

**ANNUAL GENERAL MEETING OF SHAREHOLDERS
MARCH 25, 2025**

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

On 5 December 2024, the shareholder Global InfraCo O (2) S.à.r.l, sent a communication to the company, requesting, based on the stake of more than 16.67% held in the share capital of Naturgy Energy Group, S.A. ("Naturgy"), and taking into consideration the principle of proportional representation, the appointment of a second proprietary Director.

Taking into account the above, this Committee at a meeting held on February 11, 2025 has made a proposal to the Board consisting of setting the number of directors that are part of the Board at 16, which would make it possible to meet the request of IFM, without having to reduce the current number of independent directors, since this would make it difficult to comply with the requirements regarding the composition of the Board Committees. which would mean that each of the significant shareholders must appoint a new director to represent them in consideration of the principle of proportional representation.

In anticipation of the fact that the Board of Directors of Naturgy Energy Group, S.A. ("Naturgy"), at its meeting of 18 February 2025, decides to propose to the General Shareholders' Meeting i) the adoption of a resolution to amend Article 7 of the Bylaws of Naturgy to set the maximum number of directors that may be part of the Board of Directors at 16 and ii) the setting of 16 of the directors who must be part of the Board,



each of the significant shareholders was asked to designate the candidates who, if applicable, could be appointed Directors at the next General Meeting.

Finally, the Board of Directors, at a meeting held on 18 February, agreed to propose to the General Meeting the amendment of Article 7 of the EESS and the fixing of the number of directors at 16 and, consequently, in view of the candidates proposed by each of the significant shareholders, it has requested this Committee, the issuance of the mandatory report referred to in art. 529 decies section 6 of the LSC.

2.- Appointment proposals made by significant shareholders

1.- The shareholder Global InfraCo O (2) S.à.r.l, has proposed Mr. Nicolás Vilen to occupy the position of proprietary director.

The Commission has analysed the professional career of the proposed candidate, Mr. Nicolás Villén, whose curriculum vitae is as follows:

Mr. Villén holds a degree in industrial engineering from the Polytechnic University of Madrid. He holds a master's degree in electrical engineering from the University of Florida, where he was also a Fulbright scholar, and an MBA from Columbia University. Previously, Mr. Villén worked as Chief Executive Officer at Ferrovial Airports and as Chief Financial Officer at Ferrovial. He has served as Chief Executive Officer of Midland Montagu Ventures and Smith Kline & French, and has held other responsibilities at Abbott Laboratories and Corning Glass Works. He has also been an independent director at Applus Services, S.A. He is currently a member of the board of FCC Aqualia. He is also an external advisor to IFM Investors.

Their competence, experience and merits to occupy the position of Director are accredited with their curriculum.



2.- The shareholder Criteria Caixa S.A.U., has proposed Ms. Isabel Gabarró Miquel to occupy the position of proprietary director.

The Commission has analysed the professional career of the proposed candidate, Ms. Isabel Gabarró Miquel, whose curriculum vitae is as follows:

She has been a notary of the Illustrious College of Notaries of Barcelona, since 1986 and a member of the Barcelona Economic Society of Friends of the Country.

She graduated in Law from the University of Barcelona in 1976. In 1979 he joined the Notarial Corps and the Restricted Competitions.

He has been a member of the Board of Directors of the former "la Caixa" for 20 years as well as a member of the same Executive Committee.

She has been a Director of important entities in the financial, energy, infrastructure, telecommunications, and real estate sectors, where she has also been a member of the Appointments and Remuneration Committee and the Audit and Control Committee.

He is currently a member of the Board of Trustees of the "La Caixa" Foundation

Their competence, experience and merits to occupy the position of Director are accredited with their curriculum.

3.- The shareholder Rioja Acquisition S.à r.l., has proposed Ms. Marta Martínez Alonso to occupy the position of proprietary director.

The Commission has analysed the professional career of the proposed candidate, Ms. Marta Martínez Alonso, whose curriculum vitae is as follows:

She has a degree in Mathematical Sciences from the Complutense University of Madrid and a PADE (Senior Business Management Program) at IESE.



He is currently a Partner at CVC Capital Partners and has been General Manager of Europe, Middle East and Africa for IBM. In this same company she previously held the Presidency of IBM Spain, Portugal, Greece and Israel since 2013 and was an executive in the communications sector for Spain and Portugal after joining in 2003. She is currently a Director of Tendam Retail, S.A. and Universidad Privada de Madrid, S.A. (Universidad Alfonso X el Sabio - UAX) and an independent Director of Acerinox and is also a member of the Advisory Board of Mapfre Tecnología, Workday and AT Kearney.

Their competence, experience and merits to occupy the position of Director are accredited with their curriculum.

4.- The shareholder Gip III Canary 1, S.à r.l., has proposed Mr. Martin Catchpole to occupy the position of proprietary director,

The Commission has analysed the career of the proposed candidate, Mr Martin Catchpole, whose curriculum vitae is as follows:

Martin Catchpole is a London-based partner of Global Infrastructure Partners ("GIP") that focuses on GIP investments and origination in energy infrastructure across Europe. He joined GIP in January 2020.

At GIP, Martin represents the interests of the funds as a Director on the Board of Directors of Scotia Gas Networks plc, the UK's second largest gas distribution company; Skyborn GmbH, GIP's global offshore wind developer; and is chairman of Galaxy BidCo and a director of AGPA, the UAE's transmission pipeline company.

Prior to joining GIP, Martin was Co-Head of European Energy, Investment Banking at Credit Suisse in London. Martin spent 16 years at Credit Suisse, in its New York and London offices, focusing on clients in the energy, electricity and utilities sectors. During his time there, he worked on some of the largest and most complex transactions within



the sector, including the sale of TXU Corp by KKR and TPG; sale of Equis, an Asian renewable platform to GIP; and the IPO of Innogy AG.

Martin is also a chartered accountant in England and Wales, where he graduated from Ernst & Young in 2000, and holds a degree in Business Economics from the University of Exeter.

Their competence, experience and merits to occupy the position of Director are accredited with their curriculum.

7. Conclusion

Consequently, the Committee reports favourably on the appointment at the next General Shareholders' Meeting of Mr. Nicolás Villen, Ms. Marta Martínez Alonso, Ms. Isabel Gabarró Miquel and Mr. Martin Catchpole, as members of the Board of Directors, each of them with the consideration of Dominical.

Madrid, February 18, 2025.

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