURGY ENERGY GROUP, S.A. for financial years 2019-2021.



**ELEVENTH.-** Approval of the Long-Term Incentive Plan for the Executive Chairman and other Directors.

**TWELVETH.-** Share Delivery Plan for employees of the NATURGY group.

**THIRTEENTH.-** Consultative vote in relation to the Annual Report regarding the remunerations of the Members of the Board of Directors.

#### **IV. OTHER BUSINESS**

**FOURTEENTH.-** Modification to the Regulations on the organising and functioning of the Board of Directors of NATURGY ENERGY GROUP, S.A. and its Committees.

**FIFTEENTH.-** Delegation of powers for the completion, carrying out, execution, interpretation, correction and formalisation of the resolutions adopted by the General Shareholders Meeting.

#### **Information Disclosure**

In compliance with the provisions of Article 272 of the Spanish Corporate Enterprises Act and Article 6 of the Regulations of the General Shareholders Meeting and all other pertinent and generally applicable regulations, as from the date of this meeting notification, the Shareholders shall be entitled to examine at the Registered Office (Investor Relations Unit, Avenida de San Luis nº 77, 28033 Madrid), to obtain via the web site <https://www.naturgy.com/inicio> and, in the cases in which it is legally established, to obtain or request the provision, free of charge, of printed copies of the following documents:



1. Proposals for resolutions in relation to each of the items on the Agenda of the General Shareholders Meeting.
2. Annual Accounts and Management Report of NATURGY ENERGY GROUP, S.A. for financial year 2018.
3. Consolidated Annual Accounts and Management Report of NATURGY ENERGY GROUP, S.A. for financial year 2018.
4. Reports issued by the audit firm in respect of the Annual Accounts of the Company and of its Consolidated Group for financial year 2018.
5. Identity, curriculum and Board Member category of the persons that are proposed to be ratified and appointed as Board Members by the General Shareholders Meeting.
6. Reports of the Appointments and Remuneration Committee and of the Board of Directors in relation to the proposal for the ratification and appointment of the Board Members by the General Shareholders Meeting.
7. Report on the resolution proposal for reducing share capital through redemption of a maximum of 18,998,622 own shares by implementing a Share Buy-Back Programme.
8. Proposal of the Board on the approval of the Remuneration Policy of the Directors of NATURGY ENERGY GROUP, S.A. for financial years 2019, 2020 and 2021 and Report on the Remuneration and Appointments Committee on said Policy.
9. Annual Report regarding the Remunerations of the members of the Board of Directors.
10. Annual Corporate Governance Report of the Company for financial year 2018.



11. Report on the modification to the Regulations on the organising and functioning of the Board of Directors of NATURGY ENERGY GROUP, S.A. and its Committees.

Shareholders may request from the Board of Directors, in writing up to the fifth day prior to the date set for the General Shareholders Meeting, or verbally during the meeting, the information or clarifications or questions that they deem necessary in relation to the items included in the Agenda of the General Shareholders Meeting, the public information that the Company has provided to the Spanish Securities and Exchange Commission as from the date of the previous General Shareholders Meeting (27/06/2018) and also in relation to the Audit Report.

In the requests for information, the applicant must state his or her identity, by means of a photocopy of his or her National Identification Document or Passport, and if a legal person, then the document that substantiates the legal representation thereof must be provided. Furthermore, the applicant must substantiate their status as a Shareholder of the Company.

### **Complementary notice to the meeting notification and new proposals for agreement.**

In accordance with the provisions of Article 519.1 of the Spanish Corporate Enterprises Act, the shareholders that represent, at least, three (3) per cent of the share capital may request that a complementary notice be published to this meeting notification for the inclusion of one or more items in the Agenda. Said right must be exercised by means of formal notification that must be received at the registered office at least five (5) days following the publication of this meeting notification.

Furthermore, and in accordance with the provisions of Article 519.3 of the Spanish Corporate Enterprises Act, the shareholders that represent at least three (3) per cent of the share capital may, within the period of time set out in the foregoing paragraph, present reasoned proposals for resolutions in relation to matters that are already included in the Agenda to the General



Shareholders Meeting. The Company shall ensure that said proposals for resolution together with all documentation attached thereto, be distributed to the rest of the shareholders, as and when said resolution proposals are received.

### **Right to Attend**

Those Shareholders who hold any number of shares can attend the General Shareholders Meeting, as long as they have the same recorded in the corresponding accounting register at least five (5) days prior (28/02/2019) to the date set for the holding of the General Shareholders Meeting by way of first call, substantiate that they are registered in the files of the partner companies of the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR) and must have an attendance card issued by the Company.

The registration for the attendance cards shall begin one hour prior to the commencement time of the General Shareholders Meeting.

### **Voting by Proxy and Distance**

Shareholders can be represented at the General Shareholders Meeting by another person, even though the same is not a Shareholder, giving notice of this proxy representation up to 24 hours prior to the commencement time of the General Shareholders Meeting by way of first or second call. The appointment of the representative, the notification of the appointment to the Company and, as the case may be, the revocation of the appointment of the representative, must be provided in writing. The proxy representation must be conferred specifically for each General Shareholders Meeting, except in relation to the provisions of Article 187 of the Spanish Corporate Enterprises Act.

Likewise, the Shareholders can cast their vote at a distance by sending the proxy representation or distance voting card up to 24 hours before the day



previous to the start of the General Shareholders Meeting by way of first or second call.

The Shareholder may obtain the proxy representation card by requesting the same from the partner company of IBERCLEAR at which their shares thereof are deposited, or from the Company or alternatively download the card from the web page <https://www.naturgy.com/inicio> (Ordinary General Shareholders Meeting 2019). The Shareholder must forward the duly completed proxy representation or distance voting card to the Company by way of postal mail (Investor Relations Unit, Avda. de San Luis nº 77, 28033 Madrid, Spain) or by e-mail in PDF format to: [accionista@naturgy.com](mailto:accionista@naturgy.com).

Natural person shareholders that are limited in the exercise of their civil rights as well as legal person shareholders may be represented by the persons that exercise their legal representation, which must be duly substantiated. Any powers of representation conferred upon a person that is not legally entitled to exercise said representation, pursuant to applicable regulations, shall not be valid or enforceable. The representation shall always be revocable. The personal attendance at the General Shareholders Meeting of the represented person shall automatically revoke the proxy representation.

The representation must be completed and signed by the shareholder and, moreover, must be accepted by the representative. The representative in favour of which the proxy representation has been conferred must exercise said representation by personally attending the General Shareholders Meeting, and must present the attendance card and the proxy representation at the shareholder registration tables, at the place and on the date set for the holding of the General Shareholders Meeting and within the period established for the commencement of the meeting.

In the event of any proxy representation in favour of the Board of Directors, it shall be understood that the representation has been conferred in favour of the Chairman. The document that formalises the proxy representation must include or have attached thereto a copy of the Agenda, as well as the request for instructions for the exercise of the voting rights and the spirit of the voting instructions for the representative in the case that precise instructions have not been provided. In the case that no express statement



is included, it shall be understood that the vote is to be cast in favour of the resolution proposals presented by the Board of Directors.

The validity of the proxy representation conferred shall be subject to the verification by the Company of the shareholder status of the represented shareholder.

In the case that a shareholder provides several proxy representations, the last proxy representation that has been formalised, within the period provided for under the Articles of Association, shall prevail.

For the purposes of substantiating the identity of the shareholders or the period that validly represents them, at the entrance to the building where the General Shareholders Meeting is to be held the attendees may be requested to present proof of their identity by means of the presentation of their National Identification Document or any other official document generally accepted for said purposes.

### **Involvement by a Notary Public**

The Board of Directors shall require the involvement of a Notary Public in order to formalise the Minutes of the meeting.

### **Data Protection**

The personal data that the Shareholders give to NATURGY ENERGY GROUP, S.A. for the exercise of attendance, representation and voting rights at the General Shareholders Meeting, or that are provided by the banking institutions and companies and securities agencies at which said shareholders have deposited their shares, shall be used by NATURGY ENERGY GROUP, S.A., with their registered office address at Avda. De San Luis nº 77, 28033 Madrid, bearing Spanish tax identification number (CIF) A-08015497, in accordance with the Personal Data Protection regulation, to manage the development, fulfilment and control of the shareholding relationship and the fulfilment of their legal obligations





(including the development, management and control of their applicable and forum rights and the provision of information related to their Shareholder status), as well as to manage the notification and holding of the General Shareholders Meeting, whose proceedings may be subject to audio-visual recording and public dissemination on the NATURGY ENERGY GROUP, S.A. website ([www.naturgy.com](http://www.naturgy.com)), as well as on social networks and other Internet platforms. By attending the General Shareholders Meeting, the attendees give their consent to recording still and moving images and/or voice, as well as its reproduction and/or publication and dissemination subject to the foregoing terms herein, granting NATURGY ENERGY GROUP, S.A. neither limited in time nor geographical location, the image property rights they may be entitled to in this respect and waiver receiving remuneration thereof.

Personal data shall be given to the Notary Public in connection with the recording of the Notary certificate of the General Shareholders Meeting and may be given to third parties for the exercise of the right to information provided for by Law and accessible to the Public in the measure in which it is manifested in the development of the General Shareholders Meeting that may be subject (total or in part) to audio-visual recording and public dissemination. The processing of personal data is necessary for the aforementioned purposes and serves as a basis for its shareholder relationship and the fulfilment of its legal obligations. The data will be held during the development of this relationship and, afterwards, for the statute of limitations period of any legal or contractual actions applicable.

Access, rectification, challenge, deletion, portability, processing limitation rights, not being subject to decisions based solely on automated data processing, where applicable, and any other rights that are applicable in accordance with the regulation governing personal data protection may be exercised by the owner of the personal data or by their legal or voluntary representative, as the case may be, to NATURGY ENERGY GROUP, S.A. in writing to Plaza de Gas nº1, 08003 Barcelona or by sending an e-mail to the Data Protection Officer at [dpd-dpo@naturgy.com](mailto:dpd-dpo@naturgy.com) indicating in both cases the reference "Data Protection-General Shareholders Meeting 2019" along with a copy of their Spanish National Identity Number (D.N.I.) or Spanish Foreigner's Identification Number (N.I.E.), passport or equivalent document. Likewise, the same may brought before the Spanish Agency for



Data Protection. For more information please refer to the Legal Note at [www.naturgy.com](http://www.naturgy.com).

The Shareholder shall be solely responsible for any forms completed with false or incorrect data, and that are incomplete or not updated.

In the case the proxy representation card of the Shareholder or any other to be used in the General Shareholders Meeting includes personal data about other natural persons, the Shareholder must notify them of the matters contained in the foregoing paragraphs herein and comply with any other requirement that may be in force for the correct provision of the data to NATURGY ENERGY GROUP, S.A. without the foregoing having to take any additional actions with respect to information or legitimation of the same.

### **General Information**

In compliance with the provisions of Article 539 of the Spanish Corporate Enterprises Act, as from the publication of this meeting notification, an Electronic Shareholders Forum shall be established on the web page of the Company. The rules regarding the functioning thereof and the form that must be completed in order to participate therein are available at the Company's web site.

The Electronic Shareholders Forum may be accessed both by individual shareholders as well as by the voluntary associations that they may establish. In the Electronic Shareholders Forum the following may be published: (i) the proposals that are to be presented by way of complementary notice to the Agenda set out in the meeting notification, (ii) the requests for ratification of said proposals, (iii) the initiatives for grouping together the necessary percentage for the exercise of a minority right as provided for under the Spanish Corporate Enterprises Act and (iv) the offers or requests for voluntary representation.

For the aspects regarding the General Shareholders Meeting that are not provided for in this meeting notification, the Shareholders may review the Regulations of the General Shareholders Meeting, as well as the instructions for participation thereat, that are available at the Company's web page (<https://www.naturgy.com/inicio>).



The General Shareholders Meeting will be retransmitted using audio-visual media. Attendance at the General Shareholders Meeting implies the consent of Shareholders to the recording and the dissemination of the image of the attendees thereat.

Shareholders are hereby informed that it is expected that the General Shareholders Meeting shall be carried out by way of first call.

**Madrid, 29 January 2019.**

**The Chairman of the Board of Directors.**

**Mr. Francisco Reynés Massanet.**