

**ANNUAL GENERAL MEETING
OF NATURGY ENERGY GROUP, S.A. TO BE HELD BY WAY OF FIRST CALL ON
15 MARCH 2021
PROXY REPRESENTATION OR ABSENTEE BALLOT CARD**

Mr/Mrs....., with ID/Tax ID N°....., holder of shares in NATURGY ENERGY GROUP, S.A.

Please mark with a cross the box that corresponds to either Absentee Ballot or Proxy Representation, as the case may be.

A.- I hereby declare my intention to cast an Absentee Ballot.

B.- I hereby confer my Proxy Representation in favour of (mark with a "X" the selected option):

1.- (...) Chairman of the Board of Directors.

2.- (...) Mr/Mrs, with ID/Tax ID N°

In the case of any proxy representations that do not expressly state the designated person in favour of which said representation has been conferred or in the case of any generic designations in favour of the Board of Directors, or doubts raised on the recipient, said proxy representations shall be deemed to be conferred in favour of the Chairman of the Board of Directors.

The personal attendance of the shareholder at the Annual General Meeting shall revoke the proxy representation or the absentee ballot issued by the shareholder.

Voting instructions in relation to the proposals formulated by the Board of Directors:

The shareholder that intends to cast an absentee ballot or that confers proxy representation to vote in regard to the resolution proposals formulated by the Board of Directors in relation to the items included in the Agenda to this Annual General Meeting must mark with a cross the corresponding box, depending upon the determined vote or any abstention in relation thereto.

Resolution Proposal	1	2	3	4	5	6	7	8	9.1	9.2	9.3	10	11	12	13.1	13.2	13.3	13.4	13.5	14	15	
Yea vote													*									
Nay vote													*									
Abstention													*									

(* Informative issue not subject to vote)

If you do not expressly state your vote, it shall be considered that the vote (whether an absentee ballot or by way of proxy representation) is in favour of the proposed decisions of the Board of Directors or the decisions that are assumed thereby.

In _____, on _____ 2022.

Signature of the Shareholder: _____.

Documentation to be attached: The form must include the necessary information so as to substantiate status as a shareholder, and the signature of the shareholder must be notarised before a Notary Public or alternatively must be acknowledged by a depository entity that participates in IBERCLEAR. In the case that the shareholder is a legal person, the form must include a photocopy of the documentation that substantiates the representation of the natural person that acts in the name thereof.

Note: In the case that any inconsistency exists between the number of shares stated by the shareholder and the number of shares registered in favour thereof in IBERCLEAR, the information included in IBERCLEAR shall prevail.

Extension of the proxy delegation: The proxy delegation shall also extend to the resolution proposals that are not formulated or assumed by the Board of Directors or that, although not included in the Agenda to the meeting, may be submitted for the vote of the Annual General Meeting. Please mark the following “NO” space only if you object to the foregoing extension of the proxy delegation, in which case it shall be understood that the shareholder instructs the representative to abstain from voting. NO (...)

If you approve the foregoing extension of the proxy delegation, it shall be considered that the precise instruction to the proxy representative is to vote against the motion, unless you state otherwise hereinbelow: _____

Information on conflicts of interest: for the purposes of the provisions of articles 523 and 526 of the Corporate Enterprises Act (LSC), it is hereby disclosed that the Chairman of the Board, as well as any other member of the Board of Directors, may have a conflict of interest with respect to the approval of the corporate management, with respect to the Directors' Remuneration Policy, with respect to the approval of the ILP and with respect to the advisory vote in relation to the annual report on remuneration of the members of the Board of Directors and in the cases set out in sections b), c) and, if applicable, a) and d) of article 526. 1 of the LSC (appointment, re-election or ratification of directors, dismissal, removal or removal of directors, exercise of liability action and approval or ratification of transactions of the company with the director in question) that may be submitted outside the agenda in accordance with the law.

In relation to all of them, if the proxy-holder has not given precise voting instructions, the proxy, unless expressly indicated otherwise below, shall be deemed to be conferred on the Secretary of the General Meeting and, if the latter is in a situation of conflict of interest, it shall be deemed to be conferred on the Lead Director. Mark NO below only if you do not authorise such substitution, in which case it will be understood that the shareholder instructs the proxy to abstain. NO (...)

Other situations of substitution: in the case that the Chairman of the Board of Directors or any member of the Board designated as the representative of the shareholder is unable to exercise said representation, then the proxy representation shall be deemed to be conferred upon the Secretary of the Annual General Meeting. Please mark the following “NO” space only if you do not authorise the foregoing substitution, in which case it shall be understood that the shareholder instructs the representative to abstain from voting. NO (...)

The shareholder must forward this proxy representation or absentee ballot card to the Company, duly completed, either by postal mail (Investor Relations Unit, Avda. de América nº 38, 28028 Madrid, Spain) or by email, in PDF format, to accionista@naturgy.com, that must be received on or before midnight of the day preceding the scheduled start of the Annual General Meeting.

The shareholder that casts an absentee ballot shall be considered to be in attendance at the meeting for the purposes of the establishment of the Annual General Meeting.

Data protection: The personal data that shareholders send to NATURGY ENERGY GROUP, S.A. to exercise their rights of attendance, representation, information and vote at the General Shareholders'

Meeting, or that are provided for these purposes by the entities in which said shareholders have their shares deposited, shall be processed by NATURGY ENERGY GROUP, S.A., with registered offices at Avda. de América nº 38, 28028 Madrid and tax identification number (C.I.F.) A-08015497, in accordance with personal data protection regulations, to manage the development, fulfilment and control of the shareholder relationship and compliance with its legal obligations (including the development, management and control of the exercise of its rights and the forum, and the sending of information related to its status as shareholder), as well as to manage the convening and holding of the General Meeting, the proceedings of which may be subject to audiovisual recording and public broadcasting on the website of NATURGY ENERGY GROUP, S. A. www.naturgy.com, as well as on social networks and other internet platforms. By attending the General Meeting, attendees give their consent to the taking of still images, the recording of images and/or voice, as well as their reproduction and/or publication and dissemination in the terms indicated, assigning to NATURGY ENERGY GROUP, S.A., without geographical or time limitation, the economic image rights to which they may be entitled in this respect and waiving the right to receive remuneration.

The personal data shall be provided to the Notary Public exclusively in connection with the drawing up of the notarial minutes of the General Shareholders' Meeting and may be provided to third parties in the exercise of the right to information provided for by law or made accessible to the public insofar as they are provided in the course of the General Shareholders' Meeting, which may be the subject (in whole or in part) of audiovisual recording and public broadcasting. The processing of personal data is necessary for the aforementioned purposes and is based on your relationship as a shareholder and the fulfilment of legal obligations. The data will be retained for the duration of this relationship and, thereafter, for the period of limitation of any applicable legal or contractual actions.

The rights of access, rectification, opposition, deletion, portability, limitation of processing, not to be subject to decisions based solely on the automated processing of their data, where applicable, and any other rights that may be applicable in accordance with the regulations relating to the protection of personal data may be exercised by the owner of the personal data or by their legal or voluntary representative, as the case may be, against NATURGY ENERGY GROUP, S. A. by writing to Avenida de América 38, Madrid or by sending the corresponding e-mail to the Data Protection Delegate: dpd-dpo@naturgy.com, indicating in both cases the reference "Data Protection-General Meeting 2022" and attaching a copy of the D.N.I., N.I.E., passport or identity card, N.I.E., passport or equivalent document. Likewise, if you consider that a breach of the applicable regulations has been committed in the processing of your personal data, you may also file a complaint with the Spanish Data Protection Agency (Agencia Española de Protección de Datos).

The shareholder shall be solely responsible for filling in the forms with false, inaccurate, incomplete or out-of-date data.

In the event that the shareholder's proxy card or any other card used at the General Meeting includes personal data referring to other individuals, the shareholder must inform them of the points contained in the preceding paragraphs and comply with any other requirements that may be applicable for the correct transfer of the data to NATURGY ENERGY GROUP, S.A. without the latter having to take any additional action in terms of information or legitimisation.

Agenda to the Annual General Meeting of NATURGY ENERGY GROUP, S.A.

ONE. - 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 2021.

TWO. - 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 2021.

THREE. - Review and approval, as the case may be, of the report on the status of consolidated non-financial information of NATURGY ENERGY GROUP, S.A.

FOUR. - Review and approval, as the case may be, of the proposal for distribution of profits of financial year 2021 and remaining.

FIVE.- Review and approval, as the case may be, of the management activities of the Board of Directors during financial year 2021.

SIXTH.- Approval of the Remuneration Policy for the Directors of NATURGY ENERGY GROUP, S.A. applicable from the same date of approval and during the following three financial years.

SEVEN.- Approval of the Long-Term Incentive for the Executive Chairman and other Directors.

EIGHTH - Advisory vote on the Annual Report on the Remuneration of the Members of the Board of Directors.

NINE.- Ratification and appointment of members of the Board of Directors.

9.1 Ratification and appointment of Mr Enrique Alcantara-García Irazoqui as a proprietary director.

9.2. Ratification and appointment of Mr Jaime Siles Fernández-Palacios as director, with the qualification of proprietary director.

9.3 Ratification and appointment of Mr Ramón Adell Ramón as director, with the qualification of proprietary director.

TEN.-Authorization to reduce the period for calling Extraordinary General Meetings, in accordance with the provisions of article 515 of the Capital Companies Act.

ELEVEN.- Information on the modification of the Regulations of organisation and operation of the Board of Directors of NATURGY ENERGY GROUP, S.A. and its Committees.

TWELVE - Modification of the Articles of Association

12.1.- Addition of a new paragraph in section 3 of article 6 ("General Meeting").

THIRTEEN.- Modification of the Regulations of the General Meeting of Shareholders

13.1.- Amendment of article 7 ("Holding of the General Meeting").

13.2.- Modification of article 9 ("Constitution").

13.3.- Amendment of article 10 ("Shareholders' Interventions").

13.4.- Amendment of article 11 ("Voting of proposed resolutions").

13.5.- Modification of article 13 ("Telematic attendance at the General Meeting").

FOURTEEN.- Delegation to the Board of Directors of the power to carry out capital increases within the limit established in article 297.1.b) of the Capital Companies Act, within the legal period of five years from the date of this meeting, and with the power to exclude pre-emptive subscription rights, in whole or in part, in accordance with the provisions of article 506 of the Capital Companies Act.

FIFTEEN.- Delegation of powers for the supplement, development, execution, interpretation, correction and formalisation of the resolutions adopted by the General Meeting.