

ANNUAL GENERAL MEETING

9 MARCH 2020

PARTICIPATION INSTRUCTIONS

Pursuant to that set forth in Articles 5 and 6 of the Regulation on the Annual General Meeting of NATURGY ENERGY GROUP, S.A. (hereinafter, “the Company”), information considered useful to facilitate the attendance of the Shareholders and their active participation in the next Annual General Meeting is now given:

- (i) Venue where the Annual General Meeting is to be held and access to the conference hall prepared for this purpose.
- (ii) Model of the Attendance Card and the Proxy Representation or Absentee Ballot Card. Procedure for obtaining the originals.
- (iii) Systems and procedures that facilitate following the Annual General Meeting.

(i) Venue where the Annual General Meeting is to be held and ways of shareholders attendance.

As notified in the call for the next Annual General Meeting, the General Meeting is to be held on 9 March 2021 in Avda. de San Luis, 77, in Madrid, at 09:00, by way of first call that, based on past experience of previous Annual General Meetings, it is foreseeable that the necessary *quorum* are present.

Attendance can be done either in person at the meeting venue, from one hour before the meeting is scheduled to begin, or telematically, through the virtual assistance platform available on the corporate website, from one hour before the meeting is scheduled to begin. Shareholders or their representatives may (i) in case of in-person attendance come to the registration desk in the entrance lobby one hour before the scheduled start time of the Annual General Meeting in order to obtain their Attendance Cards once they have duly accredited their identity. Likewise, representatives who, within the notice period stipulated in the call, have sent to the Company the duly completed Proxy Representation Card, may obtain their Attendance Cards from the registration desk in the entrance lobby once they have duly accredited their identity. The registration desks and the personnel manning them will be duly labelled and readily identifiable or (ii) in case of telematic assistance, access, through the corporate website www.naturgy.com, to the virtual assistance platform, where you can register by following the instructions provided there. In order

to register on the virtual platform, shareholders or their representatives must prove their identity by means of an electronic ID card or a valid electronic certificate issued by the Spanish Mint (Fábrica Nacional de Moneda y Timbre) or similar. If these certificates are not available, at the time of registration the "user and password" credentials may be requested, which the shareholder or his representative will receive at the e-mail address indicated for this purpose.

After verifying your identity and your status as a shareholder or representative, the virtual platform will be accessed to participate remotely, but in real time, in the meeting.

No further in-person or telematic registration of shareholders or their representatives will not be admitted once the Annual General Meeting is under way.

Once the status as shareholder or their representative has been accredited, the personnel of the Company proceeds to check the requirements established in Article 6 of the Articles of Association and 5 of the Regulation of the Annual General Meeting of Shareholders, as well as verifying that the recording of the shares were duly entered previously in the Company's book entry register of the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR) and its Participating Entities.

Shareholders owning any number of shares may attend the Annual General Meeting, provided they have recorded the shares in their name in the Company's book entry register at least five (5) days ahead of the meeting and have the corresponding Attendance Card in their possession.

Only Shareholders who have completed this step will have voting privileges when entering the venue where the Annual General Meeting is to be held or access the virtual platform for telematic assistance.

Shareholders may be represented at the Annual General Meeting by another person as long as they notify the Company of the same by midnight the day preceding the Annual General Meeting as described in the next section. The representation shall always be revocable. The in-person attendance at the Annual General Meeting of the represented person shall automatically revoke the proxy representation.

Likewise, Shareholders can cast their vote at a distance by sending the Proxy Representation or Absentee Ballot Card up to 24 hours before the day previous to the start of the Annual General Meeting by way of first or second call.

(ii) Model of the Attendance Card and the Proxy Representation or Absentee Ballot Card. Procedure for obtaining the originals.

The Attendance Card to the Annual General Meeting must be issued by the Company and in case of in-person assistance shall be handed over at the registration desk in the lobby set up for this purpose at the Annual General Meeting.

When applicable, the Shareholder may obtain the proxy representation card by requesting the same from the participating entity in IBERCLEAR at which their shares thereof are deposited, or from the Company or alternatively download the card from the web site <https://www.naturgy.com/inicio> (Annual General Meeting 2021). The Shareholder must forward the duly completed Proxy Representation or Absentee Ballot Card to the Company by way of postal mail (Investor Relations Unit, Avda. de San Luis N° 77, 28033 Madrid, Spain) or by e-mail in PDF format or by sending a photograph to accionista@naturgy.com.

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.

(iii) Systems and procedures that facilitate following the Annual General Meeting.

The Annual General Meeting shall be transmitted live through the web site of the Company and may be viewed by accessing www.naturgy.com.

The Company shall provide a simultaneous sign-language system for the deaf and hard-of-hearing in attendance at the Annual General Meeting.

Any other information relevant to the Shareholder may be found on the aforementioned web site. However, if you prefer, information requests may be sent to:

Investor Relations Unit
Avda. de San Luis N° 77
28033 Madrid
Tel. 900.100.339
e-mail: accionista@naturgy.com

TARJETA DE ASISTENCIA Y VOTO

		N.º TARJETA	
Junta General Ordinaria de Accionistas de NATURGY ENERGY GROUP, S.A. Avenida de San Luis 77 Madrid			
Primera convocatoria		Segunda convocatoria	
9 de marzo de 2021, a las 9:00 horas		10 de marzo de 2021, a las 9:00 horas	
Nombre asistente			
Acciones Propias	Acciones Representadas	Total Acciones	Número de Votos

Naturgy Energy Group, S.A. Domicilio Social: Avenida de San Luis, 77, Madrid. Inscrita en Registro Mercantil al Tomo 36667, Folio 36 Sección 8.
Hoja M656514. Incripción 2. CIF A-08015487.

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Orden del Día de la Junta General Ordinaria de Accionistas de Naturgy Energy Group, S.A.

	Favor	Contra	Abs.
PRIMERO. - Examen y aprobación, en su caso, de las Cuentas Anuales y del Informe de Gestión de NATURGY ENERGY GROUP, S.A. correspondientes al ejercicio cerrado el 31 de diciembre de 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
SEGUNDO. - Examen y aprobación, en su caso, de las Cuentas Anuales Consolidadas y del Informe de Gestión del Grupo Consolidado de NATURGY ENERGY GROUP, S.A. correspondientes al ejercicio cerrado el 31 de diciembre de 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TERCERO. - Examen y aprobación, en su caso, del estado de información no financiera consolidada de NATURGY ENERGY GROUP, S.A.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
CUARTO. - Examen y aprobación, en su caso, de la propuesta de aplicación del resultado del ejercicio 2020 y remanente.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
QUINTO. - Examen y aprobación, en su caso, de la gestión del Consejo de Administración durante el ejercicio 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
SEXTO. - Aprobación de la Política de remuneración de los Consejeros de NATURGY ENERGY GROUP, S.A. correspondiente a los ejercicios 2021, 2022 y 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
SÉPTIMO. - Voto consultivo en relación al Informe Anual sobre las remuneraciones de los miembros del Consejo de Administración.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
OCTAVO. - Nombramiento del auditor de cuentas de la Sociedad y de su Grupo Consolidado para los ejercicios 2021, 2022 y 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
NOVENO. - Información sobre la modificación del Reglamento de organización y funcionamiento del Consejo de Administración de NATURGY ENERGY GROUP, S.A. y sus Comisiones.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
DÉCIMO. - Delegación de facultades para completar, desarrollar, ejecutar, interpretar, subsanar y formalizar los acuerdos adoptados por la Junta General.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* Punto informativo, no sujeto a votación.