

ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of NATURGY ENERGY GROUP, S.A. (the "**Company**") has agreed, at its meeting on 18 February 2025, to convene the Ordinary General Meeting of Shareholders of the Company, to be held in person and online on the date and with the agenda indicated below:

Date, time and place of celebration:

Tuesday, March 25, 2025 at 09:00 on first call.

Place: Madrid, Avenida de América, 38, on first call. At the same time, the Ordinary General Meeting will be held by telematic means, and can be accessed through the platform intended for this purpose.

In the event that the Ordinary General Meeting cannot be held on first call, due to not reaching the *quorum* of attendance required by the Law and the Bylaws, it will be held on second call on the following Wednesday, March 26, in the same place and at the same time, the cards issued for the first call being valid for the second call.

AGENDA

FIRST. - Examination and approval, if applicable, of the Annual Accounts and Management Report of NATURGY ENERGY GROUP, S.A. for the year ended 31 December 2024.

SECOND. - Examination and approval, if applicable, of the Consolidated Financial Statements and the Management Report of the Consolidated Group of NATURGY ENERGY GROUP, S.A. for the year ended December 31, 2024.

THIRD. - Examination and approval, if applicable, of the consolidated non-financial information statement of NATURGY ENERGY GROUP, S.A.

FOURTH.- Examination and approval, if applicable, of the proposal for the application of the result of the 2024 financial year and remainder.

FIFTH.- Examination and approval, if applicable, of the management of the Board of Directors during the 2024 financial year.



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

SEVENTH.- Ratification of the board's agreement on the modification of the long-term variable remuneration scheme of the Executive Chairman

EIGHTH.- Authorization to the Board of Directors to establish a new multi-year variable remuneration scheme referenced to the value of the shares and to liquidate the current scheme

NINTH.- Advisory vote on the Annual Report on the Remuneration of the members of the Board of Directors

TENTH. Amendment of Article 7 of the Bylaws ("Board of Directors")

ELEVENTH.- Determination of the number of members of the Board of Directors.

TWELFTH.- Re-election and appointment of members of the Board of Directors.

THIRTEENTH.- Re-election of the auditors of the Company and its Consolidated Group for the financial year 2026

FOURTEENTH.- Authorisation to the Board of Directors for the derivative acquisition of treasury shares, directly or through companies of the NATURGY group, under the terms agreed by the General Meeting and within the limits established by law.

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

SIXTEENTH.- Formulation of a takeover bid for the Company's shares and delegation of powers to the Board of Directors for the execution of this agreement.

SEVENTEENTH.- Authorization for the reduction of the term of the call for Extraordinary General Meetings, in accordance with the provisions of Article 515 of the Capital Companies Act



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

NINETEENTH.- Delegation of powers to complement, develop, execute, interpret, correct and formalise the resolutions adopted by the General Meeting.

General Recommendation

Due to the fact that the Ordinary General Meeting is scheduled to be held at the Company's registered office and the capacity limitations that this entails, the Board of Directors makes the following recommendations:

- **Telematic attendance at the Shareholders' Meeting** , allowing those shareholders and their representatives who wish to attend and participate in the Shareholders' Meeting by means of a remote connection and in real time, through its website www.naturgy.com
- **The delegation of vote with instructions or remote voting** and the monitoring of the Meeting by audiovisual means through the website of the www.naturgy.com Company. It is reported that in order to facilitate shareholder participation, the mechanisms **for exercising remote voting or delegating their vote** have been simplified.

It is also reported that there are no plans to hold the welcome coffee for shareholders or the delivery of gifts.

Right to Attendance

Shareholders who hold any number of shares may attend the General Meeting, either physically or electronically, provided that they have them registered in the corresponding accounting register at least five (5) days prior to the scheduled date of the General Meeting at first call and prove that they are registered in the detailed registers of the participating entities of the Registry Systems Management Company. Compensación y Liquidación de Valores, S.A. (IBERCLEAR) and provide themselves with the attendance card issued by the Company.



The registration of attendance cards, both face-to-face and telematically, will begin one hour before the start of the Meeting.

The General Meeting will be broadcast in any case through the corporate website (www.naturgy.com).

Right to information

In compliance with the provisions of articles 272 of the Capital Companies Act and 6 of the Regulations of the General Meeting and other relevant and generally applicable regulations, as of this call, subject to the applicable regulations, shareholders will have the right to examine at the registered office (28028 Madrid, Avenida de América nº 38, Investor Relations Unit), to consult on the www.naturgy.com website and, where legally applicable, to obtain or request free delivery or shipping, in printed form, of the following documents:

1. Proposal of resolutions corresponding to each of the items on the Agenda of the General Meeting.
2. Annual Accounts and Management Report of NATURGY ENERGY GROUP, S.A., for the financial year 2024.
3. Consolidated Annual Accounts and Management Report of the Consolidated Group of NATURGY ENERGY GROUP, S.A., for the financial year 2024.
4. Reports issued by the audit firm regarding the Annual Accounts of the Company and its Consolidated Group for the 2024 financial year.
5. Annual Report on the Remuneration of the members of the Board of Directors for the 2024 financial year.
6. Annual Corporate Governance Report of the Company for the financial year 2024.
7. In general, any document or report that is presented to the General Meeting

Shareholders may request from the Board of Directors, in writing up to the fifth day prior to the day scheduled for the Meeting, or orally during the meeting, in the case of physical or telematic participation in the meeting, the information or clarifications or questions they deem necessary regarding the matters included in the Agenda of the Meeting. the information accessible to the public that the Company has provided to the National Securities Market Commission since the last General Meeting (04/2/2024) and the auditor's report.



In requests for information, the applicant must prove their shareholder status and identity, by means of a photocopy of their National Identity Document or Passport and, in the case of a legal entity, a document of sufficient accreditation of their representation.

In the event of telematic attendance, the right to information will be exercised in accordance with the procedure described in the corresponding section of this call.

Complement to the call and new proposals for agreement.

In accordance with Article 519. 1 and 2 of the Capital Companies Act, shareholders representing at least three percent of the share capital may request that a supplement to this call be published by including one or more items on the Agenda provided that the new points are accompanied by a justification or, where appropriate, of a justified proposal for an agreement. The exercise of this right must be done by means of reliable notification that must be received at the registered office within five (5) days following the publication of this call.

Likewise, and in accordance with article 519.3 of the Capital Companies Act, shareholders representing at least three percent of the share capital may, within the same period indicated in the previous paragraph, submit substantiated proposals for resolutions on matters already included or that should be included in the Agenda of the Meeting. The Company will ensure the dissemination of these proposed resolutions and the documentation that may be attached, among the rest of the shareholders, as they are received.

Telematic Assistance

Under the provisions of article 182 of the LSC, participation in the Meeting may be carried out by telematic attendance, through devices with internet access, by accessing the General Meeting section enabled on the website of the www.naturgy.com Company.

Shareholders who wish to attend the General Meeting electronically, or their representatives, must register through the Company's website, from one hour before the time set for the holding of the Meeting until the start time of the meeting, although they may be accredited in advance to expedite their registration on the day of the Meeting. they must prove their identity by one of the following means:

- i) The National Electronic Identity Document



- ii) An electronic certificate issued for this purpose by the Fábrica Nacional de Moneda y Timbre, or another entity with similar Certification characteristics, with respect to which there is no record of its revocation.
- iii) The "username and password" credentials that the shareholder or his/her representative will receive at his/her email address, after verification of his/her identity and his/her status as a shareholder or representative, through a special registration form available in the General Shareholders' Meeting section of the corporate website.

The shareholder shall be solely responsible for safeguarding the passwords to access and use the electronic representation, attendance and voting service.

The Company reserves the right to request from shareholders the additional means of identification that it deems necessary to verify their status as shareholders and to guarantee the authenticity of the vote, proxy or telematic attendance.

In the same act of registration and until the closing of the time of interventions, which will be indicated in due course during the Meeting, the shareholder may send the interventions or questions that he wishes to formulate. If you want it to be recorded verbatim in the minutes, you must expressly indicate this at the beginning of the document.

Requests for information or clarification from shareholders or their representatives who attend electronically will be answered orally during the General Meeting or in writing within seven days of its holding.

Shareholders who attend the General Meeting electronically may cast their vote, in accordance with the corresponding voting form, during the holding of the General Shareholders' Meeting, at the time indicated by the chairman of the General Shareholders' Meeting.

Shareholders who attend the General Meeting electronically and cast their vote remotely under the terms indicated in this section will be considered as present for the purposes of the constitution of the Meeting. Consequently, the proxy or remote vote previously made by them will be understood to be revoked.

In order for a legal person shareholder to register and attend the General Meeting electronically, the proxy who is going to complete the registration process on behalf of the legal person shareholder must previously prove the power of attorney that allows him or her to act on behalf of the legal person shareholder and his or her identity by sending the Attendance Card issued in the name of the legal person shareholder by the Company or by the entity in which the shareholder is not a legal person. shareholder legal person has deposited the shares, duly completed and signed, together with a copy of the DNI, NIE or passport of the person authorized to



attend the General Meeting electronically and a copy of the document that accredits the power of attorney or position that allows him or her to act on behalf of the shareholder legal person, to the email address accionista@naturgy.com, until 12:00 p.m. on the day before the General Meeting is held. Once the documentation has been received and a confirmation will be sent after verification, the proxy may register and attend the Meeting electronically as long as they comply with the access and identification requirements indicated above. Such representation shall be presumed not to have been revoked until the company is reliably informed of the contrary.

The mechanisms for telematic attendance at the General Shareholders' Meeting may be modified, suspended, cancelled or restricted when technical or security reasons require or impose it, and the shareholder may in any case exercise their rights by participating in person at the Meeting. Where applicable, the same rules will apply to telematic participation as for physical attendance at the General Meeting.

Remote Representation and Voting

Shareholders may be represented at the Meeting by another person, even if they are not shareholders, who may attend physically or electronically. The appointment of a representative, the notification of the appointment to the Company and, where appropriate, the revocation of the appointment of the representative, must be in writing. The proxy must be granted on a special basis for each Meeting, except as provided for in Article 187 of the Capital Companies Act, and must be received by the Company until 24:00 hours on the day prior to the holding of the General Meeting. Likewise, shareholders may cast remote votes, sending the proxy card or remote vote, which must be received before 24:00 hours of the previous day to the holding of the General Meeting.

The shareholder may obtain the proxy and remote voting card by requesting it from the IBERCLEAR participating entity in which they have deposited their shares, or from the Company, or they may download it from the www.naturgy.com/inicio page. The shareholder must send the duly completed proxy or remote voting card to the Company.

Both the request for representation and remote voting may be sent to the company by any of the following means: (i) by sending an email, to which the documentation may be attached in pdf format (or in one of the usual photographic formats) to the following address: accionista@naturgy.com; (ii) by delivering it to the company's offices at Avenida de América, 38 in Madrid, or at those at Avenida Diagonal 525 in Barcelona; or (iii) by sending it by post to Avenida de América, 38, Madrid, for the attention of the investor relations office.



Shareholders who are not in full enjoyment of their civil rights and legal persons who are shareholders may be represented by those who exercise their legal representation, duly accredited. The representation conferred on a person who cannot hold it in accordance with the Law shall not be valid or effective. The representation is always revocable. The physical or telematic attendance at the General Meeting of the represented party will have the value of revocation.

The proxy must be completed and signed by the shareholder and, in addition, must be accepted by the proxy. The proxy in whose favour the proxy is conferred must exercise it by personally attending the Meeting, handing in the attendance and proxy card at the shareholder registration desks, at the place and day set for the holding of the Meeting and with the advance notice set for the start of the meeting, or in the case of telematic attendance, in the manner indicated.

In the event of delegation in favour of the Board of Directors, or if doubts arise as to the addressee of the representation, it will be understood that the proxy has been granted in favour of the Chairman of the Board of Directors. The document in which the representation is recorded may contain the voting instructions for the items on the agenda. In the absence of an express indication, it will be understood that the vote is in favour of the proposals for resolutions made by the Board of Directors and extends to the points not provided for in the agenda of the call that can be dealt with, in respect of which the representative will exercise the vote in the sense that he or she considers most favourable to the interests of the represented. within the framework of the social interest.

In the event of a conflict of interest of the Chairman of the Board of Directors (or, where appropriate, of the director to whom the representation has been conferred), unless otherwise indicated, the representation shall be understood to have been made to the Secretary of the Board.

The validity of the proxy conferred will be subject to verification by the Company of the shareholder status of the represented party.

In the event that a shareholder makes several delegations, the delegation that has been made – or, if it cannot be determined, the one received – within the established period, will prevail last.

In order to prove the identity of the shareholders or whoever validly represents them, attendees may be asked to prove their identity at the entrance to the premises where the Meeting is held by presenting their National Identity Document or any other official document generally accepted for this purpose.

Electronic voting.



Shareholders who wish to vote electronically may do so through the corporate website, in the section dedicated to the General Meeting, following the instructions contained therein, requiring in all cases (i) The Electronic National Identity Document (ii) A recognized, valid and current electronic user certificate, in accordance with the provisions of Law 59/2003 on Electronic Signatures or (iii) The "username and password" credentials which the shareholder or his/her representative will receive at his/her email address, after verification of his/her identity and his/her status as a shareholder or representative, through a special registration form available in the General Shareholders' Meeting section of the corporate website.

Access to and use of the electronic voting platform by the shareholder is conditional on maintaining the Company's shareholder status at all times.

Electronic voting may be exercised from the time of the call until 12:00 p.m. on the day before the General Meeting is held.

Presence of the Bureau of the Board

The Board of Directors will require the presence of a Notary Public to draw up the minutes of the meeting.

If necessary, the technical means will be established so that the President, Notary, Secretary and other Directors can participate by video or audio conference.

Data protection

The personal data that shareholders send to NATURGY ENERGY GROUP, S.A. for the exercise of their rights of attendance, representation, information and voting at the General Shareholders' Meeting, or that are provided for these purposes by the entities in which said shareholders have deposited their shares, will be processed by NATURGY ENERGY GROUP, S.A., with address at Avda. de América nº 38, 28028 Madrid and C.I.F.A-08015497, in accordance with the regulations on the protection of personal data, to manage the development, compliance 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 submission of information related to its status as a shareholder), as well as to manage the call and holding of the General Meeting, the development of which may be subject to audiovisual recording and public dissemination on the website of NATURGY ENERGY GROUP, S.A. www.naturgy.com, as well as on social networks and other platforms on the internet. 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, ceding to NATURGY ENERGY GROUP, S.A. without geographical or temporal limitation the economic image rights that may correspond to them in this regard and waiving remuneration.

The personal data will be provided to the Notary in relation exclusively to 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 accessible to the public to the extent that they are manifested in the development of the General Meeting, which may be subject (totally or partially) to audiovisual recording and public dissemination. The processing of personal data is necessary for the aforementioned purposes and is based on your shareholder relationship and compliance with legal obligations. The data will be kept for the duration of this relationship and, after that, for the period of limitation of any legal or contractual actions that may apply.

The rights of access, rectification, opposition, deletion, portability, limitation of processing, not to be subject to decisions based solely on the automated processing of your data, where appropriate, and any other rights that may be applicable in accordance with the regulations on the protection of personal data may be exercised by the owner of the personal data or by his or her legal or voluntary representative, as the case may be, in front of NATURGY ENERGY GROUP, S.A. by writing to Avenida de América 38, Madrid or by sending the corresponding email to the Data Protection Officer: dpd-dpo@naturgy.com indicating in both cases the reference "Data Protection-General Meeting 2025" and accompanying a copy of the D.N.I., N.I.E., passport or equivalent document. Likewise, if you consider that an infringement 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.

The shareholder will be solely responsible for completing the forms with false, inaccurate, incomplete or outdated data.

In the event that the shareholder's proxy card or any other card used at the General Meeting includes personal data relating to other natural persons, the shareholder must inform them of the points contained in the previous 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 carry out any additional action in terms of information or legitimation.

Overview

In order to comply with article 539 of the Capital Companies Act, as of the publication of this call, an Electronic Shareholders' Forum is enabled on the Company's website.



The rules of operation and the form that must be filled in to participate in it are available on the Company's website.

The Electronic Shareholders' Forum may be accessed by both individual shareholders and any voluntary associations that may be constituted. The following may be published in the Electronic Shareholders' Forum: (i) proposals that intend to be presented as a complement to the Agenda announced in the call, (ii) requests to join such proposals, (iii) initiatives to reach a sufficient percentage to exercise a minority right provided for in the Law and (iv) offers or requests for voluntary representation.

For those aspects relating to the General Meeting not contemplated in this announcement, shareholders may consult the Regulations of the General Shareholders' Meeting, as well as the instructions for participation in the same, which are available on the Company's website www.naturgy.com/inicio.

The General Meeting will be broadcast by audiovisual means. Attendance at the General Meeting implies consent to the recording and dissemination of the image of the attendees.

The Company shall not be liable for any eventualities beyond its control that prevent the use of the electronic mechanisms described in this call, without prejudice to the adoption of the measures that each situation requires, including the temporary suspension of the Meeting if necessary to guarantee the exercise of their rights by the shareholders or their representatives.

Shareholders are informed that the General Meeting is expected to take place at first call.

Madrid, 18 February 2025.
The Chairman of the Board of Directors.
Francisco Reynés Massanet.