

REPORT OF THE BOARD OF DIRECTORS OF NATURGY ENERGY GROUP, S.A. FOR THE PURPOSES OF ARTICLE 529 DECIES OF THE CAPITAL COMPANIES ACT ON THE RE-ELECTION OF AN INDEPENDENT DIRECTOR

Background and proposal of the Appointments, Remuneration and Corporate Governance Committee.

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

For its part, art. 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 re-election or appointment of independent Directors for submission to the General Shareholders' Meeting.

The Appointments, Remuneration and Corporate Governance Committee, at its meeting on 17 February 2025, has adopted the agreement to propose the re-election of Ms. Helena Herrero Starkie for the statutory term of 4 years as an Independent Director.

Report of the Board of Directors on the proposal of the Appointments, Remuneration and Corporate Governance Committee for the re-election of an independent director.

The Board of Directors issues its report in relation to this proposal, endorsing the justification thereof made by the Appointments, Remuneration and Corporate Governance Committee, which is incorporated as an Annex to this report.



- Ms. Helena Herrero Starkie has been a Director of NATURGY ENERGY GROUP, S.A. since 4 May 2016. She is also currently Chair of the Sustainability Committee and a member of the Audit and Control Committee. His curriculum vitae is the one that appears in the report of the Appointments and Remuneration Committee

The Board has assessed this curriculum vitae and considers that the candidate proposed by the Appointments and Remuneration Committee meets the conditions of 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 her capacity and professional career. In particular, the Board positively values her performance during the 8 years in which she has held the position of Director in the Company itself and the fact that this candidacy contributes to guaranteeing the diversity of profiles on the Board.

Finally, the Board, in agreement with the Appointments, Remuneration and Corporate Governance Committee, has found that Ms. Herrero meets the conditions to be considered, in accordance with current legislation, as an independent Director, having been appointed a member of the Board for the first time on May 4, 2016. It also notes that there is no evidence that the proposed candidate is involved in any of the cases of incompatibility or prohibition provided for by law, bylaws or regulations, or in a situation of permanent conflict of interest with the Company.

Madrid, February 18, 2025.

The Board of Directors of NATURGY ENERGY GROUP, S.A.