

GENERAL SHAREHOLDERS MEETING 15 MARCH 2022

REPORT DRAWN UP BY THE BOARD OF DIRECTORS OF NATURGY ENERGY GROUP, S.A. ON THE MODIFICATION OF THE REGULATIONS OF THE GENERAL SHAREHOLDERS' MEETING.

This report is formulated to justify the proposal of the Board of Directors to the General Meeting of Shareholders to amend the Regulations of the General Meeting of Shareholders.

JUSTIFICATION

1.- Amendment of articles 7 ("Holding of the General Shareholders' Meeting"), 9 ("Constitution"), 10 ("Interventions by Shareholders"), 11 ("Voting on agreement proposals"), 13 ("Telematic attendance at the General Meeting").

The Board of Directors has submitted to the General Meeting for approval the amendment of article 6 of the Articles of Association, in order to adapt them to the amendments of the Spanish Corporate Enterprises Act, following the approval of Act 5/2021 of 12 April, specifically with regard to the new article 182 bis, to enable the General Meetings held by the Company to be held exclusively by telematic means.

For the same purpose, it is proposed to amend the Regulations of the General Meeting to incorporate certain procedural aspects related to the exclusively telematic holding of the General Meeting.

The proposed amendment involves the modification of articles 7 ("Holding of the General Shareholders' Meeting"), 9 ("Constitution"), 10 ("Intervention of the Shareholders"), 11 ("Voting on agreement proposals"), 13 ("Telematic attendance at the General Meeting"). The addition of a new article to the Regulations, article 13, which regulates the specific requirements for the exclusively telematic holding of the General Meeting, without prejudice to the need for the Board of Directors to establish in the notice of meeting the detailed procedure for the exercise of shareholders' rights in this way.

The modification of the text of articles 7 ("Holding of the General Shareholders' Meeting"), 9 ("Constitution"), 10 ("Intervention of the Shareholders"), 11 ("Voting on agreement proposals"), 13 ("Telematic attendance to the General Meeting") whose approval is submitted for the consideration of the General Meeting is as follows:

"Articles 7.- HOLDING OF THE GENERAL SHAREHOLDERS' MEETING

The General Meeting shall be held in the venue and, where appropriate, at the place indicated in the notice of call.

The General Shareholders Meeting may be held in one of the following ways: a) In person only. b) In person with the possibility of attending telematically, c) Exclusively telematically, d) In the case of the General Meeting of Shareholders, if it is necessary to hold the meeting in separate rooms, the means of communication shall be made available.

In the case of an in-person General Meeting, if it is necessary to hold the meeting in separate rooms, the necessary audiovisual means shall be provided to ensure the unity of the event”.

“Article 9.- CONSTITUTION

At the venue and on the date planned for the holding of the General Shareholders’ Meeting and from one hour before the time announced for the commencement of the meeting (except where stated otherwise in the calling announcement), the shareholders or those validly representing them may be accredited, either in person before the staff in charge of the register of shareholders by means of their respective attendance cards or proxies and, where appropriate, the documents accrediting representation, or telematically through the electronic platform set up for this purpose, which shall in all cases guarantee the identity and legitimization of the shareholders and/or their proxies. Attendance cards and proxies will not be accepted from those who, whether in person or by electronic means, present themselves after the time established for the start of the General Meeting. In such cases, the shareholder or proxy shall be allowed to attend the meeting but shall not be included in the Attendance List..

The General Shareholders’ Meeting will be validly constituted in the first calling when it is attended, present or represented, by shareholders owning the minimum percentage of subscribed capital with voting rights applicable in each case, in accordance with the Law or the Articles of Association.

The registration of attending shareholders, present or represented, will be carried out using manual systems, optical scanning or other technical means considered appropriate. Once the process of registering the attendance cards and proxies has been completed, and the existence of a sufficient quorum is confirmed, the Panel of the General Shareholders’ Meeting will be constituted and the list of attendees will be drawn up and signed by the Secretary of the Board of Directors with the approval of the Chairperson. If there is not a sufficient quorum, the Chairman will inform the attendees and will ask them to attend the second calling.

Once the Panel has been constituted and the list of attendees has been drawn up, the General Shareholders’ Meeting will commence, and the session will be opened by the Chairperson. Then, the Secretary will read out the data from the list of attendees, giving details of the number of shareholders with voting rights attending the meeting, present

and represented, the number of shares that correspond to each one and the percentage of the share capital they represent, stating compliance with the necessary legal requirements so that the Chairman may declare the General Shareholders' Meeting validly constituted.

Once the Shareholders' Meeting has been declared constituted by the Chairperson, the shareholders in attendance may express to the Notary, for due recording of same in the minutes of the Shareholders' Meeting, by the means provided for that purpose, any reservations or protests they may have concerning the valid constitution of the Shareholders' Meeting or concerning the data on the list of attendees previously read out by the Secretary".

“Article 10 INTERVENTIONS OF THE SHAREHOLDERS.

“Once the General Meeting has been constituted, the Chairman shall invite shareholders who wish to speak at the Meeting to do so, in accordance with the instructions described in the call for proposals. If they request that their intervention be recorded verbatim in the minutes of the General Meeting, at the time of delivery it must be expressly stated.

Having exhibited the reports the Chairdeems appropriate and, in all cases, prior to voting on the matters included on the agenda, the sequence of shareholder interventions will commence in the order they are called by the Secretary.

In the exercise of his/her powers of organization in the execution of the Shareholders' Meeting, and without prejudice to other actions, the Chairman:

- (i) may ask the speakers to clarify any issues that have not been understood or explained sufficiently during the intervention;
- (ii) may call the intervening shareholders to order so that they limit their interventions to matters relating to the Shareholders' Meeting and to abstain from making improper statements or exercising their right in an abusive and obstructive manner;
- (iii) may tell the speakers who are close to reaching the time limit of their intervention so that they may adapt their discourse and, if they persist with the conduct described in the above caption, withdraw their right to speak; and
- (iv) respond or decide who should respond to the interventions, or, in the case of telematic interventions, in the form of a face-to-face meeting with the possibility of attending telematically, shall decide whether the reply shall be made at the meeting or in writing within seven days of the end of the meeting".

“Article 11.- VOTING ON AGREEMENT PROPOSALS.

Once the interventions of the shareholders have ended and the responses have been provided by the Chairman or the person appointed by same, the agreement proposals on the matters stated on the agenda, or those which owing to legal mandate do not have to appear on same, including those put forward by the shareholders during the course of the meeting, will be put to the vote.

It will not be necessary for the Secretary to read out the resolutions in detail, doing so in summary will suffice, providing that at all times the reading covers all the aspects put to the vote and that the full text is made available to the shareholders.

Unless stated otherwise by the Chairman, the process of adopting the resolutions shall be executed following the agenda stated in the calling of the meeting. First of all, the agreement proposals formulated in the Board of Directors will be put to the vote and then, if applicable, those formulated by proposers adopting an order of time priority. In all cases, once the agreement proposal has been approved, all other proposals relating to the same matter that are incompatible with it will be automatically discarded, without any requirement to put them to the vote. If proposals have been made relating to matters which the Shareholders' Meeting can rule on without them being stated on the agenda, the Chairperson will decide the order in which they will be put to the vote.

The voting of agreement proposals referred to in the preceding section shall be carried out according to the following procedure:

(i) A system of negative deduction will be used for the voting of agreement proposals relating to matters stated on the agenda or, without being stated on the same, are assumed by the Board of Directors. To this effect, votes in favour will be considered to be all those corresponding to all the shares present and represented, minus: (1) votes corresponding to shares whose holders or proxy holders have informed the Secretary or his staff of their withdrawal from the meeting or, in the case of telematic participation, have left the meeting without exercising their right to vote, prior to the vote in question; 2) votes against and 3) abstentions.

(ii) A system of positive deduction will be used for the voting of agreement proposals relating to matters not stated on the agenda or proposals not assumed by the Board of Directors. To this effect, votes against will be considered to be all those corresponding to all the shares present and represented, minus: 1) the votes corresponding to shares whose owners or representatives have notified the Secretary, or the personnel appointed by same for said purpose, that they are leaving the meeting, or, in the case of telematic participation, have left the meeting without exercising their right to vote before the vote in question; 2) votes for and 3) abstentions.

(iii) The notifications or declarations to the Secretary, or the personnel appointed by same for said purpose, or through the telematic platform, contained in the two preceding sections may be made individually with regard to each of the agreement proposals or jointly for several or all of them, declaring to the Secretary the identity and status, shareholder or representative, of the person making them, the number of shares they refer to and the direction or the vote or, wherever applicable, abstention.

(iv) The notification of abandonment of the meeting by a shareholder to the Secretary, or the personnel appointed by the same for said purpose, or through the telematic platform, must be made by the shareholder or his/her representative indicating the number of their own or represented shares and the point on the agenda prior to the vote when they will leave.

For the adoption of resolutions relating to matters not stated on the agenda, the shares of shareholders who have participated in the Shareholders' Meeting via remote voting means prior to the holding of the Shareholders' Meeting will not be considered present or represented shares. Furthermore, for the adoption of any of the resolutions referred to in article 526 of the Capital Companies Act or others in which the Law rules on any voting prohibition, shares for which voting rights cannot be exercised through application of the provisions established in the corresponding precept shall not be considered present or represented.

In the calling of the Shareholders' Meeting, the Board of Directors may establish early voting or remote voting systems during the holding of the Shareholders' Meeting wherever it is possible to verify, with the necessary guarantees and reliability, the identity and status, shareholder or representative, of the voters, the number of shares they are voting with and the direction of the vote.

Notwithstanding the provisions established in the above points, if the Chairman considers it more appropriate, he/she may establish any other voting system that makes it possible to verify the securing of the required votes in favour required for the approval of a specific proposal and the recording of the result of the voting in the minutes, such as written vote using ballot papers supplied in the Shareholders' Meeting itself to which effect the tables and systems available for recording the attendance may be used, or the electronic media available depending on the state of the technology that make voting with the characteristics of a General Shareholders' Meeting possible.

Individualised voting will not be necessary when, by acclamation or raised hands, the direction of the vote is known and this facilitates the smooth running of the Shareholders' Meeting. This shall not impede the recording of a vote against by the shareholders if they so request, for the purposes of a challenge or for any other reason"

“Article 13.- TELEMATIC ATTENDANCE AT THE GENERAL SHAREHOLDERS’ MEETING.

In accordance with the provisions of the Law and the Articles of Association of the Company, attendance at annual or extraordinary General Meetings may take place as well as in person by telematic means when so agreed by the Board of Directors, which shall establish mechanisms to ensure that the subject is duly identified and is able to exercise his or her rights.

The Board of Directors may also resolve to call General Meetings exclusively by telematic means to be held without the physical attendance of the shareholders or their representatives, establishing in the call the means and conditions for telematic attendance, as well as the procedure for the exercise of shareholders' rights in accordance with the provisions of the Law.

In any event, telematic attendance by shareholders at General Meetings will be subject to the following rules, which may be developed or further specified by the Board of Directors on call of each meeting:

The call shall describe in detail the procedure that shareholders must follow to register for telematic attendance at the General Meeting, as well as the relevant deadline before which they must register.

The Board of Directors shall determine, in the call of each meeting, how shareholders may exercise their rights to information, intervention and voting during the course of the meeting.

The Board of Directors shall establish, in the call of each meeting, the digital signature mechanisms or other form of identification that shareholders must use to prove their identity.

The Directors may attend the General Meeting in person or by telematic means and the meeting shall be deemed to be held at the Registered Office, regardless of where the Chairman of the General Meeting is located.

An exclusively telematic meeting shall be deemed to be held at the registered office, irrespective of where the chairman of the meeting is located.

For all legal purposes, the telematic attendance of the shareholder will be tantamount to in-person attendance at the General Meeting”.

Madrid, 10 february 2022