

**ORDINARY GENERAL SHAREHOLDERS' MEETING
15 MARCH 2022**

REPORT OF THE APPOINTMENTS, REMUNERATION AND CORPORATE GOVERNANCE COMMITTEE OF NATURGY ENERGY GROUP, S.A. FOR THE PURPOSES OF ARTICLE 529 DECIES OF THE CAPITAL COMPANIES ACT ON THE RATIFICATION AND APPOINTMENT OF PROPRIETARY DIRECTOR

1.- Background

In a communication dated 10 May 2021, the proprietary director appointed by the shareholder Criteria Caixa S.A.U., Mr Marcelino Armenter, notified the company of his resignation, effective as of that same date, as a member of the Board of Directors of Naturgy and requested on behalf of Criteria the appointment of Mr Enrique Alcántara García-Irazoqui as a member of the Board of Directors and of the Company's Appointments, Remuneration and Corporate Governance Committee. The Board of Directors of Naturgy Energy Group, S.A. ("Naturgy"), at its meeting of 13 May 2021, following a report from this Committee, decided on this proposal and agreed to appoint by co-option Mr Enrique Alcántara García-Irazoqui as a director of Naturgy, with the status of proprietary director..

2. Analysis of the profile of the proposed director

The Committee has noted that the shareholder CRITERIA CAIXA S.A.U., exercising its right to proportional representation, is entitled, on the date of preparation of this report, to propose the appointment of two representatives on the Board of Directors of Naturgy. It also notes that this shareholder has submitted the election proposal contained herein by letter.



The Committee has analysed the professional career of the proposed candidate, whose curriculum vitae is as follows.

He holds a degree in Law from the University of Barcelona and has been a State Lawyer since 1972.

He was Vice-Chairman of the Board of Directors and member of the Executive Committee of Caja de Ahorros y Monte de Piedad de Barcelona (1979 - 1991), First Vice-Chairman (1990 - 1991) and Second Vice-Chairman (1992 - 2000) of the Board of Directors of Caixa d'Estalvis i Pensions de Barcelona, "la Caixa", Vice-Chairman of the Board of Trustees of the "la Caixa" Foundation (2000 - 2002), member of the Board of Directors (1993 - 2003), member of the Executive Committee (1999 - 2003) and member of the Audit and Control Committee (2002 - 2003) of ACESA, Vice-Chairman of the Board of Directors of Saba, S. A. and member of its Executive Committee (1999 - 2003). A. and member of its Executive Committee, Trustee of the Fundación Óscar Tusquets Blanca, member of the Board of Directors of Unión Fenosa, S.A., Trustee of the Fundació Nou Mil·lenni and Secretary of the Board of Directors of Abertis Telecom, S.A. (2004 - 2011) and member of the Board of Directors of Abertis Telecom, S.A. (2004 - 2011). (2004 - 2011) and member of the Board of Directors of Naturgy Energy Group, S.A. and member of its Audit Committee from 1991 to March 2020.

He is currently Partner and Administrator of Bufete Alcántara, S.L.P. and Partner of Brugueras, Alcántara & García-Bragado Abogados.

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

3. Conclusion

The Committee reports favourably on the ratification and subsequent



appointment of Mr. Alcantara-García Irazoqui as member of the Board of Directors by the General Meeting of Shareholders with the status of Proprietary Director.

Madrid, 25 January 2022.

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