

NATURGY ENERGY GROUP, S.A.

NATURGY ENERGY GROUP, S.A., in compliance with the provisions of Article 226 of Law 6/2023, of 17 March, on Securities Markets and Investment Services, hereby communicates to the National Securities Market Commission the following

INSIDE INFORMATION

In addition to the Inside Information filed on 20 February with registration number: 2610, relating to the approval by the Board of Directors of Naturgy of the new Strategic Plan 2025-2027, and in particular with regard to the formulation of a tender offer for the Company's shares at a price of €26.5 per share, subject to the approval of the next General Shareholders' Meeting, it is reported that:

The Board of Directors agreed to convene a General Meeting of shareholders for March 25 at first call. Among the proposals for resolutions made by the Board of Directors, number 16 refers to the aforementioned offer.

The proposed resolution n.16 literally says in its paragraph 1.(vii) that

“the validity of this agreement is conditional on the fulfillment of one of the following two conditions (A) that, prior to the holding of the General Meeting, the Company has received commitments to accept the Offer in its entirety from the shareholders holding shares representing more than 10% of the Company's capital, or, alternatively, (B) that the Board of Directors, in its opinion, determines that the level of acceptance by significant shareholders is sufficient to meet the objectives of increasing the level of free float”

For this reason, the proposed resolution does not imply a prior announcement of Article 16.1 of the Royal Decree 1066/2007, of 27 July, takeover bids regime, since one of the preconditions of the proposed resolution must be met before the publishing of the offer announcement. The offer would only be carried out if one of these preconditions were met, which depends on the will of the shareholders of the entity with stakes of more than 10% (that is, the entities ultimately controlled by La Caixa Foundation, Blackrock, CVC and IFM), without it being certain at this time that it will take place, for which Naturgy has asked the aforementioned shareholders for their commitments to participate in the offer.

Madrid, 27 February 2025