

REPORT OF THE APPOINTMENTS, REMUNERATION AND CORPORATE GOVERNANCE COMMITTEE OF NATURGY ENERGY GROUP, S.A. FOR THE PURPOSES OF ARTICLE 529.10 OF THE CAPITAL COMPANIES ACT ON THE RATIFICATION AND APPOINTMENT OF INDEPENDENT DIRECTORS.

1.- Background

On 26 May 2024, the four-year term of the independent director Ms. Helena Herrero Starkie, so she has continued to exercise her functions in extension of mandate until the next General Shareholders' Meeting is held.

Article 529 decies of the Capital Companies Act attributes to the Appointments and Remuneration Committee, among others, the function of submitting to the Board of Directors the proposals for the appointment of independent Directors for submission to the General Shareholders' Meeting.

2. Analysis of the profile of the proposed Board Member

In accordance with the applicable regulations and especially the director selection policy, the steps to be followed in the selection process are as follows:

- The starting point is the Council's competence matrix
- The appointment should promote professional, knowledge and gender diversity within the Governing Board.
- The proposed directors must have the appropriate professional knowledge and experience for the exercise of their functions
- There must be no conflicts of interest



The Commission considers that it follows from this that diversity in the Council should be considered in a plural manner, in terms of professional, knowledge and gender diversity. The combination of all these elements, contrasted with the matrix of competencies that the company has published, means that externally looking for profiles other than Ms. Herrero will hardly allow improving this matrix. It considers that this is also endorsed by the result of the self-assessment of the Council and the Sustainability Commission, which specifically asked about the performance of the Coordinating Councillor and the President of the Commission. It also considers, in terms of gender diversity, that Ms. Herrero's re-action will contribute to achieving the % female presence on the board in line with the obligations arising from Organic Law 2/2024, of 1 August, on equal representation and balanced presence of women and men.

For all these reasons, the Commission considers that the most appropriate thing to do at this time is to propose the renewal of Ms Herrero as an independent director.

His curriculum is as follows:

She has a degree in Chemistry from the Complutense University of Madrid and postgraduate studies in Management from INSEAD and IESE.

She is currently responsible for the Southern European Market (France, Italy, Spain and Portugal) as well as President and CEO of HP for Spain since July 2012, a company she joined in 1982.

She is also an independent director of the Mutua Madrileña Group

He belongs to various forums, among which the following stand out:

- President of the I+E Innovation Foundation Spain
- Vice President of AMCHAM
- Member of the Board of Trustees of the Spain-US Council Foundation



- Patron and President of the Advisory Board of the Princess of Girona Foundation Member of the Board of Directors of the American Business Council
- Member of the Governing Council of the APD;
- Member of the Board of Trustees of the Junior Achievement Foundation;
- Member of the executive committee of SERES
- Member of the Cotec Foundation for Innovation;
- Member of the CEOE Business Action Council
- Member of the Board of Directors of Netmentora Madrid
- Member of the Executive Committee of IESE Alumni
- Member of the Board of Directors of Madrid Futuro

3. Conclusion

The Committee has concluded, by unanimous agreement, to propose the re-election of Ms. Helena Herrero Starkie as a director of the Company, with the qualification of independent.

Madrid, February 17, 2025.

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