

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 RE-ELECTION OF NON-INDEPENDENT DIRECTORS.

The Appointments, Remuneration and Corporate Governance Committee at its meeting of 17 February 2025 has been informed that the Board of Directors intends to consider and, where appropriate, propose to the General Meeting the re-election or appointment as Directors of:

- Re-election of Ms. Isabel Estapé Tous as director, with the qualification of proprietary.
- Re-election of Ms. Lucy Chadwick Tous as director, with the qualification of proprietary.
- Re-election of Mr. Rajaram Rao as director, with the qualification of proprietary
- Appointment of Mr. Javier de Jaime Guijarro to replace the director of the legal entity Rioja, S.à.r.l. with the qualification of proprietary

The Appointments and Remuneration Committee issues the corresponding report in relation to these proposals.

- a) **Re-election of Ms. Isabel Estapé Tous.** She has been a Proprietary Director of NATURGY ENERGY GROUP, S.A. since 16 March 2020.

The Committee has taken into account his performance over the last four years, the commercial and professional reputation, the appropriate knowledge and experience to perform the functions of Director and the willingness to exercise good governance of the Company, highlighting the capacity and professional career of the Director.

The Committee has taken into account the very positive result shown by the evaluation of the functioning of the Board and values very positively the professionalism demonstrated in the exercise of his mandate as Director.

Her curriculum is as follows:

Degree in Economics and Business Administration with Outstanding Laude, from the Central University of Barcelona.

Member of the Board of Directors of CriteriaCaixa S.A.U. since its foundation.

Trustee of the "La Caixa" Banking Foundation and member of its Executive Committee.

She is currently a notary in Madrid.

Member of the Royal Academy of Economic and Financial Sciences

Member of the Board of Directors of Naturgy Energy Group, S.A. and member of the Sustainability Committee.

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

b) **Re-election of Ms. Lucy Chadwick.** She has been a Proprietary Director of NATURGY ENERGY GROUP, S.A. since 16 March 2020.

The Committee has taken into account his performance over the last four years, the commercial and professional reputation, the appropriate knowledge and experience to perform the functions of Director and the willingness to exercise good governance of the Company, highlighting the capacity and professional career of the Director.

The Committee has taken into account the very positive result shown by the evaluation of the functioning of the Board and values very positively the professionalism demonstrated in the exercise of his mandate as Director.

His curriculum is as follows:

She has a degree in Psychology from the University of Exeter.

She is part of GIP's senior management and is GIP's ESG Director.

Previously, she was Director General at the UK Department for Transport, with responsibility for international, environmental and safety policy and regulation. He

has 20 years of experience in government and infrastructure, and previously worked for Accenture for 13 years.

She is a member of the Board of Directors of Naturgy Energy Group, S.A. and a member of the Sustainability Committee.

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

c) Re-election of Mr. Rajaram Rao has been a Director of NATURGY ENERGY GROUP, S.A. since 21 September 2016 and is currently also a member of the Appointments and Remuneration Committee.

The Committee has taken into account the commercial and professional reputation, the appropriate knowledge and experience to perform the functions of Director and the willingness to exercise good governance of the Company, highlighting the capacity and professional career of the Director.

The Committee appreciates the professionalism shown in the exercise of his mandate as a Director.

Her curriculum is as follows:

Electronic and Telecommunications Engineer. He also holds an MBA from the University of Delhi and a Master's degree in Finance from the London Business School.

He previously worked in the Asia equity sales team at Kotak Securities (then a subsidiary of Goldman Sachs) in Mumbai, India. He was a member of the project finance team at Barclays Capital in London and later head of the Investment Banking Division at Credit Suisse in London before joining GIP in 2006. He led GIP's investments in Borkum Riffgrund, Compañía Logística de Hidrocarburos SA, East Indian Petroleum Limited, Naturgy, Gode Wind 1 Investor Holding GmbH, Saeta Yield, SA/Bow Power, SL, Transigas AG and Vena Energy.

He joined GIP as a Director in 2006 and was appointed Partner in 2010. He leads GIP's energy investments globally and is a member of its Investment and Operations Committees.

He is a member of the Board of Directors of Naturgy Energy Group, S.A. and a

member of the Appointments, Remuneration and Corporate Governance Committee.

d) Mr. Javier de Jaime Guijarro, has attended the Board of Directors of Naturgy as a natural person representative of the legal entity director Rioja, S.à.r.l. since August 1, 2019 and has also participated in the Appointments, Remuneration and Corporate Governance Committee.

Article 529 bis of the Capital Companies Act ("LSC"), as amended by Law 5/2021, of 12 April, establishes the obligation for the directors of listed companies to necessarily be natural persons.

This obligation is enforceable, in accordance with Transitional Provision 1 of the aforementioned Law 5/2021, to appointments, including renewals, that take place from the month following the publication of the Law in the Official State Gazette, which occurred on 13 May 2021,

It is therefore necessary to appoint a natural person Director to replace that of the legal person director Rioja, S.à.r.l.

On 17 February 2025, the shareholder RIOJA ACQUISITION S.À R.L. made the proposal for the appointment of Mr. Javier de Jaime Guijarro to replace the director of the legal entity Rioja, S.à.r.l as a member of the Board of Directors and the Appointments, Remuneration and Corporate Governance Committee.

In issuing its favourable report, the Committee has taken into account the principle of proportional representation of shareholders who request presence on the Board of Directors and commercial and professional repute, the appropriate knowledge and experience to perform the functions of Director and the willingness to exercise good governance of the Company. highlighting the candidate's capacity and professional career.

The Committee appreciates the professionalism shown in the exercise of his mandate as a natural person representative of the Legal Person Counsellor.

His curriculum is as follows:

He holds a degree in Law from the Universidad Pontificia de Comillas (ICADE) and an MBA from the University of Houston (USA).

He joined CVC in 1997. He currently holds the position of Managing Partner, oversees the Private Equity activity in Spain and Italy and is part of the Private Equity Council for Europe and North America of CVC Capital Partners. Prior to joining CVC, he worked for 7 years at the British company 3i, two of them from the London office, as Investment Controller and the remaining five as Regional Director of the Madrid office.

He is also Chairman of CVC Investment Advisory Services S.L, Director, among other entities, of Vitalia Plus S.A., Vivaly Inversiones Globales, S.L., Universidad Privada de Madrid, S.A. Guadarrama Proyectos Educativos, S.L, La Liga Group International, S.L, in all of them as a natural person representative of the legal entity director Theatre Directorship Services Alpha S.à r.l., Baranoa Directorship, S.L as a natural person representing Theatre Directorship Services Beta S.à r.l. and trustee of Fundación CVC España and Fundación Humana Spes

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

Madrid, February 17, 2025.

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