

**ANNUAL GENERAL MEETING OF SHAREHOLDERS
BY NATURGY ENERGY GROUP, S.A.
TO BE HELD ON FIRST CALL ON MARCH 25, 2025
PROXY CARD OR REMOTE VOTING**

D./Mrs....., NIF....., holder of shares of NATURGY ENERGY GROUP, S.A.

Mark with a cross the box corresponding to remote voting, or representation, as appropriate.

A.- I express my desire to carry out the Remote Vote.

B.- I confer my representation in favor of (indicate with an X the option chosen):

- 1.- (...) Chairman of the Board of Directors
2.- (...) D./D^a..... NIF

The Chairman of the Board of Directors shall be deemed to have any representation that does not contain a nominative expression of the person to whom it is granted or that made generically in favour of the Board of Directors or if doubts arise as to the addressee.

The physical or telematic attendance of the shareholder at the Meeting will revoke the proxy or remote vote cast by the shareholder.

Voting instructions on proposals made by the Governing Body:

Shareholders who wish to vote remotely or confer their proxy for voting in relation to the proposed resolutions formulated by the Board of Directors relating to the items on the Agenda of this Meeting must cross the corresponding box, depending on the direction of their vote or abstention

Proposed agreement	1	2	3	4	5	6	7	8	9	10	11	12.1	12.2	12.3
In favour														
Against														
Abstention														

Proposed agreement	12.4	12.5	12.6	12.7	12.8	12.9	13	14	15	16	17	18	19.1	19.2
In favour												*		
Against												*		
Abstention												*		

(*) Information item not to be put to a vote

In the event that no express statement is made, it will be understood that the vote (whether remotely or by proxy) is in favour of the proposals for resolutions made by the Board of Directors or assumed by it.

In _____, ___de_____ 2025.

Signature of the Shareholder: _____.

Accompanying documentation: The form will include the necessary information to prove the identity of the shareholder. In the case of the shareholder being a legal entity, a photocopy of the documentation accrediting the representation of the natural person acting on its behalf must be attached.

Note: In the event that there is a discrepancy between the number of shares indicated by the shareholder and those in favour of the shareholder in IBERCLEAR, the information contained in IBERCLEAR shall prevail.

Extension of the delegation: the delegation also extends to proposals for resolutions not formulated or assumed by the Board of Directors or which, not appearing on the agenda of the meeting, may be submitted to a vote of the Meeting. Mark the following NO only if you oppose this extension of the proxy, in which case it will be understood that the shareholder instructs the proxy to abstain. NO (...)

If he approves this extension of the delegation, it will be understood that the precise instruction to the representative is to vote in the negative, unless he indicates otherwise as follows:

Information on conflicts of interest: for the purposes of the provisions of articles 523 and 526 of the Capital Companies Act (LSC), it is reported that the Chairman of the Board, as well as any other member of the Board of Directors, may be in a conflict of interest with respect to the approval of the company's management, with respect to the advisory vote in relation to the annual report on remuneration of the members of the Board of Directors and in the cases set out in sections b), c) and, where applicable, a) and d) of article 526.1 of the LSC (appointment, re-election or ratification of directors, dismissal, separation or dismissal of directors, exercise of the liability action and approval or ratification of operations of the Company with the director of which it is that could be presented outside the Agenda in accordance with the Law.

In relation to all of them, if the representative has not given precise voting instructions, the proxy, unless expressly indicated otherwise, shall be deemed to be conferred on the Secretary of the Meeting and if the latter is in a situation of conflict of interest, it shall be understood to be conferred on the Coordinating Director. Mark the following NO only if you do not authorize such substitution, in which case it will be understood that the shareholder instructs the proxy to abstain. NO (...)

Other cases of substitution: in the event that the Chairman of the Board of Directors or any member of the Board designated as a representative is unable to exercise representation, this will be understood to be conferred on the Secretary of the Meeting. Mark the following NO only if it does not authorize the substitution, in which case it will be understood that the shareholder instructs the proxy to abstain. NO (...)

The shareholder must send this proxy or remote voting card to the Company duly completed, by postal mail (Investor Relations Unit, Avenida de América nº 38, 28028 Madrid) or electronically in pdf format (or in any usual photograph format) to accionista@naturgy.com, which must be received until 24:00 on the day prior to the holding of the General Meeting.

Shareholders who cast their vote remotely will be considered as present for the purposes of the constitution of the General Meeting.

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 registered office 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, to 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 attaching 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.

Agenda of the Annual General Meeting of Shareholders of NATURGY ENERGY GROUP, S.A.

FIRST. – Examination and approval, where appropriate, of the Annual Accounts and Management Report of NATURGY ENERGY GROUP, S.A. for the year ended 31 December 2024.

SECOND. - Examination and approval, where appropriate, of the Consolidated Annual Accounts and the Management Report of the Consolidated Group of NATURGY ENERGY GROUP, S.A. for the year ended 31 December 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 President

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 in relation to 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 preemptive 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 of the 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.