Report on Limited Review of Naturgy Energy Group, S.A and Subsidiaries

(Together with the condensed interim consolidated financial statements and the consolidated interim directors’ report of Naturgy Energy Group, S.A. and subsidiaries for the six-month period ended 30 June 2026)

(Translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails.)

KPMG Auditores, S.L.
Paseo de la Castellana, 259C
28046 Madrid

Limited Review Report on the Condensed Consolidated Interim Financial Statements

(Translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails.)

To the Shareholders of Naturgy Energy Group, S.A., commissioned by the Directors of the Company

REPORT ON THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Introduction

We have carried out a limited review of the accompanying condensed interim consolidated financial statements (the "interim financial statements") of Naturgy Energy Group, S.A. (the "Parent") and subsidiaries (together the "Group"), which comprise the balance sheet at 30 June 2026, and the income statement, statement of comprehensive income, statement of changes in equity and statement cash flow for the six-month period then ended, and explanatory notes (all condensed and consolidated). The Directors of the Parent are responsible for the preparation of these interim financial statements in accordance with International Accounting Standard (IAS) 34 Interim Financial Reporting as adopted by the European Union, pursuant to article 12 of Royal Decree 1362/2007 as regards the preparation of condensed interim financial information. Our responsibility is to express a conclusion on these interim financial statements based on our limited review..

Scope of Review

We conducted our limited review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A limited review of interim financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A limited review is substantially less in scope than an audit conducted in accordance with prevailing legislation regulating the audit of accounts in Spain and, consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion on the accompanying interim financial statements.

Conclusion

Based on our limited review, which can under no circumstances be considered an audit, nothing has come to our attention that causes us to believe that the accompanying interim financial statements for the six-month period ended 30 June 2026 have not been prepared, in all material respects, in accordance with International Accounting Standard (IAS) 34 Interim Financial Reporting as adopted by the European Union, pursuant to article 12 of Royal Decree 1362/2007 as regards the preparation of condensed interim financial statements.

(Translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails.)

Emphasis of Matter

We draw your attention to the accompanying note 2, which states that these interim financial statements do not include all the information that would be required in a complete set of consolidated financial statements prepared in accordance with International Financial Reporting Standards as adopted by the European Union. The accompanying interim financial statements should therefore be read in conjunction with the Group's consolidated annual accounts for the year ended 31 December 2025. This matter does not modify our conclusion.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

The accompanying consolidated interim directors' report for the six-month period ended 30 June 2026 contains such explanations as the Directors of the Parent consider relevant with respect to the significant events that have taken place in this period and their effect on the interim financial statements, as well as the disclosures required by article 15 of Royal Decree 1362/2007. The consolidated interim directors' report is not an integral part of the interim financial statements. We have verified that the accounting information contained therein is consistent with that disclosed in the consolidated interim financial statements for the six-month period ended 30 June 2026. Our work is limited to the verification of the consolidated interim directors' report within the scope described in this paragraph and does not include a review of information other than that obtained from the accounting records of Naturgy Energy Group, S.A. and subsidiaries.

Other Matter

This report has been prepared at the request of the Company's Directors in relation to the publication of the half-yearly financial report required by article 100 of Law 6/2023 of 17 March 2023 on Securities Markets and Investment Services.

KPMG Auditores, S.L.

(Signed on original in Spanish)

Juan Ignacio Fernández Pérez

22 July 2026

Interim consolidated financial statements as at 30 June **2026**

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS AT 30 JUNE 2026

Naturgy

This Interim consolidated financial statements at 30 June 2026 are a translation of a report originally issued in Spanish. In the event of a discrepancy, the Spanish language version prevails.

Naturgy

Interim consolidated balance sheet at 30 June 2026 and 31 December 2025 (million euro)

	Note	30.06.2026	31.12.2025
ASSETS			
Intangible assets	5	6,081	5,963
Goodwill		2,909	2,894
Other intangible assets		3,172	3,069
Property, plant and equipment	5	19,678	19,323
Right-of-use assets	5	1,101	1,097
Investments recorded using the equity method	6	556	559
Non-current financial assets	7	422	408
Other non-current assets	8	443	471
Derivatives	13	212	197
Other assets		231	274
Deferred tax assets		2,132	1,858
NON-CURRENT ASSETS		**30,413**	**29,679**
Non-current assets held for sale	9	327	363
Inventories		1,385	1,003
Trade and other receivables	8	3,657	3,394
Trade receivables for sales and services		2,470	2,451
Other receivables		422	595
Derivatives	13	722	303
Current tax assets		43	45
Other current financial assets	7	310	305
Cash and cash equivalents		4,686	4,357
Current assets		**10,365**	**9,422**
TOTAL ASSETS		**40,778**	**39,101**
EQUITY AND LIABILITIES			
Capital		970	970
Share premium		3,808	3,808
Treasury shares		(1,123)	(1,132)
Reserves		6,629	6,248
Profit for the period attributed to the parent company		1,215	2,023
Interim dividend		—	(1,100)
Other equity items		(1,919)	(1,475)
Equity attributed to the parent company		**9,580**	**9,342**
Non-controlling interests		**2,155**	**2,031**
EQUITY	**10**	**11,735**	**11,373**
Deferred income		1,295	1,260
Non-current provisions	11	1,675	1,631
Non-current financial liabilities	12	15,310	13,992
Borrowings		14,160	12,874
Lease liabilities		1,150	1,118
Deferred tax liabilities		2,055	1,925
Other non-current liabilities	14	1,149	902
Derivatives	13	612	308
Other liabilities		537	594
NON-CURRENT LIABILITIES		**21,484**	**19,710**
Liabilities related to non-current assets held for sale	9	320	310
Current provisions	11	762	590
Current financial liabilities	12	1,223	2,771
Borrowings		1,070	2,606
Lease liabilities		151	160
Other financial liabilities		2	5
Trade and other payables	15	4,785	4,222
Trade payables		2,743	3,177
Other payables		560	685
Derivatives	13	1,128	182
Current tax liabilities		354	178
Other current liabilities	14	469	125
Current liabilities		**7,559**	**8,018**
TOTAL EQUITY AND LIABILITIES		**40,778**	**39,101**

Notes 1 to 29 contained in the notes to the condensed interim consolidated financial statements and the Appendices are an integral part of the interim consolidated balance sheet at 30 June 2026 and 31 December 2025.

Naturgy

Interim consolidated income statements for the six-month periods ended 30 June 2026 and 2025 (million euro)

		Six months ended on June 30	
	Note	**2026**	**2025**
Net sales	16	10,097	9,961
Procurements	17	(6,190)	(6,112)
Other operating income	19	91	80
Personnel expenses	18	(301)	(290)
Other operating expenses	19	(756)	(820)
Gain/(loss) on disposals of fixed assets		4	—
Release of fixed asset grants to income and other		30	29
GROSS OPERATING PROFIT		**2,975**	**2,848**
Depreciation, amortisation and impairment losses	20	(808)	(825)
Impairment due to credit losses	13	(60)	(74)
Other results	21	3	14
OPERATING RESULTS		**2,110**	**1,963**
Financial income		115	143
Financial expenses		(413)	(385)
Variations in fair value of financial instruments		2	(3)
Net exchange differences		(12)	—
FINANCIAL INCOME	**22**	**(308)**	**(245)**
Profit/(loss) of entities recorded by equity method		64	76
PROFIT/(LOSS) BEFORE TAX		**1,866**	**1,794**
Income tax	25	(482)	(481)
PROFIT/(LOSS) FOR THE PERIOD FROM CONTINUING OPERATIONS		**1,384**	**1,313**
CONSOLIDATED NET PROFIT FOR THE PERIOD		**1,384**	**1,313**
Attributable to:			
The parent company		1,215	1,147
From continuing operations		1,215	1,147
From discontinued operations		—	—
Non-controlling interests		169	166
Basic and diluted earnings per share in euro from continuing operations attributable to the equity holders of the parent company (Note 10)		1.31	1.20
Basic and diluted earnings per share in euro from discontinued operations attributable to the equity holders of the parent company (Note 10)		—	—
Basic and diluted earnings per share in euro attributable to the equity holders of the parent company		1.31	1.20

Notes 1 to 29 contained in the notes to the condensed interim consolidated financial statements and the Appendices are an integral part of the interim consolidated income statements for the six-month periods ended 30 June 2026 and 2025.

Naturgy

Interim consolidated statements of comprehensive income for the six-month periods ended 30 June 2026 and 2025 (million euro)

	Six months ended on June 30 2026	2025
CONSOLIDATED NET PROFIT FOR THE PERIOD	**1,384**	**1,313**
OTHER COMPREHENSIVE INCOME RECOGNISED DIRECTLY IN EQUITY		
ITEMS THAT WILL NOT BE TRANSFERRED TO PROFIT/(LOSS)	**5**	**(3)**
Actuarial gains and losses and other adjustments	(16)	(3)
Other income and expenses	17	—
Tax effect of actuarial gains and losses and other adjustments	4	—
ITEMS THAT WILL SUBSEQUENTLY BE TRANSFERRED TO PROFIT/(LOSS)	**(384)**	**31**
Cash flow hedges	(774)	107
Gains / (Losses) per valuation	(947)	(121)
Releases to income statement	173	228
Currency translation differences	257	(8)
Gains / (Losses) per valuation	257	(8)
Releases to income statement	—	—
Equity consolidated companies	12	(31)
Currency translation differences - Gains / (Losses) per valuation	11	(31)
Cash flow hedges - Gains / (Losses) per valuation	1	—
Tax effect	121	(37)
OTHER COMPREHENSIVE INCOME FOR THE PERIOD	**(379)**	**28**
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	**1,005**	**1,341**
Attributable to:		
The parent company	776	1,272
From continuing operations	776	1,272
From discontinued operations	—	—
Non-controlling interests	229	69

Notes 1 to 29 contained in the notes to the condensed interim consolidated financial statements and the Appendices are an integral part of the consolidated interim statement of comprehensive income for the six-month periods ended 30 June 2026 and 2025.

Naturgy
Interim consolidated statement of changes in equity as at 30 June 2026 and 31 December 2025 (million euro)

	Equity attributed to the parent company (Note 10)											
						Other equity items						
	Share capital	Share premium	Treasury shares	Reserves and retained earnings	Profit/ (loss) for the year	Currency translation differences	Cash flow hedges	Financial assets at fair value	Total	Subtotal	Non-controlling interests (Note 10)	Equity
Balance as at 31.12.2024	**970**	**3,808**	**(206)**	**5,011**	**1,901**	**(1,320)**	**(324)**	**(362)**	**(2,006)**	**9,478**	**2,175**	**11,653**
Total comprehensive income for the period	**—**	**—**	**—**	**(3)**	**1,147**	**65**	**63**	**—**	**128**	**1,272**	**69**	**1,341**
Operations with shareholders or owners	**—**	**—**	**(2,332)**	**1,321**	**(1,901)**	**—**	**—**	**—**	**—**	**(2,912)**	**(77)**	**(2,989)**
Dividend distribution	—	—	—	1,319	(1,901)	—	—	—	—	**(582)**	**(77)**	**(659)**
Trading in treasury shares	—	—	(2,332)	—	—	—	—	—	—	**(2,332)**	—	**(2,332)**
Share-based payments	—	—	—	2	—	—	—	—	—	**2**	**—**	**2**
Other changes in equity	**—**	**—**	**—**	**(58)**	**—**	**—**	**—**	**—**	**—**	**(58)**	**(188)**	**(246)**
Other changes	—	—	—	(58)	—	—	—	—	—	**(58)**	**(188)**	**(246)**
Balance as at 30.06.2025	**970**	**3,808**	**(2,538)**	**6,271**	**1,147**	**(1,255)**	**(261)**	**(362)**	**(1,878)**	**7,780**	**1,979**	**9,759**
Total comprehensive income for the period	**—**	**—**	**—**	**(1)**	**876**	**29**	**374**	**—**	**403**	**1,278**	**215**	**1,493**
Operations with shareholders or owners	**—**	**—**	**1,406**	**(1,100)**	**—**	**—**	**—**	**—**	**—**	**306**	**(153)**	**153**
Dividend distribution	—	—	—	(1,100)	—	—	—	—	—	**(1,100)**	**(153)**	**(1,253)**
Trading in treasury shares	—	—	1,406	—	—	—	—	—	—	**1,406**	**—**	**1,406**
Share-based payments	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	—	—	—
Other changes in equity	**—**	**—**	**—**	**(22)**	**—**	**—**	**—**	**—**	**—**	**(22)**	**(10)**	**(32)**
Other changes	—	—	—	(22)	—	—	—	—	—	**(22)**	**(10)**	**(32)**
Balance as at 31.12.2025	**970**	**3,808**	**(1,132)**	**5,148**	**2,023**	**(1,226)**	**113**	**(362)**	**(1,475)**	**9,342**	**2,031**	**11,373**
Total comprehensive income for the period	**—**	**—**	**—**	**5**	**1,215**	**203**	**(647)**	**—**	**(444)**	**776**	**229**	**1,005**
Operations with shareholders or owners	**—**	**—**	**9**	**1,476**	**(2,023)**	**—**	**—**	**—**	**—**	**(538)**	**(97)**	**(635)**
Dividend distribution	—	—	—	1,476	(2,023)	—	—	—	—	**(547)**	**(97)**	**(644)**
Trading in treasury shares	—	—	9	—	—	—	—	—	—	**9**	**—**	**9**
Share-based payments	—	—	—	—	—	—	—	—	—	**—**	**—**	**—**
Other changes in equity	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**(8)**	**(8)**
Other changes	—	—	—	—	—	—	—	—	—	**—**	**(8)**	**(8)**
Balance as at 30.06.2026	**970**	**3,808**	**(1,123)**	**6,629**	**1,215**	**(1,023)**	**(534)**	**(362)**	**(1,919)**	**9,580**	**2,155**	**11,735**

Notes 1 to 29 contained in the notes to the condensed interim consolidated financial statements and the Appendices are an integral part of the consolidated interim statement of changes in equity as at 30 June 2026 and 31 December 2025.

Naturgy

Interim consolidated cash flow statements for the six-month periods ended 30 June 2026 and 2025 (million euro)

	Six months ended on June 30		
	Note	**2026**	**2025**
Profit/(loss) before tax		**1,866**	**1,794**
Adjustments to income:	**23**	**942**	**768**
Depreciation, amortisation and impairment losses	23	808	825
Other adjustments to net profit	23	134	(57)
Changes in working capital	**23**	**(15)**	**494**
Other cash flows from operating activities:	**23**	**(492)**	**(414)**
Interest paid	23	(345)	(346)
Interest collected	23	85	97
Dividends collected	23	75	78
Income tax paid	23	(307)	(243)
CASH FLOWS GENERATED FROM OPERATING ACTIVITIES		**2,301**	**2,642**
Cash flows into investing activities:		**(1,082)**	**(1,081)**
Group company acquisitions, net of cash and cash equivalents	23	(11)	—
Property, plant and equipment and intangible assets		(942)	(1,069)
Other financial assets		(129)	(12)
Proceeds from divestitures:		**51**	**21**
Group companies, associates and business units	23	44	—
Property, plant and equipment and intangible assets		1	11
Other financial assets		6	10
Other cash flows from investing activities:		**43**	**28**
Other proceeds from investing activities		43	28
CASH FLOWS FROM INVESTING ACTIVITIES		**(988)**	**(1,032)**
Receipts/(payments) on equity instruments:		**17**	**(2,571)**
Issue/disposal		17	—
Acquisition		—	(2,571)
Receipts and payments on financial liability instruments:		**(504)**	**(651)**
Issue		3,748	2,194
Repayment and amortisation		(4,252)	(2,845)
Dividends paid (and remuneration on other equity instruments)	10	**(621)**	**(665)**
Other cash flows from financing activities		**20**	**(2)**
CASH FLOW GENERATED FROM FINANCING ACTIVITIES		**(1,088)**	**(3,889)**
Other changes in cash and cash equivalents		**14**	—
Effect of fluctuations in exchange rates		**90**	**(243)**
VARIATION IN CASH AND CASH EQUIVALENTS		**329**	**(2,522)**
Cash and cash equivalents at beginning of the period		4,357	5,626
Cash and cash equivalents at the end of the period		4,686	3,104

Notes 1 to 29 contained in the notes to the condensed interim consolidated financial statements and the Appendices are an integral part of the consolidated interim statements of cash flows for the six-month periods ended 30 June 2026 and 2025.

Notes to the condensed interim consolidated financial statements of Naturgy at 30 June 2026

Note 1. General information

Naturgy Energy Group, S.A. is a public limited company that was incorporated in 1843. Its registered office is located at Avenida de America 38, Madrid, Spain. On 27 June 2018, the shareholders, in general meeting, agreed to change the company's business name to Naturgy Energy Group, S.A., formerly Gas Natural SDG, S.A.

Naturgy Energy Group, S.A. and subsidiaries ("Naturgy") form a group that is engaged mainly in the business of gas (supply, liquefaction, regasification, transport, storage, distribution and supply), electricity (generation, transport, distribution and supply) and any other existing source of energy. It may also act as a holding company and, in this respect, may incorporate or hold shares in other entities, regardless of their corporate object or nature, by subscribing, acquiring or holding shares, participation units or any other securities deriving from the same.

Naturgy operates mainly in Spain and, outside Spain, in Latin America, Australia, the USA and the rest of Europe.

Note 3 contains financial information broken down by operational segment.

Appendix I lists the changes in the consolidation scope with respect to Naturgy's investees at the closing date as detailed in the consolidated financial statements for the year ended 31 December 2025.

The shares of Naturgy Energy Group, S.A. are listed on the four official Spanish stock exchanges, are traded on the continuous market and form part of the IBEX35

Note 2. Basis of presentation and accounting policies

2.1. Basis of presentation

The consolidated financial statements of Naturgy Energy Group, S.A. for the year ended 31 December 2025 were approved by the shareholders at a General Meeting on 24 March 2026.

These condensed interim consolidated financial statements of Naturgy as at 30 June 2026 were authorised by the Board of Directors on 21 July 2026 pursuant to IAS 34 "Interim financial reporting" and should be read together with the consolidated financial statements for the year ended 31 December 2025, which were drawn up in accordance with Regulation (EC) No. 1606/2002 of the European Parliament and of the Council ("EU IFRS").

As a result, it was not necessary to replicate or update certain notes or estimates contained in the consolidated financial statements for the year ended 31 December 2025. Instead, the accompanying selected notes to the financial statements contain an explanation of significant events or movements in order to explain any changes in the consolidated financial position and results of operations, comprehensive income, equity and cash flows of Naturgy between 31 December 2025, the date of the above-mentioned consolidated financial statements, and 30 June 2026.

The figures set out in these condensed interim consolidated financial statements are expressed in million euro, unless otherwise stated.

2.2. Seasonality

Demand for natural gas is seasonal, with residential gas supplies and sales in Europe generally being higher in the colder months, from October to March, than during the warmer months, from April to September, while natural gas demand for industrial and power generation purposes is normally more stable throughout the year. Electricity demand tends to increase in summer in Spain, particularly in July and August, offsetting the seasonal fluctuations in gas, since both activities are in the "Supply" segment.

In other regions where the Group operates, such as Latin America, seasonal patterns may vary depending on weather conditions and specific consumption patterns in each country.

2.3. New IFRS-EU and IFRIC interpretations

As a result of their approval, publication and entry into force on 1 January 2026, the following standards, amendments and interpretations adopted by the European Union have been applied:

Standards adopted by the European Union		**Entry into force for annual periods commencing**
Amendments to the Classification and Measurement of Financial Instruments - Amendments to IFRS 9 and IFRS 7	They clarify the date of recognition and derecognition of certain financial assets and liabilities and new disclosures for contractual terms that may modify cash flows and for equity instruments designated at fair value through other income.	1 January 2026
Annual improvements to IFRS - Volume 11	Provide clarifications and changes affecting IFRS 1 (hedge accounting by a first-time adopter), IFRS 7 (gain or loss on derecognition of financial assets, deferred difference between fair value and transaction price, credit risk disclosure), IFRS 10 (determination of a "de facto agent"), IAS 7 (cash flows from investments in associates and joint ventures), and IFRS 9 (receivables that do not contain a significant financing component, derecognition of lease liabilities).	1 January 2026
Amendments to IFRS 9 and IFRS 7 - Renewable electricity contracts.	Sets out the cases in which a purchaser of renewable electricity may apply the own-use exception and specifications for the application of hedge accounting in power purchase contracts settled by differences.	1 January 2026

Standards entering into force in subsequent years

Standards that will enter force on or after 1 January 2027		Entry into force for annual periods commencing
IFRS 18, Presentation and Disclosures in Financial Statements	Standard on presentation and disclosures in financial statements that amends IAS 1.	1 January 2027
IFRS 19, Subsidiaries without Public Accountability: Disclosures under other IFRS Accounting Standards.	Specifies reduced disclosure requirements for an eligible subsidiary that applies the requirements of other IFRS Accounting Standards	1 January 2027
Amendment to IAS 21, Translation to a Hyperinflationary Presentation Currency	Establishes the rules for translating financial statements from a non-hyperinflationary currency to a hyperinflationary currency.	1 January 2027
Amendments to IAS 28. Changes to the fair value option for investments in associates and joint ventures.	Establishes the circumstances under which investments in associates may be measured at fair value through profit or loss	Date of initial application of IFRS 18

Naturgy has adopted the changes introduced regarding the classification and measurement of financial instruments; however, this adoption did not result in any changes to the classification of financial assets as at the date of initial application. Furthermore, Naturgy has invoked the exception that allows it to derecognise trade payables settled in cash through an electronic payment system at the time an irrevocable payment order is issued, provided that the settlement risk is negligible. Conversely, financial assets representing trade receivables that are settled in cash through an electronic payment system are derecognised only when the settlement is complete. The adoption of this exception with respect to trade payables had no impact on the beginning balances of these financial liabilities.

The changes in hedge accounting for long-term electricity sale contracts are aimed at avoiding the impact of inefficiencies generated by the difficulty of establishing highly probable sales at renewable generation facilities. These changes will be applied prospectively to new designated hedges arranged as from the date of initial application. Nevertheless, they allow for the termination of an existing hedge and the designation of a new one using the same hedging instrument (i.e., the electricity contract based on type) in accordance with the new criteria. As indicated in the 2025 consolidated financial statements, Naturgy has not adopted these amendments early and, as of the date at initial application, has not discontinued the existing hedging relationships associated with long-term electricity sales contracts. In addition, during the six-month period ending 30 June 2026, no long-term contracts were entered into to sell electricity to the market that include financial settlement mechanisms for differences between the market price and the price agreed upon in the contract, which would have to be accounted for as derivatives.

None of these standards, interpretations or amendments due to enter into force in future annual periods was applied early. As at the date of authorisation of these condensed interim consolidated financial statements, the potential impacts of their application are being analysed. In particular, Naturgy is assessing the impacts associated with IFRS 18, primarily in relation to the new classification of income statement items, which distinguishes between operating, investing, and financing activities, income taxes, and discontinued operations, as well as in the identification of performance metrics defined by management and in the guidelines for aggregating and disaggregating information in the financial statements. In addition, the amendments to IAS 7 are currently being analysed; these amendments require the use of operating income as the starting point for presenting cash flows from operating activities when the indirect method is applied.

The analyses conducted to date indicate that the impacts resulting from the application of IFRS 18 relate to the presentation, classification, and disclosure of certain items in the financial statements and, as a result, Naturgy is making the necessary adjustments to its information systems to ensure it has the information required to comply with the new presentation criteria.

The identified changes primarily affect operating income, based on an analysis of the main activities to be considered, as well as other issues such as the classification of foreign exchange differences in the same category as the items that generated them, or the result from inflation exposure, although no significant changes in amounts are expected in this category.

In addition, Naturgy is analysing the figures to be included as performance evaluation measures defined by management and in the adaptation of information systems to obtain the reconciliations and impacts required by IFRS 18.

Management continues to monitor developments related to the implementation of international tax reforms that introduce an additional global minimum tax (Pillar 2), as well as the obligations arising from Spanish Law 7/2024, of 20 December, which establishes the top-up tax to ensure a global minimum level of taxation for multinational groups and large domestic groups. That law applies to financial years beginning on or after 31 December 2023; therefore, 2024 was the first year in which Naturgy was affected by Pillar 2 regulations.

All the obligations established by the various countries where Naturgy operates (Ireland, Luxembourg, Italy, Portugal, and France) were duly fulfilled within the specified deadline, with Australia and Spain still pending, as their filing deadline extends beyond 30 June 2026. The remaining jurisdictions where Naturgy operates have not established any formal obligations with respect to Pillar 2.

Regarding the payment obligation, only in Ireland has it been necessary to make a payment of Complementary Tax for the 2024 financial year in the amount of €0.2 million, less than the initially estimated amount of €1.4 million and, in relation to Puerto Rico, a payment of €48,000, less than the estimated amount of €0.5 million, must be made before July 25, 2026 to the Tax Agency in Spain.

Following the analysis of the application of safe harbour provisions based on data from the Qualified Country-by-Country Report for fiscal year 2024, the jurisdictions of Ireland and Puerto Rico were found to be required to submit the full calculation. Therefore, in accordance with the "Once in, always in" principle, these two jurisdictions will always be required to submit the full calculation, even if no amount is payable. The analysis of the Qualified Country-by-Country Report for fiscal year 2025 and as of June 30, 2026, does not determine that any other jurisdiction is required to submit the full calculation.

As at 30 June 2026, it was not necessary to recognise any amount for the top-up tax in Puerto Rico, as its effective rate stands at slightly above 15%, in line with the situation at the end of 2025. As the top-up tax paid in Ireland is treated as a covered tax for the purposes of the Spanish top-up tax, no additional impact was reflected in these condensed interim consolidated financial statements. In addition, as at 30 June 2026, an estimate for top-up tax in the amount of Euros 4 million was recognised in the separate financial statements of the relevant Irish company (Euros 5 million at the end of 2025).

Meanwhile, Naturgy continues to make progress in implementing the technology needed to comply with the tax obligations arising from Pillar 2.

2.4. Accounting policies

The accounting policies applied in these condensed interim consolidated financial statements are the same as those applied in the consolidated financial statements for the year ended 31 December 2025, except for the adoption of the new EU-IFRS standards, interpretations and amendments that came into force on 1 January 2026.

2.5. Significant accounting estimates, assumptions and judgements

The preparation of the condensed interim consolidated financial statements requires the use of estimates and assumptions. The valuation standards that require a greater degree of estimation are listed in Note 2.4.25 "Significant accounting estimates and judgements" in the consolidated financial statements for the year ended 31 December 2025.

The main updates are detailed below, considering the outlook in the current context:

a. Impairment of non-financial assets

Note 4 “Non-financial asset impairment losses” details the main assumptions used to determine the recoverable value of cash-generating units (CGU).

After reviewing the impairment indicators of the CGUs as at 30 June 2026, it was found not to be necessary to conduct an impairment test or, consequently, to recognise or reverse impairment.

b. Climate change and energy transition

In line with the information provided in the 2025 financial statements, Naturgy maintains its position as a key player in the energy transition toward a progressively decarbonised efficient model. There were no structural changes to the strategy during the first half of 2026, although certain assumptions, estimates, and the regulatory and geopolitical context were updated.

In line with this objective, Naturgy has a Climate Transition Plan (CTP) detailing the paths for reducing greenhouse gas (GHG) emissions and the intermediate targets required under applicable regulations, which provide an understanding of the mitigation efforts undertaken by the Group.

Naturgy's GHG emission reduction targets for 2030 are as follows:

- Reduction of Scope 1 and 2 emissions by 36% with respect to 2022, in line with the 1.5ºC global warming reduction pathway.

- Reduction of Scope 3 emissions in Spain by 22% with respect to 2022. This target is aligned with the "Well Below 2 Degrees" (WB2D) reduction pathway. If emissions from the other countries are considered, the Scope 3 reduction is expected to be 8%, also with respect to 2022.

As at 30 June 2026, total Scope 1 and 2 emissions had been cut by 9.9% with respect to 2022. During the first half of 2026, no measurements were taken in relation to Scope 3 emissions (in 2025, emissions in this scope were reduced by 15% with respect to 2022). As observed throughout much of 2025, emissions trends have been influenced by the increased output from combined-cycle gas-fire plants, which was necessary to ensure security of supply in Spain amid high demand on the grid.

To achieve the objectives set out in the CTP, Naturgy will continue to promote and lead a business model and investment plan fully aligned with the energy trilemma: security of supply, accessibility and affordability of energy, and mitigation of environmental impact.

Naturgy's Strategic Plan 2025-2027 envisages continuing to invest in the energy transition, principally in to renewable generation, electricity grids and renewable gases. It also plans to continue developing energy solutions that promote efficiency at a competitive cost for customers.

The CTP's main lines of action, as set out in the Strategic Plan 2025-2027, are based on an integrated electricity and gas business model that promotes the decarbonisation of energy through technological neutrality and at the lowest possible cost for consumers, specifically:

- Promoting renewable electricity generation using solar and wind together with the necessary growth of electricity grids and back-up capacity using natural gas combined cycle plants.

- Developing renewable gases as a lever for the decarbonisation of natural gas through biomethane produced from organic waste and, in the medium/long term, green hydrogen generated from surplus renewable electricity. This promotes decarbonisation at the lowest possible cost to the consumer and drives the circular economy through the use of waste or surplus.

- Offering eco-efficient, carbon-neutral products and services at competitive prices to our customers.

- Increasing electrification of final demand in applications where it is most efficient.

Naturgy's CTP will contribute to the future objective of transforming the energy mix contemplated in the National Energy and Climate Plan (NECP) 2023-2030, approved by the Spanish Cabinet on 24 September 2024, which is also aligned with the objective of climate neutrality in the EU by 2050. For the other countries where Naturgy operates, the published national plans and the GHG reduction pathways set out by the International Energy Agency in the "Net Zero Roadmap" scenario are taken into account.

Information on the CTP, the Group's decarbonisation strategy and the GHG emission reduction targets are set out in section "E-1 Climate change" of the Group's 2025 Non-Financial Disclosures and Sustainability Report, which is prepared in line with the recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD), now tracked by the International Sustainability Standards Board (ISSB).

On 26 February 2025, the European Commission presented the Omnibus I package, aimed at simplifying the regulatory framework applicable to sustainability reporting. This initiative culminated in the adoption of Directive (EU) 2026/470, published on 26 February 2026 and effective as from 18 March 2026, which introduces amendments to the Corporate Sustainability Reporting Directive (CSRD) and the corporate sustainability due diligence framework with the aim of reducing administrative burdens and narrowing the scope of disclosure obligations. As at the date of authorisation of these condensed interim consolidated financial statements, the CSRD has yet to be transposed into Spanish law. Furthermore, the European Sustainability Reporting Standards (ESRS), adopted by Delegated Regulation (EU) 2023/2772, remain in force and have not been replaced, notwithstanding the European Commission's ongoing efforts to simplify them in the future.

These condensed interim consolidated financial statements have been prepared taking into account the decarbonisation commitments made by Naturgy, in addition to the risks and uncertainties related to climate change and the decarbonisation of the economy. In preparing these annual accounts, consideration was given to the IASB publication "Effects of Climate-Related Matters on Financial Statements" (July 2023 update), and to the guidelines in the "ESRS E1. Climate change" standard, which sets out the reporting framework on corporate sustainability defined by the CSRD in this area. The recommendations issued to date by the European Securities and Markets Authority (ESMA) were also taken into account.

The main estimates and accounting judgements made by Naturgy's management and directors when preparing the condensed interim consolidated financial statements as at 30 June 2026 in connection with the expected effects of climate change and the energy transition are described below.

1. Recoverability of non-financial assets

As detailed in Note 2.4.6 to the 2025 consolidated financial statements, non-financial assets are tested for impairment whenever an event or change in circumstances indicates that their carrying amount might not be recoverable. Additionally, irrespective of the existence of any evidence of impairment, goodwill and intangible assets not in use or with indefinite useful lives are tested at least annually for impairment. The cash-flow projections used in the non-financial asset impairment tests are based on the best available forward-looking information and reflect the investment plans in place in each CGU for maintaining the assets' operating capacity. Those projections are in line with Naturgy's strategy and consider the range of economic conditions that might exist in the foreseeable future in relation to climate change and the energy transition. The projections also take into account the expected impact on wholesale and retail electricity market prices resulting from the entry into operation of new renewable generation facilities and developments in gas, oil and emission allowance prices, as well as expected demand.

In Spain, Naturgy's thermal electricity generation facilities continue to be regulated by Directive 2003/87/EC, which establishes the European Union Emissions Trading Scheme (EU ETS). This Directive has undergone multiple revisions, including the reform approved in 2023 through Directives (EU) 2023/958 and 2023/959, to strengthen climate ambition within Phase IV (2021–2030). These amendments align the system with the objectives of the Fit for 55 package, in line with the Paris Agreement, setting a 62% reduction in emissions by 2030 compared to 2005 for sectors covered by the EU ETS, thus contributing to the EU's overall target of reducing net emissions by at least 55% compared to 1990 by the same date. Furthermore, as at 1 January 2024, the scope of the EU ETS has been extended to include emissions from maritime transport activities, applicable to ships whose port of loading and/or unloading is located in EU/EEA countries, which is being phased in until 2027.

Naturgy carries out comprehensive portfolio management for the acquisition of emission allowances equivalent to the verified emissions of its combined cycle and cogeneration facilities and its maritime shipping activity. To this end, Naturgy actively participates in both the primary market, through auctions, and the secondary market. These emissions relate mainly to the CCGT plants in Spain and, to a lesser extent, to LNG used by the company's ships, and represented 95.8% of Naturgy's direct (scope 1) emissions in Spain in the first half of 2026.

In Mexico, the impairment tests on the CCGT plants assume the receipt of emission allowances equivalent to the tonnes of CO2 emitted. Under the current Emissions Trading System Pilot Programme, it is expected that these emissions will be covered by free allowances throughout 2026. Although, as at the date of authorisation of these condensed consolidated interim financial statements, the regulatory provisions governing the system's operational phase have not yet been published, it is expected that from 2027 the emissions produced will continue to be covered by free allowances and that, should these prove insufficient or cease to be available, the uncovered CO2 costs will be passed on to the selling price as an additional operating cost, similar to what occurred previously in the European market.

As at 30 June 2026, cogeneration facilities represent only a small proportion of Naturgy's generation portfolio, accounting for approximately 0.3% of installed capacity in Spain, with a net carrying amount of Euros 21 million.

The CO_2 prices assumed in the impairment test are detailed in Note 4 to the 2025 consolidated financial statements. Other material information on emission allowance costs in 2026 and 2025 is disclosed in Note 11 Provisions.

In the case of cash flow projections for the impairment tests that present terminal values, the latter are calculated on the basis of a long-term growth rate aligned with the demand trend quantified by Naturgy using its energy models, in line with current expectations with regard to the transition to a low-carbon economy and considering the physical and transition risks associated with climate change.

Projections of hydroelectric, wind and photovoltaic solar electricity output from Naturgy's renewable assets are based on projected underlying weather conditions (temperature, precipitation, wind speed and insolation).

Decommissioning costs for combined cycle and renewable generation plants are estimated in line with the long-term target.

As required by accounting standards, the cash flows estimated for the value in use of each CGU take into account assets' current status and, therefore, do not include future investments due to technological changes or any strategic investments envisaged in the energy transition for which no assets currently exist.

The rates used to discount cash flows take into account all relevant factors affecting the perception of risk, including those associated with the energy transition and physical risks due to climate change. The cost of capital considered in each of the rates used implicitly incorporates market expectations about access to and costs of funding, provided that these risks are material for the industry and the specific context of the asset.

As indicated in Note 4, as at 30 June 2026, there were no general indications of impairment or specific issues requiring a review of the estimates of the recoverable amount of the cash-generating units (CGUs), which were updated as at 31 December 2025. Consequently, no additional impairment losses have been recognised during the year because it was not determined that the recoverable amount of the CGUs is below their net carrying amount due to expectations that a risk related to climate change or the energy transition will materialise.

Naturgy will continue to update its operational plans and pricing outlook to take account of changes in the economic environment and the pace of the energy transition.

2. Main Group assets subject to climate change and energy transition risk:

Naturgy continuously reviews whether uncertainties arising from climate change require modifications to the structure of reported operating segments (see Note 3). Following this analysis, the structure remained unchanged with respect to 2025.

a. Coal-fired power plants

Following the closure of all Naturgy's coal-fired power plants in the first half of 2020, the group has not generated any electricity from coal. These facilities are fully depreciated/provisioned as at 30 June 2026. During the year, progress continued to be made in dismantling the plant; the decommissioning certificate for one plant is still pending and is expected to be issued in the second half of 2026.

b. Combined cycle gas turbine (CCGT) power plants

The Group's combined cycle gas turbine plants (in Spain and Mexico) represent the most eco-efficient generation technology available at present to provide the necessary back-up for renewable energies and enable their widespread implementation while also guaranteeing security of supply, both of which are key factors for the energy transition.

In Spain, it is important to note that all the installed capacity of these plants is included in the NECP approved recently for 2023-2030, which is aligned with the European objective of achieving climate neutrality by 2050. These facilities are a fundamental element in ensuring the growth of renewable energies in the national electricity system, as they are provide back-up to maintain the electricity supply in the event of a lack of wind, sun or water. Accordingly, in December 2024 the Ministry for Ecological Transition and the Demographic Challenge released for public consultation a Draft Order proposing the creation of a capacity market in the Spanish mainland electricity system. As at 30 June 2026, this draft has yet to be approved.

As at 30 June 2026, the carrying amount of these assets is Euros 1,750 million, of which Euros 981 million relate to CCGT plants in Spain. The net carrying amount of the total CCGT plants in Spain is estimated for 2030, 2040 and 2050 at Euros 685 million, Euros 334 million and zero, respectively. The net carrying amount, excluding goodwill (Note 5), of the CCGT plants in Mexico is estimated at Euros 554 million in 2030, Euros 237 in 2040 and Euros 0 million in 2050.

A trend in electricity output below the assumptions used by Naturgy as set out in Note 4 to the 2025 consolidated financial statements could have an impact on the recoverability of the carrying amount of those assets that is recognised in the condensed interim consolidated financial statements as at 30 June 2026.

c. Nuclear plants

In Spain, Naturgy is a joint owner of the Almaraz and Trillo nuclear power plants, alongside other electric utilities. As at 30 June 2026, the carrying amount of those facilities was Euros 209 million.

Naturgy relies on the Decommissioning Protocol agreed in 2019 with Enresa, Spain's national radioactive waste company, which establishes a schedule for the progressive closure of all nuclear power plants, in line with the energy transition to renewable sources and the decarbonisation target for 2050. The part of this protocol covering up to 2030 is also part of the NECP. During the first half of 2026, the industry-wide debate continued regarding the timeline for decommissioning Spain's nuclear power plants and the possible extension of the operating life of certain facilities. Nevertheless, as at the date of authorisation of these condensed interim consolidated financial statements, the Spanish government has not adopted any official resolution amending the decommissioning schedule established in the 2019 Protocol. See section 2.2.2.1 of Appendix II. Regulatory Framework.

d. Hydroelectric power plants

As at 30 June 2026, the net carrying amount of these facilities in Spain is Euros 857 million. The recoverable value of these assets could be affected in the event of a larger-than-expected future reduction in water availability due to climate change, particularly in run-of-river plants. The assumptions used in the hydroelectric power generation CGU impairment test include developments in water availability and their impact on river flows and, therefore, on production.

e. Renewable energy assets

As at 30 June 2026, the carrying amount of these assets (excluding the hydroelectric plants detailed in the preceding section) is Euros 7,584 million, of which Euros 4,814 million relate to assets in Spain. The main perceived risk for these assets, although highly improbable, is a potential negative future trend in solar and wind resources, which are the key variables in the performance of this line of business. There may also be reductions in the remuneration arrangements for renewable energies and lower prices in marginal wholesale markets due to an increase in renewable production with low variable costs. The impairment tests for these assets did not consider any changes in the operation of the wholesale market that have not yet been approved, but did consider the forecasts for solar and wind resources.

f. Electricity and gas transportation and distribution assets

As at 30 June 2026, the net carrying amount of those assets was Euros 14,122 million.
Of the total amount, gas transmission and distribution assets amount to Euros 5,791 million and electricity transmission and distribution assets to Euros 8,331 million. In Spain, Euros 2,354 million relate to the gas business and Euros 6,720 million to the electricity business; in Argentina, Euros 367 million relate mainly to the gas business; elsewhere in Latin America: Euros 668 million in Brazil, Euros 1,663 million in Chile and Euros 789 million in Mexico relate to the gas business, and Euros 1,561 million in Panama relate to the electricity business.

These regulated assets are essential to ensuring a reliable supply and enabling the transition to renewable generation sources, while demonstrating high resilience in the face of technical and climate challenges. Increases in temperature and a higher frequency of extreme weather events could lead to greater technical losses (for a discussion of these risks, see Section E1-9 of the 2025 Non-Financial Disclosures and Sustainability Report), a deterioration in service quality levels, higher operating and maintenance costs and higher annual investments, although the volumes should be covered by the multi-year tariff reviews for these regulated businesses. The investment and response plans already in place, accumulated experience and network design (meshing and undergrounding of lines) should mitigate these effects. A potential massive development of distributed generation would be partially offset by the increasing electrification of the economy (e.g. electric cars) and investments in smart grids.

Naturgy's planning for the coming years envisages the coexistence in Spain of natural gas demand with demand for biomethane, to be distributed through the group's current infrastructures. It is estimated that the adaptation of existing networks for biomethane transportation will not require significant investments. In this context, it should be noted that the regulatory framework in Spain is evolving, and proposals for new circulars — which will determine the rates for natural gas distribution and transmission and for liquefied natural gas plants for the 2027–2032 period and incorporate new remuneration items and incentives associated with, among other items, biomethane injection into the grid — were recently released for public comment. As at the date of authorisation of these financial statements, the CNMC has submitted these proposals to the Ministry of Economy, Trade, and Enterprise for referral to the Council of State, and they are currently awaiting final approval.

In this regard, the Draft Royal Decree on the Promotion of Biomethane establishes annual penetration targets for biomethane for uses other than transportation, applicable to supply companies and direct consumers in the market. The regulation establishes a trajectory with a mandatory minimum percentage of certified biomethane, starting at 0.5% in 2028 and rising to 6% in 2035, based on the total amount of natural gas and liquefied natural gas consumed or supplied in the domestic market during the calendar year. In addition, with the aim of promoting the development of production facilities for other gases and their injection into the natural gas system, this Royal Decree establishes that reverse-flow equipment and direct connection lines are to be classified as assets of the natural gas system for the purposes of operation and maintenance and third-party access.

Hydrogen distribution is still being considered, and the level of investment is expected to depend on the percentage of blending, which, together with the relevant regulations, will determine the viability of using the current infrastructure. It is estimated that the implementation of low percentages of hydrogen should not require significant investments to adapt the current network.

For gas transportation and distribution assets in Argentina, Brazil, Chile and Mexico, the same strategy as applied for Spain is envisaged although with slower implementation and always in line with each country's energy policies.

g. Supply

As at 30 June 2026, the Supply business CGU has net operating assets amounting to Euros 338 million. The impact of climate change and the energy transition on the supply business is considered to be minor, as the lower demand for natural gas could be offset by expected higher growth resulting from the electrification of the economy and the supply of renewable gases.

In terms of transition risks, the Group’s current positioning — as a result of its investment focus on renewable energy and networks — places it in a favourable position to address those risks. The Group considers that the opportunities arising from the decarbonisation of the global economy (growth in renewables, investment in integrating smart grids, electrification of demand, biomethane, and green hydrogen, among others) outweigh the risks.

3. Useful lives of non-financial assets

The energy transition and the pace at which it progresses may impact the remaining useful life of assets. Nevertheless, Naturgy reviews the useful life of its assets at least at the end of each annual period.

Determining the useful lives of non-financial assets requires estimates as to the level of utilisation of the assets, the expected technological developments and the existence of legal limits or any other restrictions on their use that might arise. Based on the assumptions used in relation to Naturgy's assets, in the first half of 2026 there were no potential direct or indirect impacts arising from climate change making it necessary to re-estimate the useful life of the assets, not even in the specific case of gas transmission and distribution infrastructure, considering the expected use of renewable gases in the short and medium term.

The calculation of the useful lives (Note 2.4.4 to the 2025 Consolidated financial statements) of assets in Spain takes into account the objectives of the NECP and the commitments undertaken in the CTP, the protocol signed with Enresa in the specific case of nuclear plants, and the terms of the administrative concessions in the case of hydroelectric power plants. For gas and electricity distribution network assets, the regulations of each country have been taken into account, as well as the terms of the concessions.

As indicated in the previous section, a very significant percentage of the carrying amount of combined cycle gas turbine plants as at 30 June 2026 will have been depreciated by 2030, and they are expected to be fully depreciated by 2050.

4. Decommissioning provisions

The energy transition and the pace at which it progresses may also bring forward the decommissioning of combined cycle plants. Most of the combined cycle plants owned by Naturgy in Spain are expected to start decommissioning in the period 2042-2046, when they reach the end of their useful lives. In the case of Mexico, the useful lives of the plants conclude between 2041 and 2043, with the exception of the last facility commissioned, whose useful life expires in 2050, and it is assumed that they will be decommissioned at the end of their useful lives. However, to date, there is no national plan in Mexico for the closure of these facilities.

The hydroelectric plants are covered by temporary administrative concessions. Upon expiration of the administrative concessions, the plants revert to the State in good working order, which is achieved by maintenance programmes. Therefore, it is not necessary to recognise provisions for decommissioning except in cases where maintaining the plant upon expiration of the concession would be counter to the public interest or where it is not viable to continue operating it. For these exceptions, Naturgy has recognised decommissioning provisions that, in any case, relate to a group of facilities that account for a small portion of the Group’s total hydroelectric assets.

In addition to the decommissioning timeframe, Naturgy also uses a discount rate in line with the average remaining useful life of these assets.

Estimates of decommissioning costs are based on the regulatory and external environment that is known at the current date.

5. Gas procurement contracts

Naturgy has long-term natural gas procurement contracts that guarantee security of supply and price stability, which are essential aspects of the energy transition. These contracts were evaluated in the context of the Group's decarbonisation strategy, considering that natural gas continues to be a necessary backup technology for the massive integration of renewable energies into the electricity system. Naturgy also continuously analyses regulatory and market developments in all the geographies where it operates to ensure that these contracts are compatible with emission reduction targets and with the gradual incorporation of renewable gases, such as biomethane and green hydrogen, into its procurement portfolio.

6. Recoverability of deferred tax assets

Sufficient taxable profits are expected to be generated within the planning period to ensure the recovery of the deferred tax assets recognised for accounting purposes as at 30 June 2026. The recoverability of these assets was estimated using the same judgements and assumptions as for calculating the recoverable amount of non-financial assets.

7. Regulation

The regulatory framework on climate change and the energy transition, at both the European and national levels, is constantly evolving, including initiatives such as the European Green Deal, the “Fit for 55” package, and related national legislation, notably Spanish Law 7/2021 on Climate Change and Energy Transition, as well as other regulations applicable in the energy and climate sectors.

On 5 March 2026, the Council of the European Union approved the amendment to the European Climate Law (Regulation (EU) 2021/1119), incorporating a binding interim climate target that calls for a 90% reduction in net greenhouse gas emissions by 2040 with respect to 1990 levels. Under the regulation, starting in 2036, limited use may be made of high-quality international credits up to a maximum of 5% of the target, so that at least 85% of the reduction must be achieved through actual reductions within the European Union, in line with the regulatory pathway toward climate neutrality by 2050.

However, as at the date of authorisation of these condensed interim consolidated financial statements, the approved regulatory framework does not specify the allocation of reduction targets among member states or their sectoral breakdown, factors that will be critical for a more detailed assessment of the potential impact on the Group’s assets in Spain. In the absence of such specific regulatory provisions, it is not appropriate at this time to conduct a more precise quantitative assessment of the potential regulatory effects associated with the new climate target for 2040.

In relation to the other countries where Naturgy operates, the company complies with energy policy and regulations on climate change, although the EU regulation is by far the most advanced.

This global regulatory framework exposes the Group to transition risks as well as new operational opportunities. Management continuously assesses the impact of these regulatory developments on the accounting assumptions and estimates used in preparing these condensed interim consolidated financial statements; however, as at the date of their authorisation, no significant unprovisioned adverse impacts have been identified.

8. Dividend distribution

Climate change risks are not expected to affect the Company's capacity to pay dividends to shareholders because of its strong cash flow and existing reserves.

In the case of regulated lines of business, a scenario in which the conditions for maintaining the current rate of investment continue to exist is compatible with the levels of dividend payments observed to date. However, in the case of deregulated lines of business, their future capacity to pay dividends is difficult to foresee due to unknown risks and uncertainties that might cause actual results, performance or events to differ substantially from those envisaged in the Group's projections.

9. Physical risks

Naturgy recognises the need to conduct ongoing analysis to enable a comprehensive assessment of the climate resilience of all its assets. In this regard, the Group continuously monitors the physical risks associated with climate change with the aim of ensuring the safety of its operations and the continued operation of its facilities under adverse weather conditions (see the assessment of these risks in section E1-9 of the Non-Financial Disclosures and Sustainability Report for 2025).

The design and construction of Naturgy's assets serve to mitigate physical risks, whether related to climate change or otherwise, and the associated costs are included in the initial recognition of these assets in the consolidated balance sheet. In addition, the Group adopts measures to adapt to the physical risks of climate change, in line with the European Taxonomy, to reduce vulnerability and strengthen the resilience of its existing facilities.

During the first half of 2026, there were no significant impacts on Naturgy’s operations or significant physical damage to its assets as a result of weather events, despite the occurrence of certain weather events in some of the regions where the Group operates.

This period saw, among other things, episodes of high-intensity wildfires in certain areas of Chile and Australia, as well as floods in parts of southeastern Brazil and extreme weather events in the United States and Spain.

In this context, and given the experience gained in previous years — which were marked by various types of adverse weather events in the markets where the Group operates — the resilience of its assets and the effectiveness of the prevention, mitigation, and adaptation measures it has implemented are clearly evident.

Consequently, these events did not make it necessary to reassess the physical risks in the Group’s asset impairment tests, nor did they require any changes to the climate change adaptation policy or to the assessment of risks related to fires, floods, extreme temperatures, or severe weather events.

In the long term, Naturgy's business portfolio is expected to evolve with the energy transition, considering at all times the energy trilemma: security of supply, accessibility and affordability of energy, and mitigation of environmental impact. Decision-making on the future business portfolio will be guided by the pace of the Group's progress as it moves towards meeting the emission reduction targets. Setting the energy system on the path to net zero emissions will require unprecedented, coordinated action between energy suppliers, consumers and, above all, governments.

c. Geopolitical risks and uncertainties

During the first half of 2026, the global geopolitical environment continued to be characterized by a high level of uncertainty, growing geoeconomic fragmentation, and energy markets that were particularly sensitive to developments in various international hotspots.

In this context, the first half of 2026 saw a significant increase in geopolitical tensions in the Middle East, particularly as a result of the conflict between the United States and Iran that began in late February 2026. This situation has affected certain energy infrastructures and strategic hydrocarbon transport routes, contributing to higher prices and greater volatility in the international oil and gas markets, as well as an increase in the geopolitical risk premium, although it has had no direct physical impact on the Group’s procurement sources.

In line with the above, the first quarter of 2026 saw a significant spike in gas prices, accompanied by increased volatility, and prices remained close to those peaks throughout the second quarter.

Meanwhile, the armed conflict between Ukraine and Russia, which began in February 2022, continues with no clear signs of resolution, and it continues to be a structural risk factor in international energy markets. In the regulatory sphere, EU institutions are maintaining their strategic focus on gradually reducing energy dependence on Russia. In this regard, the measures adopted in previous months remain in effect.

On 23 October 2025, the Council of the European Union adopted the 19th package of sanctions against Russia, which includes a ban, effective from 1 January 2027, on the purchase, import or transfer, directly or indirectly, of liquefied natural gas (LNG) originating in or exported from Russia under contracts with a duration of more than one year signed before 17 June 2025 (short-term contracts are prohibited from April 2026). These sanctions were extended: to 31 July 2026 on 22 December 2025, and, subsequently, to 31 July 2027 on 25 June 2026.

Additionally, the Council of the European Union and the Parliament reached an agreement to approve a Regulation, which was finally published on 2 February 2026, banning imports of Russian natural gas, both by pipeline and in the form of LNG. This regulation provides for the entry into force of a ban on imports into the European Union under long-term LNG contracts, effective 1 January 2027, provided that such contracts were signed before 17 June 2025 and were not amended thereafter, and for pipeline gas contracts, effective September 30, 2027, including a transitional regime for pre-existing contracts, providing for prior authorisation requirements to ensure compliance.

The European Commission has stated that this ban constitutes a case of force majeure for the companies that are party to such long-term contracts, meaning that breach of the commitment to take the gas will not generate liability for the buyer.

As part of its procurement portfolio, Naturgy has a long-term contract to procure LNG of Russian origin that was concluded in 2013 with Yamal LNG and includes take-or-pay clauses for 38 TWh per year through 2041. Since the beginning of the conflict, Naturgy has received the volumes strictly established in the contract. During the first half of 2026, the volumes supplied under this contract accounted for approximately 20% of the Group's total procurement, similar to the percentage observed in previous years (16% in 2025).

Except as noted above, Naturgy does not have any other long-term contracts susceptible to being affected by the sanctions currently in place, nor does it hold any interest in companies operating in Russia or Belarus or have investments in those countries, nor does it have cash balances or equivalent liquid assets that are restricted as a result of those measures and sanctions.

In addition, the global geopolitical context continues to be affected by growing trade and regulatory tensions among major economies, which result in persistent volatility in energy and other commodity prices, as well as potential disruptions to supply chains and project timelines. In this context, the Group maintains a mitigation strategy based on diversifying its procurement sources, active management of strategic inventories, flexible project planning, the use of contracts with contingency clauses, continuous assessment of logistics risks, and collaboration with operators to secure alternative routes, as well as contingency plans designed to ensure business continuity.

In contrast with other regions, recent events in Venezuela have not had a significant impact on the Group, as it has no significant operational or financial exposure in that country.

Given that this situation is evolving constantly and that it is difficult to predict to what extent and for how long various geopolitical conflicts might continue to affect the macroeconomic environment and energy markets, Naturgy continuously monitors material economic, regulatory, and business variables in order to obtain the best possible real-time estimate of potential impacts, taking into account the recommendations of national and supranational supervisory bodies.

d. Estimated revenue from renewable energy generation facilities under the specific remuneration scheme

To determine the accounting adjustment for deviations in the market price of renewable generation facilities subject to the specific remuneration regime, as described in Note 2.4.25.i to the 2025 consolidated financial statements, Naturgy, in accordance with its best estimate of future energy market prices, estimates the Net Present Value (NPV), as well as the return on investment to be obtained in each of the standard facilities (IT) in which the Group operates in Spain in the recalculation of remuneration parameters of the next regulatory half-period.

These estimates, together with an analysis of other qualitative factors, determine whether leaving the remuneration scheme would not have significantly more adverse economic consequences than remaining in the scheme and, therefore, the general accounting treatment is not applied and the asset is only recognised in the event of positive market deviations. The amount of negative deviations not recognised for this reason as at 30 June 2026 and 31 December 2025 is Euros 12 million.

2.6. Consolidation scope changes

Appendix I lists the changes to the consolidation scope in the six-month period ended 30 June 2026 and in 2025; the main changes are described below.

Year 2026

On 30 January 2026, Naturgy acquired, through Naturgy Energy Group, S.A., an 85% stake in Lean Grids Services, S.L. (Note 24), thereby attaining a 100% ownership interest in that company.

On 13 February 2026, Naturgy, through its U.S. subsidiary, Naturgy Candela Devco, LLC, sold the following companies: 1780 Solar Project, LLC, Stonefield Solar, LLC, Rough Hat Solar, LLC, Larrea Solar Project, LLC, Bar C Solar, LLC, Esmeralda North Solar Project, LLC, Rough Hat Clark Bess, LLC, Rough Hat Clark Manager, LLC, Sunflower Energy Project, LLC, Sunvine Energy Project, LLC, and Independence Energy Project, LLC (Note 9).

On 10 March 2026, Naturgy acquired, through subsidiary Naturgy Nuevas Energías, S.L.U., 75% of Serpentina Solar, S.L.

On 13 March 2026, Naturgy acquired, through subsidiary Naturgy Nuevas Energías, S.L.U., 75% of Callacantis, S.L.

On 25 March 2026, Naturgy, through its U.S. subsidiary, Naturgy Candela Devco, LLC, sold Summer Shade Solar, LLC (Note 9).

On 29 April 2026, Naturgy acquired, through subsidiary Naturgy Nuevas Energías, S.L.U., 100% of RWE 2, S.L.U.

On 20 May 2026, Naturgy acquired, through subsidiary Naturgy Nuevas Energías, S.L.U., 100% of Bio Utiel, S.L.U.

On 30 June, through its U.S. subsidiary, Naturgy Candela Devco, LLC, Naturgy sold DT Solar Farms, LLC (Note 9).

For acquisitions of companies made during the first half of 2026, Naturgy conducted an analysis to determine, for each acquisition, whether a business or a group of assets was being acquired, and it concluded in most cases they were acquisitions of assets, not of business lines, except as disclosed in Note 24.

Year 2025

On 10 January 2025, through subsidiary Naturgy Vento, S.A., Naturgy acquired 9% of SET Veciana, S.L.

On 6 March 2025 and 23 July 2025, Global Power Generation, S.A. carried out capital increases by offsetting receivables from Global Power Generation Australia Pty, Ltd., which increased its stake in the capital of that company (and its subsidiaries) by 0.9%.

On 3 October 2025, Naturgy acquired, through subsidiary Naturgy Nuevas Energías, S.L.U., 75% of Pelecanus, S.L.

On 16 October 2025, Naturgy acquired, through subsidiary Naturgy Nuevas Energías, S.L.U., 75% of the companies Alnux Solar, S.L., Linurgus, S.L. and Atrotus, S.L.

On 4 November 2025, Naturgy acquired, through subsidiary Naturgy Nuevas Energías, S.L.U., 75% of Carpodacus, S.L.

On 27 November 2025, Naturgy acquired, through subsidiary Naturgy Nuevas Energías, S.L.U., 75% of the companies Artinita, S.L. and Hidenita, S.L.

On 11 December 2025, Naturgy sold, through subsidiary Naturgy Vento, S.A., 7% of SET Veciana, S.L.

On 26 December, “Sociedade Galega do Medio Ambiente, S.A.” increased capital; Naturgy did not subscribe, with the result that its stake in the share capital of this company was reduced by 3.8%.

On 31 December 2025, Naturgy sold, through its subsidiary Naturgy Aprovisionamientos, S.A., a 7.4% stake in Qalhat LNGS A.O.C.

For acquisitions of companies in 2025, Naturgy carried out an analysis of each acquisition to determine, where applicable, whether a business or a group of assets was being acquired, and concluded that no business combinations took place in 2025.

Note 3. Operational segment financial information

Naturgy's operating segment structure is aligned and coherent with the model for reporting to the Board of Directors, which is responsible for regularly reviewing the results of the segments within the company's operational decision-making process in order to decide on the resources to be allocated to each of them and assess their performance.

Operating segments are identified and aggregated by considering material factors, such as the similarity of economic characteristics, the nature of products and services, operating processes, types of customers, distribution methods, and the regulatory environment. On this basis, only those segments that have substantially similar material characteristics and a comparable long-term performance profile, such as to justify their presentation together, are aggregated.

During the first half of 2026, there were no significant changes in the Group's circumstances that would require a modification of the operating segment structure; consequently, the identification and aggregation criteria applied at the end of 2025 remain in effect.

As at 30 June 2026, the operating segments are grouped into two large blocks, Distribution Networks and Energy Markets:

- **Distribution Networks:** groups together the business segments devoted to managing regulated gas and electricity distribution and transport infrastructures. The definition of each operating segment within this group is based primarily on geography (country), type of activity, regulatory environment, type of customer and homogeneity of operating processes.

  - **Gas Spain**: regulated gas distribution business in Spain.
  - **Gas Mexico**: regulated gas distribution and supply in Mexico.
  - **Gas Brazil:** the regulated gas distribution and supply in Brazil.
  - **Gas Argentina**: regulated gas distribution and supply in Argentina.
  - **Gas Chile:** regulated gas distribution and supply in Chile.
  - **Electricity Spain:** regulated electricity distribution in Spain.
  - **Electricity Panama**: regulated electricity distribution and supply in Panama.
  - **Electricity Argentina:** regulated electricity distribution and supply in Argentina.

  This block also includes a holding company carrying out horizontal activities directly linked to this grouping's businesses.

- **Energy Markets:** includes the deregulated business segments as follows:

  - **Energy Management:** This segment groups together activities characterised by operating in deregulated markets:

    - liquefied natural gas trading and shipping;
    - procurement and other gas infrastructure management, and supply to energy-intensive consumers; and
    - management of the Medgaz gas pipeline (equity-accounted).

The grouping reflects similarities in risks and returns associated with exposure to market prices, active contract management and a focus on large consumers and energy operators, as well as the integration of the gas value chain in a competitive environment.

– **Thermal Generation:** these segments are mainly defined according to geographical area (Spain and Latin America), the technology used (conventional generation using fossil fuels, nuclear and combined cycles) and the specific regulatory environment in each country. Operational processes and centralised asset management in each geography are also taken into account, allowing for the risks, returns and specific characteristics of each market to be reflected appropriately.

  - **Spain**: includes management of the conventional thermal generation fleet (which uses fuel for heat generation and which is not covered by a special regime) in Spain (nuclear and combined cycle).
  - **Latin America**: includes management of the conventional thermal generation facilities in Mexico, the Dominican Republic and Puerto Rico, the latter being equity-accounted through EcoEléctrica LP.

– **Renewable Generation:** these segments are defined according to geography (Spain, United States, Latin America and Australia), technology (wind, solar, small hydro, cogeneration, and hydro), the regulatory framework, and the degree of development of the projects in each region. This segmentation makes it possible to reflect the differences in the competitive environment, regulatory incentives, and growth opportunities in each market.

  - **Spain**: includes management of facilities and generation projects using wind energy, mini hydro, solar and cogeneration, as well as hydroelectric power generation located in Spain, and the development pipeline in other European countries.
  - **USA:** includes managing photovoltaic generation projects in operation and under development in the United States.
  - **Latin America** includes the management of the facilities and renewable electricity generation projects located in Latin America (Brazil, Chile, Costa Rica, Mexico and Panama).
  - **Australia**: includes management of the existing renewable power generation fleet and project pipeline in Australia.

– **Renewable Gases**: management of renewable gas projects, mainly biomethane and green hydrogen. The definition of the segment reflects the innovative nature of the activities, the specific regulatory framework and the strategic focus on developing new sustainable energy solutions.

– **Supply**: This segment is defined on the basis of the objective of the main activity, which consists of managing end customers of gas, electricity and services. Factors such as customer type (residential, industrial and commercial), product and service diversification, integration of new technologies and brand development in Spain are taken into account.

  A holding company carrying out cross-cutting activities directly linked to this grouping's businesses is also included.

- **Other:** basically includes the corporation's operating expenses and other lesser and residual activities.

Segment results and investments for the periods of reference are as follows:

Segment financial information – Interim consolidated income statements

2026	Networks										Markets													
											Energy Management	Thermal Generation		Renewable Generation				Renewable gases	Supply	Holding and Eli.	Total	Rest	Eli.	Total
	Gas Spain	Gas Mexico	Gas Brazil	Gas Argentina	Gas Chile	Elec. Spain	Elec. Panama	Elec. Argentina	Holding and Eli.	Total		Spain	LatAm	Spain	USA	LatAm	Australia							
Consolidated net sales	441	422	463	352	387	539	509	104	10	**3,227**	2,546	747	368	70	10	83	31	14	3,001	—	**6,870**	—	—	**10,097**
Net sales between segments	34	—	—	—	—	15	—	—	—	**49**	1,180	603	—	333	—	3	—	1	526	(2,314)	**332**	1	(382)	**—**
Net sales	475	422	463	352	387	554	509	104	10	**3,276**	3,726	1,350	368	403	10	86	31	15	3,527	(2,314)	**7,202**	1	(382)	**10,097**
Procurements	(50)	(245)	(275)	(206)	(194)	—	(366)	(59)	1	**(1,394)**	(3,187)	(967)	(193)	(29)	—	(23)	—	(12)	(3,082)	2,314	**(5,179)**	—	383	**(6,190)**
Personnel expenses, net	(23)	(12)	(11)	(23)	(15)	(22)	(4)	(7)	(11)	**(128)**	(15)	(34)	(14)	(25)	(3)	(6)	(4)	(5)	(38)	(8)	**(152)**	(21)	—	**(301)**
Other operating income/ expenses / grants / gains and losses on disposals of fixed assets	(43)	(17)	(28)	(52)	(22)	(36)	(27)	(9)	(6)	**(240)**	(11)	(127)	(23)	(99)	—	(14)	(14)	(2)	(88)	(3)	**(381)**	(9)	(1)	**(631)**
Gross operating profit	359	148	149	71	156	496	112	29	(6)	**1,514**	513	222	138	250	7	43	13	(4)	319	(11)	**1,490**	(29)	—	**2,975**
Depreciation, amortisation and impairment losses	(126)	(30)	(29)	(8)	(26)	(141)	(32)	—	1	**(391)**	(50)	(62)	(37)	(118)	(12)	(10)	(30)	(2)	(75)	(1)	**(397)**	(20)	—	**(808)**
Impairment due to credit losses	—	(1)	(7)	(3)	—	—	(5)	(1)	(1)	**(18)**	1	(1)	—	—	—	—	—	—	(42)	—	**(42)**	—	—	**(60)**
Other results	—	—	—	—	—	—	—	—	3	**3**	—	—	—	—	—	—	—	—	—	—	**—**	—	—	**3**
Operating results	233	117	113	60	130	355	75	28	(3)	**1,108**	464	159	101	132	(5)	33	(17)	(6)	202	(12)	**1,051**	(49)	—	**2,110**
Financial income	(60)	(22)	(4)	(3)	(17)	(76)	(35)	(5)	(16)	**(238)**	(12)	(9)	(8)	(39)	(5)	(3)	(28)	(1)	11	(27)	**(121)**	1,110	(1,059)	**(308)**
Results of equity-consolidated companies	—	1	—	—	18	—	—	—	—	**19**	12	—	37	(4)	—	—	—	—	—	—	**45**	—	**—**	**64**
Income tax	(52)	(29)	(38)	(18)	(31)	(74)	(7)	(12)	(8)	**(269)**	(82)	(37)	(27)	(22)	2	(2)	12	2	(54)	(1)	**(209)**	(4)	—	**(482)**
Invest. in property, plant & equipment, intangible assets and right of use assets	56	49	32	18	26	154	94	13	—	**442**	5	61	14	130	32	13	72	1	75	—	**403**	40	—	**885**

2025	Networks										Markets													
											Energy Management	Thermal Generation		Renewable Generation				Renewable gases	Supply	Holding and Eli.	Total	Rest	Eli.	Total
	Gas Spain	Gas Mexico	Gas Brazil	Gas Argentina	Gas Chile	Elec. Spain	Elec. Panama	Elec. Argentina	Holding and Eli.	Total		Spain	LatAm	Spain	USA	LatAm	Australia							
Consolidated net sales	463	427	533	298	383	454	500	97	—	**3,155**	2,129	670	409	73	10	77	47	19	3,368	3	**6,805**	1	—	**9,961**
Net sales between segments	33	—	—	—	—	15	—	—	—	**48**	993	515	—	346	—	4	1	1	477	(1,428)	**909**	—	(957)	**—**
Net sales	496	427	533	298	383	469	500	97	—	**3,203**	3,122	1,185	409	419	10	81	48	20	3,845	(1,425)	**7,714**	1	(957)	**9,961**
Procurements	(47)	(279)	(369)	(153)	(206)	—	(365)	(53)	—	**(1,472)**	(2,577)	(805)	(233)	(27)	—	(22)	(1)	(16)	(3,340)	1,424	**(5,597)**	—	957	**(6,112)**
Personnel expenses, net	(27)	(13)	(12)	(21)	(14)	(24)	(5)	(9)	(5)	**(130)**	(17)	(33)	(12)	(23)	(3)	(7)	(3)	(5)	(38)	(8)	**(149)**	(11)	—	**(290)**
Other operating income/ expenses / grants / gains and losses on disposals of fixed assets	(46)	(16)	(34)	(47)	(23)	(57)	(27)	(12)	(2)	**(264)**	(4)	(181)	(17)	(121)	(4)	(13)	(12)	(3)	(81)	(5)	**(441)**	(6)	—	**(711)**
Gross operating profit	376	119	118	77	140	388	103	23	(7)	**1,337**	524	166	147	248	3	39	32	(4)	386	(14)	**1,527**	(16)	—	**2,848**
Depreciation, amortisation and impairment losses	(127)	(29)	(25)	(7)	(29)	(137)	(30)	—	—	**(384)**	(46)	(67)	(31)	(144)	(22)	(13)	(23)	(2)	(74)	—	**(422)**	(19)	—	**(825)**
Impairment due to credit losses	(1)	(4)	(10)	(3)	—	—	(4)	(1)	—	**(23)**	—	(6)	—	—	—	—	—	—	(45)	—	**(51)**	—	—	**(74)**
Other results	—	—	—	—	19	—	—	—	(10)	**9**	1	—	—	—	—	4	—	—	—	—	**5**	—	—	**14**
Operating results	248	86	83	67	130	251	69	22	(17)	**939**	479	93	116	104	(19)	30	9	(6)	267	(14)	**1,059**	(35)	—	**1,963**
Financial income	(56)	(22)	(6)	4	(7)	(77)	(35)	(2)	(9)	**(210)**	(10)	(11)	(1)	(37)	(3)	13	(34)	—	14	(27)	**(96)**	1,312	(1,251)	**(245)**
Results of equity-consolidated companies	—	5	—	—	17	1	—	—	—	**23**	15	—	36	2	—	—	—	—	—	—	**53**	—	—	**76**
Income tax	(57)	(26)	(28)	(23)	(39)	(46)	(10)	(10)	(6)	**(245)**	(105)	(21)	(33)	(18)	(1)	(4)	(4)	2	(58)	1	**(241)**	5	—	**(481)**
Invest. in property, plant & equipment, intangible assets and right of use assets	57	31	27	14	23	160	65	13	—	**390**	37	82	10	175	80	8	70	1	85	—	**548**	7	—	**945**

Note 4. Non-financial asset impairment losses

4.1. Definition of Cash Generating Units

As at 30 June 2026, the Cash-Generating Units (CGUs) are grouped in accordance with the description of the business structure set out in Note 4 "Non-financial asset impairment losses" to the consolidated financial statements for the year ended 31 December 2025.

4.2. Impairments

As indicated in the 2025 consolidated financial statements, the Group assesses the recoverability of its non-financial assets when there are indications of impairment, and it performs annual impairment tests on goodwill and intangible assets with indefinite useful lives or that are not available for use.

As at 30 June 2026, Naturgy has not identified any general indications of impairment that would require a comprehensive review of the estimates of the recoverable value of its Cash Generating Units (CGUs), which were last updated at 2025 year-end based on the 2025-2027 Strategic Plan approved by the Board of Directors on 18 February 2025.

Consequently, no new impairment tests were performed, although specific analyses were conducted for those CGUs or assets where particular circumstances have arisen that might affect the estimates considered previously.

The assessments took into account the current macroeconomic environment — characterised, among other factors, by trends in inflation, interest rates, and the geopolitical context — as well as its potential impact on the key assumptions used (including energy prices, discount rates, and growth prospects).
Naturgy's management model ensures that any signs of impairment that might arise as a result of the current macroeconomic environment are identified in a timely manner, allowing appropriate action to be taken.

The most sensitive aspects of the projections used are as follows:

- Trends in discount rates:

  In the current geopolitical context, updating discount rates resulted in slight increases primarily in those applicable to CGUs located in Spain, which did not reveal any signs of impairment.

- Impact of regulatory changes on regulated businesses:

  With regard to the upcoming 2027–2032 regulatory period in the Spain Gas Distribution CGU, in March 2026 the CNMC published (Appendix II) two separate reports assessing the remuneration methodology for gas distribution activities established in Circular 4/2020, as well as the unit costs for operation and maintenance of natural gas transmission and LNG plants. These reports serve as the basis for the proposals in future circulars that will determine the rates for natural gas distribution and transmission and for liquefied natural gas plants in the 2027–2032 period. These proposals generally maintain the basic structure of the methodologies currently in place, although they introduce certain adjustments to the remuneration system. As at the date of authorisation of these condensed interim consolidated financial statements, and pending final approval of those circulars, the analysis conducted did not reveal any signs of impairment that would require an update to the impairment test for this CGU.

  In the case of the Argentina Electricity Distribution CGU, on 23 January 2026, the Provincial Energy Regulatory Agency (EPRE) initiated the process to announce an International Public Tender for the sale of a majority stake in Naturgy San Juan upon the conclusion of the second concession period. In this context, Naturgy was the only bidder, and as a result, the regulator approved the renewal of the concession while maintaining the current ownership structure. An analysis of these circumstances did not reveal any signs of impairment that would require an update to the impairment test.

With regard to the Brazil Gas Distribution CGU, in February 2026, the Rio de Janeiro State Government announced the possible launch of a tender for the piped gas distribution concession that is currently managed by Group companies CEG and CEG RIO. As at the date of authorisation of these condensed interim consolidated financial statements, the government has not formally responded to Naturgy's request for a contractual extension, nor has it formally initiated the tender process; therefore, the assumptions used in the impairment test updated as at the end of 2025 remain in effect. Consequently, no signs of deterioration have been identified that would require a review of that test.

Based on the various assessments conducted, no evidence of impairment has been identified that would require an update to the impairment tests performed at the end of 2025.

4.3 Results of the impairment tests

As a result of the impairment tests that were updated in 2025 in line with the Strategic Plan 2025-2027, and after comparing the recoverable values (calculated in accordance with the methodology described in Note 2.4 to the consolidated financial statements for the year ended 31 December 2025) with the recognised carrying amounts, it was not found necessary to recognise or reverse impairment in these interim consolidated financial statements for the six-month period ended 30 June 2026.

In the six-month period ended 30 June 2025, impairment amounting to Euros 15 million was recognised based on the assessment of the impact of a court ruling declaring illegal a wind farm that had been operating since 2010, as well as Euros 3 million due to the presentation of additional appeals against permits granted to wind farms, and Euros 6 million relating to rejected projects in the Spain Renewable Generation CGU. In addition, an impairment charge of Euros 16 million was recognised for a project under development in the United States the amount of which was not recoverable. These impairments were recognised in the amount of Euros 36 million under "Depreciation & impairment losses" for property, plant and equipment, and of Euros 4 million under "Amortisation and impairment losses" for intangible assets.

Note 5. Intangible assets, property, plant and equipment, and right-of-use assets

The changes in the six-month period ended 30 June 2026 are as follows:

	Goodwill	Other intangible assets	Total intangible assets	Property, plant and equipment	Right-of-use assets
Gross cost	2,894	6,029	8,923	41,921	1,819
Accumulated depreciation	—	(2,718)	(2,718)	(19,513)	(722)
Impairment losses	—	(242)	(242)	(3,085)	—
Carrying value as at 31.12.2025	**2,894**	**3,069**	**5,963**	**19,323**	**1,097**
Investment (Note 3)	—	174	174	659	52
Divestment	—	—	—	(2)	(2)
Amortisation charge (Note 20)	—	(182)	(182)	(562)	(64)
Impairment reversal/(losses) (Notes 4 & 20)	—	—	—	—	—
Currency translation differences (1)	15	102	117	255	18
Asset acquisitions (Note 2.6)	—	2	2	—	—
Reclassifications and other (2)	—	7	7	5	—
Carrying amount as at 30.06.2026	**2,909**	**3,172**	**6,081**	**19,678**	**1,101**
Gross cost	2,909	6,321	9,230	42,625	1,870
Accumulated depreciation	—	(2,876)	(2,876)	(20,030)	(769)
Impairment losses	—	(273)	(273)	(2,917)	—
Carrying amount as at 30.06.2026	**2,909**	**3,172**	**6,081**	**19,678**	**1,101**

(1) Includes the effect of inflation in Argentina.
(2) Includes capitalised facility decommissioning costs (Note 11).

As detailed in Note 4, no impairment charges or reversals were recognised during the first half of 2026. An impairment charge of Euros 40 million was recognised in the first half of 2025 in relation to several wind farms and solar projects in the Renewable Generation Spain business, as well as a project asset under development in the Renewable Generation US business.

As at 30 June 2026, Naturgy had investment commitments totalling Euros 508 million (Euros 394 million as at 31 December 2025) relating basically to the construction of new renewable generation facilities and the development of the gas and electricity distribution network.

The changes in, and composition of, goodwill by CGU in the six-month period ended 30 June 2026 are as follows:

	01.01.2026	**Currency translation differences**	**Impairment losses**	**30.06.2026**
Networks	**1,280**	**6**	**—**	**1,286**
Gas Mexico	20	1	—	21
Gas Brazil	12	1	—	13
Gas Chile	51	—	—	51
Electricity Spain	1,070	—	—	1,070
Panama Electricity	127	4	—	131
Markets	**1,614**	**9**	**—**	**1,623**
Energy Management	19	—	—	19
Thermal Generation	273	8	—	281
LatAm	*273*	*8*	—	*281*
Renewable Generation	895	1	—	896
Spain	*885*	—	—	*885*
LatAm	*8*	*1*	—	9
USA	*2*	—	—	*2*
Supply	427	—	—	427
Total	**2,894**	**15**	**—**	**2,909**

Note 6. Investments recorded using the equity method

Associates and joint ventures

In the six-month period ended 30 June 2026, there were no significant changes in equity-accounted investments. The reported changes are primarily attributable to the share in earnings from investee companies, dividend distributions, and translation differences.

Note 7. Financial assets

The breakdown of financial assets at 30 June 2026 and 31 December 2025, classified by nature and category, is as follows:

30.06.2026	Fair value through other comprehensive income	Fair value through profit or loss	Amortised cost	Total
Equity instruments	5	—	—	5
Derivative financial instruments (Note 13)	76	—	—	76
Other financial assets	—	—	341	341
Non-current financial assets	**81**	**—**	**341**	**422**
Derivative financial instruments (Note 13)	26	—	—	26
Other financial assets	—	—	284	284
Current financial assets	**26**	**—**	**284**	**310**
Total	**107**	**—**	**625**	**732**

31.12.2025	Fair value through other comprehensive income	Fair value through profit or loss	Amortised cost	Total
Equity instruments	5	—	—	5
Derivative financial instruments (Note 13)	64	—	—	64
Other financial assets	—	—	339	339
Non-current financial assets	**69**	**—**	**339**	**408**
Derivative financial instruments (Note 13)	25	—	—	25
Other financial assets	—	—	280	280
Current financial assets	**25**	**—**	**280**	**305**
Total	**94**	**—**	**619**	**713**

Financial assets at fair value as at 30 June 2026 and 31 December 2025 are classified as follows:

	30.06.2026				31.12.2025			
Financial assets	**Level 1 (listed price on active markets)**	**Level 2 (observable variables)**	**Level 3 (unobservable variables)**	**Total**	**Level 1 (listed price on active markets)**	**Level 2 (observable variables)**	**Level 3 (unobservable variables)**	**Total**
Fair value through other comprehensive income	—	102	5	107	—	89	5	94
Fair value through profit or loss	—	—	—	—	—	—	—	—
Total	**—**	**102**	**5**	**107**	**—**	**89**	**5**	**94**

7.1 Fair value through other comprehensive income

- Equity instruments:

  As described in note 9 to the consolidated financial statements as at 31 December 2025, this includes the 85.4% holding in Electrificadora del Caribe, S.A. ESP (Electricaribe), valued at Euros 0 million as at 30 June 2026 and 31 December 2025. In connection with this holding and its impairment, a deferred tax asset for the amount of Euros 105 million is recognised as at 30 June 2026 and 31 December 2025 relating to the tax loss that will be deductible once the company is liquidated.

  This heading also includes minor shareholdings in unlisted companies amounting to Euros 5 million (Euros 5 million as at 31 December 2025).

- Derivatives:

  Relates to the valuation of hedging derivatives linked to financial liabilities amounting to Euros 102 million (Note 13), of which Euros 26 million are classified as current assets (Euros 89 million as at 31 December 2025, of which Euros 25 million were classified as current assets).

7.2 Amortised cost

The breakdown as at 30 June 2026 and 31 December 2025 is as follows:

	30.06.2026	**31.12.2025**
Commercial loans	35	30
Deposits and guarantees deposits	105	104
Other loans	201	205
Other non-current financial assets	**341**	**339**
Commercial loans	12	13
Electricity system financing	80	112
Gas system financing	—	93
Deposits and guarantees deposits	160	35
Other loans	32	27
Other current financial assets	**284**	**280**
Total	**625**	**619**

Other financial assets as at 30 June 2026 contain mainly the following:

- Trade accounts receivable totalling Euros 47 million (Euros 43 million as at 31 December 2025) that include mainly receivables from financial leases of energy management facilities that accrued interest at an average rate of 5.20% in the first half of 2026 (4.92% in 2025).

- The Guarantees and deposits line item totalled Euros 265 million as at 30 June 2026 (Euros 139 million as at 31 December 2025) and consists primarily of guarantees deposited with the relevant public authorities in connection with guarantees received from customers for the supply of electricity and natural gas, as well as guarantees posted on organised markets in connection with energy purchase and sale transactions. The increase in the current balance recognised at the end of the first half of 2026 is primarily due to higher requirements related to these transactions, as a result of changes in market prices and the increased volume of transactions subject to this type of obligation.

- “Other receivables” includes basically:

  – The value of the Torito generation concession in Costa Rica, which is treated as receivable under IFRIC 12 “Service concession arrangements” in the amount of Euros 75 million (Euros 75 million as at 31 December 2025), of which Euros 15 million is classified in current assets (Euros 12 million as at 31 December 2025). These financial assets are classified under this heading as they represent an unconditional right to receive fixed or determinable amounts of cash.

  – Receivables of Euros 120 million relating to the accrued electricity distribution remuneration that is outstanding under system settlements and will be collected through these settlements in a term greater than 12 months (Euros 120 million as at 31 December 2025), classified as non-current assets.

- The “Electricity system financing” heading includes temporary mismatches between electricity system revenues and costs that are funded by Naturgy pursuant to Law 24/2013, of 26 December. This amount will be recovered through electricity system settlements. The amount of this financing has been recognised entirely as a short-term item on the understanding that it is a temporary mismatch that will be recovered through system settlements within the same year. As at 30 June 2026, it amounts to Euros 80 million (Euros 112 million as at 31 December 2025).

- As at 31 December 2025, the "Gas system financing" item included temporary mismatches between gas system revenues and costs amounting to Euros 93 million which, pursuant to Order TED/1022/2021 of 27 September, must be recovered in the following gas year. Specifically, Order TED 1022/2021 stipulates that the mismatch in the year will be recovered through the first available settlement of the following gas year. As at 30 June 2026, these temporary mismatches are included in "Other current liabilities" (Note 14).

Note 8. Other non-current assets and trade and other receivables

The breakdown of "Other non-current assets" and "Trade and other receivables" as at 30 June 2026 and 31 December 2025, by nature and category, is as follows:

30.06.2026	**Fair value through other comprehensive income**	**Fair value through profit or loss**	**Amortised cost**	**Total**
Derivative financial instruments (Note 13)	202	10	—	212
Other assets	—	—	231	231
Other non-current assets	**202**	**10**	**231**	**443**
Derivative financial instruments (Note 13)	580	142	—	722
Other assets	—	—	2,935	2,935
Trade and other receivables	**580**	**142**	**2,935**	**3,657**
Total	**782**	**152**	**3,166**	**4,100**

31.12.2025	**Fair value through other comprehensive income**	**Fair value through profit or loss**	**Amortised cost**	**Total**
Derivative financial instruments (Note 13)	188	9	—	197
Other assets	—	—	274	274
Other non-current assets	**188**	**9**	**274**	**471**
Derivative financial instruments (Note 13)	240	63	—	303
Other assets	—	—	3,091	3,091
Trade and other receivables	**240**	**63**	**3,091**	**3,394**
Total	**428**	**72**	**3,365**	**3,865**

Financial assets recognised at fair value as at 30 June 2026 and 31 December 2025 are classified as follows:

	30.06.2026				**31.12.2025**			
Financial assets	**Level 1 (listed price on active markets)**	**Level 2 (observable variables)**	**Level 3 (unobservable variables)**	**Total**	**Level 1 (listed price on active markets)**	**Level 2 (observable variables)**	**Level 3 (unobservable variables)**	**Total**
Fair value through other comprehensive income	18	737	27	782	6	389	33	428
Fair value through profit or loss	—	152	—	152	—	69	3	72
Total	**18**	**889**	**27**	**934**	**6**	**458**	**36**	**500**

8.1 Fair value through other comprehensive income

Derivatives at fair value through other comprehensive income recognised under financial assets include operational gas price hedging derivatives amounting to Euros 723 million (Euros 389 million as at 31 December 2025), of which Euros 181 million are classified as non-current (Euros 161 million as at 31 December 2025). Also included are hedges for the purchase of European Union Emission Allowances (EUAs) totalling Euros 3 million (Euros 5 million as at 31 December 2025), operational derivatives to hedge electricity prices totalling Euros 15 million (Euros 1 million as at 31 December 2025), and foreign exchange hedges totalling Euros 14 million as at 30 June 2026, all of which are classified as current.

Also included is the value of derivatives associated with long-term power purchase agreements for certain facilities in Australia amounting to Euros 27 million, of which Euros 21 million are classified as non-current (Euros 33 million as at 31 December 2025, of which Euros 27 million were classified as non-current).

8.2 Fair value through profit or loss

As at 30 June 2026, derivative financial assets at fair value through profit or loss include gas price operational derivatives amounting to Euros 152 million, of which Euros 10 million are classified as non-current and Euros 142 million as current.

As at 31 December 2025, the balance sheet included operational gas price derivatives totalling Euros 68 million, Euros 62 million of which were classified as current, derivatives associated with long-term power purchase agreements at one of the facilities in Australia totalling Euros 3 million classified as non-current, and operational foreign exchange hedging derivatives totalling Euros 1 million classified as current.

8.3 Amortised cost

The breakdown as at 30 June 2026 and 31 December 2025 is as follows:

	30.06.2026	31.12.2025
Receivable, revenue from capacity services (Contract Asset)	92	91
Other receivables	139	183
Other non-current assets	**231**	**274**
Trade receivables	3,025	3,046
Receivables from related companies	—	2
Provision for impairment due to debtor credit losses	(555)	(597)
Trade receivables for sales and services	2,470	2,451
Public Administrations	175	251
Prepayments	108	105
Receivable, revenue from capacity services (Contract Asset)	6	17
Sundry receivables	133	222
Other receivables	422	595
Current income tax asset	43	45
Trade and other receivables	**2,935**	**3,091**
Other non-current assets and trade and other receivables	**3,166**	**3,365**

The "Receivable, revenue from capacity services" item includes uninvoiced revenue recognised by levelising over the term of the service contracts with Mexico's Federal Electricity Commission for the assignment of electricity generation capacity (Contract Asset).

"Other non-current receivables" includes an amount of Euros 80 million (Euros 71 million as at 31 December 2025) in connection with the Brazilian Federal Supreme Court's decision of May 2021 in favour of Naturgy companies CEG and CEG Rio in which it recognised their entitlement to collect the amounts paid unduly as a result of the inclusion of the Imposto sobre Operações relativas à Circulação de Mercadorias e Prestação de Serviços de Transporte Interestadual e Intermunicipal e de Comunicação (ICMS) in the calculation base of the Programas de Integração Social (PIS) and the Contribuição para Financiamento da Seguridade Social (COFINS). This asset, which the Brazilian companies were entitled to offset from December 2023, was recognised with a credit to an account payable under "Other non-current liabilities" in the consolidated balance sheet (Note 19) based on the understanding that the tax credit will be passed on to end customers through tariff revisions, though not in the short term.

Also, as at 30 June 2026, the “Other receivables” line item includes Euros 36 million associated with adjustments for price variances at renewable generation facilities in Spain subject to the specific remuneration regime, of which Euros 9 million are classified as current (Euros 100 million as at 31 December 2025, of which Euros 80 million were classified as non-current and Euros 20 million as current).

The Trade receivables account includes the accumulated balances for electricity and gas sales yet to be invoiced, amounting to Euros 1,326 million as at 30 June 2026 (Euros 1,027 million as at 31 December 2025).

As at 30 June 2026, Naturgy had recognised unmatured balances totalling Euros 494 million (Euros 518 million as at 31 December 2025) that have been factored without recourse and, consequently, were derecognised from the consolidated balance sheet as at 30 June 2026 and 31 December 2025.

Note 9. Non-current assets and disposal groups of assets held for sale and discontinued operations

As at 30 June 2026 and 31 December 2025, the Group has recognised non-current assets held for sale and related liabilities.

As at 31 December 2025, the Group classified three disposal groups under this heading, as it was determined that their carrying amounts would be recovered primarily through their sale.

Ibereólica Cabo Leones II, S.A. and GPG Solar Chile 2017, S.p.A. (Cabo Leones and GPG Solar)

This group includes the companies Ibereólica Cabo Leones II, S.A., which owns the Cabo Leones wind farm, and GPG Solar Chile 2017, S.p.A., which operates the San Pedro solar farm, both in the Latin America Renewable Generation segment. Both assets are located in northern Chile and consist of renewable generation facilities in operation plus their PPAs and associated financing structures.

Both projects have experienced significant difficulties in meeting their financial commitments with the cash flows generated by their ordinary activities. These difficulties stem from structural factors in the Chilean electricity system, including capacity shortfalls in transmission networks and the heterogeneity of the generation mix at the nodes where they operate as compared to the nodes where their energy sale commitments to Chilean distributors must be met. This situation has had a negative impact on the projects' profitability.

In this context, management decided to divest both assets and began a structured negotiation process with potential buyers. As at the date of their classification as non-current assets held for sale, the assets were available for immediate sale in their current condition and, based on the status of the process and the interest identified in the market, management concluded that the requirements established in the applicable regulations for such classification were met.

During the first half of 2026, the divestment process advanced as planned, with no significant changes in the facts and circumstances considered at the time of the initial classification. Management maintains its assessment that the sale of the assets is highly likely and will be completed within the one-year timeframe established by applicable regulations.

These assets are not classified as discontinued operations since they do not represent a significant line of business or geographical area of operations for the Group. Their disposal does not entail any substantial change in Naturgy's revenues, customers or core processes.

Inca de Varas I, S.p.A. and Inca de Varas II, S.p.A. (Inca de Varas)

The assets of Inca de Varas I S.p.A. and Inca de Varas II S.p.A. are projects to build two photovoltaic power plants and associated battery storage capacity in the Atacama region of northern Chile. Both projects, which are part of the Latin American Renewable Generation segment, are currently in the development phase and include rights, permits, technical studies, and various works in progress that are necessary for their future construction.

In October 2025, an agreement was reached regarding the potential sale of these projects, subject to the fulfilment of certain conditions precedent prior to closing. At the date of authorisation of the 2025 consolidated financial statements, management considered that the sale transaction was very likely to be completed in the coming months.

During the first half of 2026, the divestment process did not take place as initially anticipated since some of the milestones necessary for the implementation of the agreement reached in 2025 were not met as planned. However, this circumstance does not alter the Group's decision to divest these assets or the extent of its commitment to that plan.

In this regard, the assets remain available for sale on their current terms, and the Group is actively pursuing a programme to identify alternatives and potential buyers. Consequently, as at the date of authorisation of these financial statements, management believes that the requirements established by accounting standards for their classification as non-current assets held for sale continue to be met, and the expectation remains that their disposal is highly probable within the time horizon required by those standards.

The project is not classified as discontinued operations since it does not represent a separate line of business or a material geographical area of operations for the Group. Its disposal does not entail any substantial change in Naturgy's revenues or core processes.

Photovoltaic development projects in the United States (solar projects in the United States)

This group comprised a portfolio of projects under development for photovoltaic and battery installations in the United States, as part of the US Renewable Generation segment. The projects were at various stages of development, and most of them included land rights, interconnection rights, environmental permits and technical documentation. Naturgy currently has three photovoltaic facilities in operation in the USA, so that the classified portfolio formed part of an additional set of development opportunities.

On 13 February 2026, the Group completed the sale of most of this project portfolio, which had previously been classified as non-current assets held for sale as at 31 December 2025, after reaching a definitive agreement with the buyer and fulfilling the necessary conditions for the transfer. Subsequently, two projects initially included in the previous transaction were finally sold in March and June 2026, respectively. As a result of these transactions, most of the projects in the portfolio were transferred, leaving only a small number of projects pending sale, for which the divestment process is still ongoing.

The sale agreement also provides for the possibility of receiving variable consideration contingent upon the attainment of certain future milestones related to the development of the transferred projects. These considerations were taken into account in valuing the transaction based on the best information available as at the transfer date, taking into account the stage of project development, the nature of the milestones, and the uncertainties associated with their attainment. As at 30 June 2026, the capital gain on this transaction, based on the fair value determined for this purpose, is not material, without prejudice to its adjustment in subsequent financial statements depending on changes in the circumstances considered in the estimate.

The assets that have not yet been sold are still available for sale in their current condition, and management considers their divestment to be highly likely.

As at 30 June 2026 and 31 December 2025, the detail by nature of assets classified as held for sale and the associated liabilities is as follows:

2026	**Cabo Leones and GPG Solar**	**Inca de Varas**	**Solar Projects USA**	**Total**
Intangible assets	—	4	—	4
Property, plant and equipment	189	2	6	197
Right-of-use assets	57	1	—	58
Non-current financial assets	—	—	—	—
Other non-current assets	—	—	—	—
Deferred tax assets	21	—	—	21
NON-CURRENT ASSETS	**267**	**7**	**6**	**280**
Inventories	—	—	—	—
Trade and other receivables	14	—	—	14
Other current financial assets	23	—	—	23
Cash and cash equivalents	10	—	—	10
Current assets	**47**	—	—	**47**
TOTAL ASSETS	**314**	**7**	**6**	**327**
Deferred income	—	—	—	—
Non-current provisions	8	—	—	8
Non-current financial liabilities	54	1	—	55
Deferred tax liabilities	5	1	—	6
Other non-current liabilities	2	—	—	2
NON-CURRENT LIABILITIES	**69**	**2**	**—**	**71**
Current financial liabilities	229	—	—	229
Trade and other payables	20	—	—	20
Other current liabilities	—	—	—	—
Current liabilities	**249**	**—**	**—**	**249**
TOTAL LIABILITIES	**318**	**2**	**—**	**320**

As at 30 June 2026, the companies Ibereólica Cabo Leones II, S.A. and GPG Solar Chile 2017, S.p.A. were in breach of certain financial obligations. However, both companies have reached an agreement with the lenders to recover their liabilities through the sale of the companies. Consequently, the outstanding balances of these debts were classified as current liabilities as at the end of the period. As at 31 December 2025, these companies were similarly in breach.

2025	Cabo Leones and GPG Solar	Inca de Varas	Solar Projects USA	Total
Intangible assets	—	4	4	8
Property, plant and equipment	184	1	46	231
Right-of-use assets	55	1	—	56
Non-current financial assets	—	—	—	—
Other non-current assets	—	—	—	—
Deferred tax assets	17	—	—	17
NON-CURRENT ASSETS	**256**	**6**	**50**	**312**
Inventories	—	—	—	—
Trade and other receivables	12	—	—	12
Other current financial assets	23	—	—	23
Cash and cash equivalents	16	—	—	16
Current assets	**51**	—	—	**51**
TOTAL ASSETS	**307**	**6**	**50**	**363**
Deferred income	—	—	—	—
Non-current provisions	7	—	—	7
Non-current financial liabilities	52	1	—	53
Deferred tax liabilities	5	1	—	6
Other non-current liabilities	2	—	—	2
NON-CURRENT LIABILITIES	**66**	**2**	**0**	**68**
Current financial liabilities	229	—	—	229
Trade and other payables	13	—	—	13
Other current liabilities	—	—	—	—
Current liabilities	**242**	—	—	**242**
TOTAL LIABILITIES	**308**	**2**	**0**	**310**

Coal-fired generation in Spain was discontinued in 2020. During the first half of 2026, progress continued on the facility decommissioning process, which is now in its final phase, pending the completion of certain procedures related to the only facility that has not yet completed the process (Note 18).

Note 10. Equity

The main equity items are analysed below:

10.1 Share capital and share premium

The variations during the first half of 2026 and in 2025 in the number of shares and the share capital and share premium accounts were as follows:

	Number of shares	Share capital	Share premium	Total
01.01.2025	**969,613,801**	**970**	**3,808**	**4,778**
Variation	—	—	—	—
31.12.2025	**969,613,801**	**970**	**3,808**	**4,778**
Variation	—	—	—	—
30.06.2026	**969,613,801**	**970**	**3,808**	**4,778**

All issued shares are fully paid up and carry equal voting and dividend rights.

There were no changes in the number of shares or in the "Share capital" and "Share premium" accounts in the six-month period ended 30 June 2026 or the year ended 31 December 2025.

The Company's Board of Directors, for a maximum term of five years as from 25 March 2025, is empowered to increase share capital by a maximum of 50% of the Company's share capital at the time of the authorisation, at one or more times, through cash payments at the time and in the amount that it deems fit, by issuing ordinary, privileged or redeemable shares, with or without voting rights, with or without a share premium, without requiring any further authorisation from the shareholders, with the power to partly or wholly override preferential subscription rights, up to a limit of 20% of share capital at the date of that authorisation, and to amend the Articles of Association as required due to the capital increase or increases performed by virtue of that authorisation, with provision for the possibility of incomplete subscription, all in accordance with the provisions of Article 297.1.b) of the Capital Companies Law. Additionally, based on this authorisation, it will carry out any necessary procedures and actions before domestic and overseas securities market agencies to request the listing, continuance and/or, as the case may be, delisting of the issued shares.

The Spanish Capital Companies Law specifically allows the use of the "Share premium" balance to increase capital and imposes no specific restrictions on its use.

The main holdings in the share capital of Naturgy Energy Group as at 30 June 2026 and 31 December 2025, based on publicly available information or disclosures made to Naturgy Energy Group, S.A., are as follows:

	Interest in share capital %	
	30.06.2026	31.12.2025
- Fundación Bancaria Caixa d'Estalvis i Pensions de Barcelona, “la Caixa” (1)	28.5	26.0
- BlackRock, Inc. (2)	3.7	12.5
- CVC Capital Partners SICAV-FIS, S.A. (3)	—	13.8
- Corporación Financiera Alba, S.A. (4)	5.0	5.0
- IFM Global Infrastructure Fund (5)	15.5	15.5
- Sonatrach (6)	4.1	4.1

(1) Holding through Criteria Caixa, S.A.U.

(2) On 3 March 2026, GIP III Canary 1, S.à r.l. carried out an accelerated placement of its entire stake, i.e. 11.422% of the share capital of Naturgy Energy Group, S.A. As at 30 June 2026, BlackRock, Inc. owns only 3.7%, in addition to 0.547% of voting rights through financial instruments. As at 31 December 2025, BlackRock, Inc.’s ownership interest was held primarily through GIP III Canary 1, S.à r.l.,, which had a direct stake of 11.422%, in addition to 0.092% of voting rights through financial instruments.

(3) On 26 May 2026, Rioja Acquisition, S.à r.l., completed the accelerated placement of its holding in common stock representing 11.08% of the share capital of Naturgy Energy Group, S.A.; at the same time, it settled certain derivative transactions that involved the disposal of shares representing an additional 2.72%. As a result of these transactions, Rioja Acquisition, S.à r.l., disposed of its entire 13.8% stake in Naturgy’s share capital. In addition, the shareholders’ agreement regarding Naturgy in place between the vehicles owned by Corporación Financiera Alba and CVC was automatically terminated, according to the notice submitted to the CNMV on 2 June 2026. As at 31December 2025, CVC Capital Partners PLC held its stake through Rioja Acquisition, S.à r.l.,

(4) Through Alba Europe, S.à r.l.

(5) Through Global InfraCo O (2), S.à r.l.,

(6) Société Nationale pour la Recherche, la Production, le Transport, la Transformation et la Commercialisation des Hydrocarbures.

All Naturgy shares are traded on the four official Spanish stock exchanges and the continuous market, and form part of Spain’s Ibex 35 stock index.

On 30 June 2026, the share price of Naturgy Energy Group, S.A. stood at Euros 27.46. On 31 December 2025, the share price was Euros 25.92.

Naturgy had been excluded from the MSCI indices since February 2024 due to its free float falling below the required thresholds; this circumstance is unrelated to its operational or financial performance. Following the transactions involving the company's own shares carried out during 2025, as described in the “Own shares” section of this note, MSCI announced in November 2025 that the Company had been reinstated in its indices, effective 25 November 2025.

10.2 Share-based payments

As indicated in Note 14.3 to the Company’s 2025 consolidated financial statements, on 18 February 2025, Naturgy’s Board of Directors approved the 2025–2027 Strategic Plan, including the early settlement of the long-term variable incentive plan covering the 2018–2025 period. Furthermore, based on a proposal of the Appointments, Remuneration and Corporate Governance Committee, the Board of Directors decided to settle in cash, instead of shares, the value of the surplus accumulated by the corporate vehicle in accordance with the conditions established initially.

As a result, the rights vested early as at the settlement date, leading to the recognition of an expense of Euros 2 million in the consolidated income statement for 2025 under the heading “Personnel expenses,” with a credit to the “Reserves” line item in the consolidated balance sheet (Note 18). In addition, all liabilities accrued since 2018 were recognised at fair value as a reclassification of equity, and were subsequently paid to the twenty-three eligible executives. The settlement for the seven-year period from 2018 to 2024 amounted to an amount of Euros 9,584 thousand per year.

10.3 Own shares

Movements in treasury shares of Naturgy Energy Group, S.A. in the six-month period ended 30 June 2026 and in 2025 were as follows:

	Number of shares	Amount (million euro)	% Capital
01.01.2025	**8,879,595**	**206**	**0.9 %**
Tender offer	88,000,000	2,332	9.1 %
30.06.2025	**96,879,595**	**2,538**	**10.0 %**
1st accelerated placement	(19,305,000)	(506)	(2.0) %
2nd accelerated placement	(34,100,000)	(893)	(3.5) %
Delivered to employees	(254,365)	(7)	— %
31.12.2025	**43,220,230**	**1,132**	**4.5 %**
Delivered to employees	(339,468)	(9)	— %
30.06.2026	**42,880,762**	**1,123**	**4.4 %**

On 25 March 2025, the Shareholders' Meeting authorised the Board of Directors to purchase fully paid Company shares in one or more transactions in a period of not more than five years; the nominal value of the shares directly or indirectly acquired, added to those already held by the Company and its subsidiaries, must not exceed 10% of share capital or any other limit established by law. The price or value of the consideration may not be lower than the par value of the shares nor exceed their listed price in the last stock market session prior to the transaction by more than 20%.

2026

Delivered to employees

Executing the resolutions adopted by the Shareholders' Meeting of Naturgy Energy Group, S.A., the 2026 Share Ownership Plan for Naturgy employees in Spain who voluntarily applied was implemented. The Plan enables participants to receive part of their remuneration in the form of shares in Naturgy Energy Group, S.A., subject to an annual limit of Euros 12,000. During April 2026, a total of 339,468 shares worth Euros 9 million were distributed to employees.

As at 30 June 2026, Naturgy held a total of 42,880,762 own shares, representing 4.4% of share capital.

2025

Tender offer

As detailed in Note 14.4 to the 2025 consolidated financial statements, on 25 March 2025, at an Ordinary General Meeting of Naturgy Energy Group, S.A., the shareholders approved a voluntary public tender offer for a maximum of 88,000,000 own shares, representing 9.08% of its share capital, addressed to all Naturgy shareholders.

The offer was for the purchase of shares for a consideration of Euros 26.50 per share, payable entirely in cash.

The offer, whose acceptance period concluded on 13 June 2025, resulted in the acquisition of 88 million shares, for a total amount of Euros 2,332 million. Consequently, as at 30 June 2025, Naturgy owned a total of 96,879,595 own shares.

The transaction was part of an effort to increase the free float, with plans to eventually sell the acquired shares on the market; there were no plans to cancel them.

Placement of treasury stock

During the second half of 2025, Naturgy carried out a number of transactions involving own shares as part of its strategy to return to the market the shares acquired in the tender offer described above, thereby helping to improve the share's liquidity and facilitating its inclusion in international stock market indices.

Specifically, on 7 August 2025, 19,305,000 own shares were sold to qualified investors through an accelerated placement for a total of Euros 500 million. In addition, on that same date, a bilateral sale of 34,100,000 own shares was carried out to with international financial institution for Euros 883 million, while the Company simultaneously arranged a total return swap to maintain its economic exposure to those shares.

In addition, on 9 October 2025, 34,100,000 own shares were sold to qualified investors through another accelerated private placement for a total of Euros 883 million.

All of the foregoing transactions were executed at a price of €25.9 per share.

Delivered to employees

Executing the resolutions adopted by the Shareholders' Meeting of Naturgy Energy Group, S.A., the 2025 Share Ownership Plan for Naturgy employees in Spain who voluntarily applied was implemented. The Plan enables participants to receive part of their remuneration in the form of shares in Naturgy Energy Group, S.A., subject to an annual limit of Euros 12,000. During August 2025, a total of 254,365 shares worth Euros 7 million were distributed to employees.

Following these transactions and taking into account the swap agreement, as at 31 December 2025, Naturgy owned 43,220.230 own shares, i.e. 4.5% of share capital.

10.4 Earnings per share

Earnings per share are calculated by dividing the net income attributable to the equity holders of the parent Company by the average number of ordinary shares outstanding during the year:

	30.06.2026	30.06.2025
Profit attributable to equity holders of the parent company	1,215	1,147
Average number of ordinary shares in issue	926,549,239	957,330,891
Earnings per share from continuing operations (in euro):		
- Basic	1.31	1.20
- Diluted	1.31	1.20
Earnings per share from discontinued activities (in euro):		
- Basic	—	—
- Diluted	—	—

The weighted average number of ordinary shares used in calculating earnings per share in the first half of 2026 and 2025 is as follows:

	2026	2025
Average number of ordinary shares	969,613,801	969,613,801
Average number of treasury shares	(43,064,562)	(12,282,910)
Average number of shares outstanding	**926,549,239**	**957,330,891**

Basic earnings per share are the same as diluted earnings per share, since there were no instruments that could be converted into common stock during those periods.

10.5 Dividends

Dividend payments made by Naturgy Energy Group, S.A., the Naturgy Group parent company, in the first six months of 2026 and 2025 are detailed below:

	30.06.2026			30.06.2025		
	% of Nominal	Euro per share	Amount (1) (2)	% of Nominal	Euro per share	Amount (2)
Ordinary shares	57 %	0.57	547	60 %	0.60	582
Other shares (non-voting, redeemable, etc.)	—	—	—	—	—	—
Total dividends paid	**57 %**	**0.57**	**547**	**60 %**	**0.60**	**582**
a) Dividends charged to profit or loss or retained earnings	57 %	0.57	547	60 %	0.60	582

(1) The six-month period ended 30 June 2026 includes an amount of Euros 17 million related to the shares in the swap transaction that were subsequently returned to Naturgy, recognised under “Other reserves.”
(2) As at 30 June 2025, the amount of dividends paid, net of those distributed to Group companies, totalled Euros 576 million as a result of the elimination in consolidation of dividends paid within the group. As at 30 June 2026, no dividends have been distributed to group companies.

In addition, the dividends paid to non-controlling interests in the six-month period ended 30 June 2026 amounted to Euros 74 million (Euros 89 million in the six-month period ended 30 June 2025), of which Euros 10 million related to remuneration on other equity instruments (Euros 14 million in the six-month period ended 30 June 2025). Consequently, total dividend payments amounted to Euros 621 million (Euros 665 million in the six-month period ended 30 June 2025).

As at 30 June 2026

On 17 February 2026, the Board of Directors approved the following proposal for the distribution of the Company's 2025 net profit and retained earnings, for submission to the annual general meeting:

AVAILABLE FOR DISTRIBUTION

Profit..	1,321
Retained earnings..	1,952
Available for distribution...	**3,273**

DISTRIBUTION:

TO DIVIDEND: the gross aggregate amount will be equal to the sum of the following quantities (the “Dividend”):

i. Euros 1,100 million ("the Total Interim Dividend"), corresponding to the two interim dividends for 2025 paid by Naturgy Energy Group, S.A., jointly equivalent to Euros 1.20 per share by the number of shares that were not direct treasury shares on the relevant dates as approved by the Board of Directors in accordance with the interim accounting statements and in accordance with the legal requirements, which disclosed the existence of sufficient liquidity for the distribution of these interim dividends out of profit for 2025 and,

ii. the amount obtained by multiplying €0.57 per share by the number of shares that are not direct treasury shares on the date on which the shareholders of record entitled to receive the supplementary dividend (the “Supplementary Dividend”) are determined.

Euros 1,100 million of that dividend had already been paid on 30 July and 5 November 2025. The supplementary dividend will be paid in the amount per share indicated above through the entities that are members of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear). That dividend will be paid to shareholders as from 31 March 2026.

The Board of Directors was expressly empowered to delegate its powers to the director(s) it deems fit, with express powers of substitution, so that they may perform all the actions required to carry out the distribution and, in particular, without limitation, so that they may designate the entity that is to act as payment agent.

TO RETAINED EARNINGS: Determinable amount obtained by subtracting the dividend amount from the distribution base.

TOTAL DISTRIBUTED 3,273

This proposal for the distribution of profits and retained earnings adopted by the Board for approval by the annual general meeting includes a supplementary payment of €0.57 per share for each qualifying share outstanding at the proposed date of payment, i.e. 31 March 2026.

The general meeting of shareholders held on 24 March 2026 approved a supplementary dividend of €0.57 per share for shares not directly held as treasury stock on the payment date, which was fully paid on 31 March 2026.

After payment of the supplementary dividend, the amount allocated to retained earnings was Euros 1,626 million.

At a meeting on 21 July 2026, the Board of Directors of Naturgy Energy Group, S.A. declared an interim dividend charged to 2026 profit of €0.60 per outstanding share, payable from 29 July 2026.

Naturgy Energy Group, S.A. had sufficient liquidity to pay the interim dividend at the approval date in accordance with the Spanish Companies Law. The provisional liquidity statement as at 30 June 2026 authorised by the directors on 21 July 2026 is as follows:

Profit after tax		1,034
Reserves to be replenished		—
Maximum amount distributable		**1,034**
Forecast maximum interim dividend payment		**576**
Cash resources	2,300	
Undrawn credit facilities	5,256	
Total liquidity		**7,556**

As at 30 June 2025

On 18 February 2025, the Board of Directors approved a proposal, for submission to the general meeting of shareholders, for the distribution of Naturgy Energy Group, S.A.'s 2024 net profit and retained earnings from previous years, as detailed in Note 14 to the consolidated financial statements for the year ended 31 December 2024.

This proposal for the distribution of profits and retained earnings prepared by the Board for approval by the General Meeting of Shareholders included a supplementary payment of €0.60 per share for each qualifying share outstanding at the proposed date of payment.

The general meeting of shareholders held on 25 March 2025 approved a supplementary dividend of €0.60 per share for shares not directly held as treasury stock on the payment date, which was fully paid on 9 April 2025.

Following payment of the supplementary dividend, the amount allocated to retained earnings was Euros 1,952 million.

10.6 Other equity items

Movements in other equity items break down as follows:

	Financial assets at fair value	Hedging operations	Tax effect	Total asset and liability revaluation reserves	Currency translation differences	Total
31.12.2025	**(468)**	**188**	**31**	**(249)**	**(1,226)**	**(1,475)**
Change in value	—	(944)	155	**(789)**	203	**(586)**
Taken to income statement	—	178	(36)	**142**	—	**142**
30.06.2026	**(468)**	**(578)**	**150**	**(896)**	**(1,023)**	**(1,919)**

The “Exchange differences" item includes the exchange differences described in Note 2.4.2 to the consolidated financial statements for the year ended 31 December 2025 as a result of the euro's fluctuation against the main currencies of Naturgy's overseas companies. This heading also includes the effect of the restatement of the financial statements of companies in hyperinflationary economies.

10.7 Non-controlling interests

Movements in non-controlling interests during the six-month period ended 30 June 2026 are as follows:

Balance as at 31 December 2025	**2,031**
Total comprehensive income for the period	229
Dividend distribution	(97)
Return on subordinated perpetual debt	(8)
Other changes	—
Balance as at 30 June 2026	**2,155**

Note 11. Provisions

The breakdown of provisions as at 30 June 2026 and 31 December 2025 is as follows:

	30.06.2026	31.12.2025
Provisions for employee obligations	344	333
Other provisions	1,331	1,298
Non-current provisions	**1,675**	**1,631**
Current provisions	**762**	**590**
Total	**2,437**	**2,221**

The "Provisions for employee obligations" account includes the provisions for "Pensions and other similar obligations" and "Other obligations to personnel" detailed in Note 16 to the 2025 consolidated financial statements.

With regard to “Other obligations to employees,” the Group maintained a long-term incentive plan for certain executives other than those included in the plan described in Note 10.2, covering the period 2018–2025.

In line with the provisions for the incentive plan described in Note 10.2, on 18 February 2025, Naturgy's Board of Directors approved the early termination of this incentive plan. The settlement in favour of this second group of executives, also for the seven-year period from 2018 to 2024, amounted to Euros 7,145 thousand per year. This amount was covered by the provisions that had been recognised for this purpose.

In addition, at the general meeting held on 25 March 2025, the shareholders authorised the Board of Directors to establish a new multi-year variable remuneration scheme for all Naturgy executives, indexed to the annual shareholder return.

This scheme will have an ordinary duration of three years, starting on 1 January 2025, will take the annual return obtained by a shareholder as a reference, considering an initial value of the shares and, as a final value, the weighted average share price in the 90 calendar days prior to the end of the incentive period, also considering the dividends paid to shareholders during the incentive period.

This new multi-year variable remuneration scheme generates economic rights whose amount remains contingent until the end of the plan period, meaning that the final amount cannot be confirmed until 31 December 2027. Assuming that the degree of fulfilment of the established conditions is 100%, the amount accrued in the first half of 2026 would be Euros 8.6 million, of which Euros 3.8 million would correspond to senior management (Euros 7.7 million in the first half of 2025, of which Euros 3.8 million corresponded to senior management). As at 30 June 2026, the balance of the provision associated with this programme for a total of 130 executives amounted to Euros 25.7 million.

In the first half of 2026, the Appointments, Remuneration and Governance Committee began analysing possible modifications to the current incentive plan, including the option of transitioning to a recurring plan with a three-year term and annual payments; in any case, the implementation of such a plan would require the approval of the Board of Directors. Additionally, as part of that analysis, consideration is being given to the possibility of establishing advance payment mechanisms while the new scheme is being rolled out, without this entailing any change in the nature or essential conditions of the incentive currently in place, and the degree of compliance would be determined at the end of the initially planned period.

In addition, the Other non-current provisions category includes provisions recognised to cover obligations arising from the decommissioning of facilities, the balance of which as at 30 June 2026 amounts to Euros 656 million (Euros 641 million as at 31 December 2025). In addition, this line item includes provisions related to tax claims, litigation and arbitration, insurance, and other liabilities. Additional information on litigation and arbitration can be found in Note 28.

Specifically, as at 30 June 2026, the balance of “Other provisions” includes provisions related to the adjustment proposed in the partial audit of the Temporary Energy Tax for 2023 and 2024 (see Note 21 to the 2025 consolidated financial statements and Note 28 to the interim consolidated financial statements as at 30 June 2026) in the amount of Euros 135 million (Euros 133 million as at 31 December 2025).

As at 30 June 2026, there were no outstanding balances related to the second disciplinary proceeding against UFD Distribución Electricidad S.A. as the case had been dismissed (see Note 28).

The "Current provisions" item includes mainly the value of the CO_2 emission rights that must be delivered in respect of emissions, which amounted to Euros 680 million as at 30 June 2026 (Euros 492 million as at 31 December 2025). The emissions allowances for 2025 are expected to be delivered in the second half of this year.

Note 12. Financial liabilities

Set out below is a breakdown of financial liabilities, excluding “Trade and other payables”, as at 30 June 2026 and 31 December 2025, by type and category:

As at 30 June 2026	**Creditors and payables**	**Hedging derivatives**	**Total**
Issuing of debentures and other negotiable obligations	4,739	—	**4,739**
Borrowings from financial institutions	9,421	—	**9,421**
Derivative financial instruments (Note 13)	—	—	**—**
Lease liabilities	1,150	—	**1,150**
Other financial liabilities	—	—	**—**
Non-current financial liabilities	**15,310**	**—**	**15,310**
Issuing of debentures and other negotiable obligations	419	—	**419**
Borrowings from financial institutions	635	—	**635**
Derivative financial instruments (Note 13)	—	16	**16**
Lease liabilities	151	—	**151**
Other financial liabilities	2	—	**2**
Current financial liabilities	**1,207**	**16**	**1,223**
Total financial liabilities as at 30.06.2026	**16,517**	**16**	**16,533**

As at 31 December 2025	**Creditors and payables**	**Hedging derivatives**	**Total**
Issuing of debentures and other negotiable obligations	4,896	—	**4,896**
Borrowings from financial institutions	7,978	—	**7,978**
Derivative financial instruments (Note 13)	—	—	**—**
Lease liabilities	1,118	—	**1,118**
Other financial liabilities	—	—	**—**
Non-current financial liabilities	**13,992**	**—**	**13,992**
Issuing of debentures and other negotiable obligations	789	—	**789**
Borrowings from financial institutions	1,806	—	**1,806**
Derivative financial instruments (Note 13)	—	11	**11**
Lease liabilities	160	—	**160**
Other financial liabilities	5	—	**5**
Current financial liabilities	**2,760**	**11**	**2,771**
Total financial liabilities as at 31.12.2025	**16,752**	**11**	**16,763**

The average balance of gross financial debt in the first half of 2026 amounted to Euros 15,723 million (Euros 15,729 million in the first half of 2025 and Euros 15,712 million in 2025), calculated as the average at each month-end in the year of the balances of gross financial debt, excluding finance lease debt.

As of the date of preparation of these consolidated condensed interim financial statements, Naturgy is not in default on its financial obligations or any other type of obligation that could lead to the early maturity of its financial commitments. As of December 31, 2025, certain obligations under the financing agreements for Parque Eólico Peñarroldana, S.L. were in default, but a waiver was obtained preventing their early termination by the financing banks.

In cases of possible breach of the debt conditions, Naturgy evaluates the need to restructure the current debt and initiates negotiations with the banks, depending on market trends and the prospects of cash flows.

Financial assets at fair value as at 30 June 2026 and 31 December 2025 are classified as follows:

	30.06.2026				**31.12.2025**			
Financial liabilities	**Level 1 (listed price on active markets)**	**Level 2 (observable variables)**	**Level 3 (unobservable variables)**	**Total**	**Level 1 (listed price on active markets)**	**Level 2 (observable variables)**	**Level 3 (unobservable variables)**	**Total**
Derivative financial instruments								
Fair value through other comprehensive income	—	16	—	16	—	11	—	—
Fair value through profit or loss	—	—	—	—	—	—	—	—
Total	**—**	**16**	**—**	**16**	**—**	**11**	**—**	**—**

The carrying amounts and fair value of non-current borrowings are as follows:

	Carrying amount		**Fair value**	
	30.06.2026	**31.12.2025**	**30.06.2026**	**31.12.2025**
Issuing of debentures and other negotiable securities	4,739	4,896	4,694	4,863
Loans from financial institutions and other financial liabilities	9,421	7,978	9,443	7,996

The bonds and other marketable securities are listed and, therefore, their fair value is estimated on the basis of their listed price (Level 1). The fair value of bank borrowings and other financial liabilities is estimated by discounting the cash flows over the remaining terms of such debt. The discount rates were determined based on market rates available at 30 June 2026 and 31 December 2025 for borrowings with similar credit characteristics and maturities. These valuations are based on the listed prices of similar financial instruments in an official market or on observable information in an official market (Level 2).

In the six months ended 30 June 2026 and in 2025, the movement of “Issuing of debentures and other negotiable obligations” was as follows:

	01.01.2026	Issues	Buy-backs or redemptions	Currency translation differences, etc.	**30.06.2026**
Issued in a European Union Member State which required the filing of a prospectus	**4,822**	859	(1,446)	(1)	**4,234**
Issued outside a European Union Member State	**863**	152	(93)	2	**924**
Total	**5,685**	**1,011**	**(1,539)**	**1**	**5,158**

	01.01.2025	Issues	Buy-backs or redemptions	**Currency translation differences, etc.**	**31.12.2025**
Issued in a European Union Member State which required the filing of a prospectus	**5,841**	1,909	(2,940)	12	**4,822**
Issued outside a European Union Member State	**578**	402	(129)	12	**863**
Total	**6,419**	**2,311**	**(3,069)**	**24**	**5,685**

The total nominal amount drawn down under the Euro Medium Term Note (EMTN) programme, whose limit as at 30 June 2026 is Euros 12,000 million, was Euros 4,232 million (Euros 4,819 million as at 31 December 2025).

The limit of the Euro Commercial Paper (ECP) programme is Euros 1,000 million, against no amount was outstanding as at 30 June 2026 or 31 December 2025.

The amount drawn down in the form of other marketable debt securities and stock certificates as at 30 June 2026 was Euros 924 million (Euros 863 million as at 31 December 2025).

Six-month period ended 30 June 2026

Bonds for a total amount of Euros 587 million with an average coupon of 1.25% matured in the first half of 2026.

In the six-month period ended 30 June 2026, Euros 859 million were issued under the Euro Commercial Paper (ECP) programme and matured in that same period; consequently, there was no amount outstanding as at 30 June 2026 or 31 December 2025.

There were also two bond issues in Chile: Euros 57 million at 5 years with a fixed coupon of 3% and Euros 95 million at 10 years with a fixed coupon of 3.1%.

In February 2026, Naturgy entered into a new syndicated loan agreement for Thermal Generation Latin American for USD 1.303 million (comprising Tranche A of USD 1.129 million and Tranche B of MXN 3.000 million), with a 5 year maturity and the possibility of a 2 year extension. Interest rates are referenced to the SOFR for the USD tranche and the TIIEF for the MXN tranche, and interest rate hedging derivatives were also contracted. This financing was used to repay pre-existing debt that was classified as short-term as at 31 December 2025.

Six-month period ended 30 June 2025

In May 2025, Naturgy issued two bonds under the EMTN programme: Euros 500 million at 6 years with a 3.375% coupon, and Euros 500 million at 10 years with a 3.875% coupon. The proceeds were used to call Euros 831 million of bonds maturing between 2026 and 2027. This transaction had a positive impact of Euros 9 million, recognised under "Other financial income". The proceeds were also used to call Euros 169 million in subordinated perpetual notes (Note 10).

Bonds for a total amount of Euros 1,201 million with an average coupon of 1.04% matured in 2025.

In the six-month period ended 30 June 2025, Euros 339 million were issued under the Euro Commercial Paper (ECP) programme, and Euros 301 million had been drawn down under this programme as at 30 June 2025 (there were no outstanding issues as at 31 December 2024).

Bond issues in Chile were for Euros 37 million 5 years at a fixed rate of 3.30% and Euros 74 million 10 years at a fixed rate of 3.50%; bond issues in Panama were for USD 70 million (Euros 61 million) 5 years at a fixed rate of 7% and USD 55 million (Euros 48 million) 7 years at a floating rate of SOFR 3 months + a spread of 3.5%.

New funding transactions were arranged with credit institutions in Spain for Euros 2,521 million and with international institutions for Euros 96 million. In addition, refinancing transactions with credit institutions in Spain and other countries amounted to Euros 1,485 million and Euros 251 million, respectively.

Financing linked to fulfilment of ESG objectives (environmental, social and corporate governance factors)

ESG-linked financing relates to credit lines in Spain, the cost of which is linked to at least one of the following ESG indicators:

- Direct GHG emissions: three-year average reduction (Mt CO_2/GWh)
- CO_2 intensity in power generation: three-year average reduction (tCO_2/GWh)
- Water consumption: three-year average reduction (hm3)
- Women in management positions (%)

The adjustment to the cost of debt is linked to the level of compliance with the above metrics and their variation with respect to the previous year's indicators.

That funding as at 30 June 2026 amounted to Euros 2,885 million (Euros 2,885 million as at 31 December 2025), of which Euros 2,785 million are unused credit lines; consequently, the impact of the degree of compliance with those indicators on the funding cost is not material.

In addition, the terms of that financing do not disclose the existence of an embedded derivative that needs to be treated separately.

Note 13. Risk management and derivative financial instruments

13.1 Risk management

Risk management is detailed in Note 18 to the consolidated financial statements for the year ended 31 December 2025. The main aspects of financial risk are updated below as at 30 June 2026:

13.1.1 Interest rate risk

The purpose of interest rate risk management is to balance floating- and fixed-rate borrowings in order to reduce borrowing costs within the established risk parameters.

Naturgy uses financial swaps to manage exposure to interest rate fluctuations, by swapping floating rates for fixed rates.

As at 30 June 2026, 62% of Naturgy's debt is at fixed interest rates, while exposure to floating interest rates is limited.

Floating interest rates are tied mainly to Euribor, SOFR (USD), BBSY (AUD) and indexed rates in Mexico, Brazil, Argentina and Chile.

The sensitivity of results and equity (Other equity items) to interest rate fluctuations is as follows:

	Increase/decrease in interest rates (basis points)	Effect on profit before tax	Effect on equity before tax
30.06.2026	+50	(32)	58
	-50	32	(58)
31.12.2025	+50	(29)	51
	-50	29	(51)

During the first half of 2026, inflation in the Eurozone was more volatile than in 2025. After initially remaining at levels close to the European Central Bank's (ECB) target, inflationary pressures picked up during the spring, driven mainly by rising energy costs amid heightened international geopolitical tensions. As a result, the inflation outlook for 2026 was revised upward compared with the estimates made at the end of 2025.

In this context, the European Central Bank maintained a cautious stance for much of the first half. However, in light of rising inflationary risks — particularly those stemming from higher energy prices — the Governing Council agreed in June 2026 to raise its official interest rates by 25 basis points. As a result, the interest rate on main refinancing operations stood at 2.40% at mid-year.

As for interest rates in the United States, the Federal Reserve's monetary policy remained stable in the first half of 2026. Following the rate cuts accumulated in the second half of 2025, the Federal Open Market Committee decided to keep the federal funds rate target range unchanged at 3.50% to 3.75% at the end of June 2026.

In Australia, monetary policy was more restrictive during the first half of 2026. After ending 2025 with the official interest rate at 3.60%, the Reserve Bank of Australia (RBA) implemented several consecutive rate increases in response to growing inflationary pressure. Specifically, it raised the official rate to 4.35% in May 2026, and that level remained unchanged at the end of the first half.

In any case, floating-rate debt accounts for just 38% of Naturgy's total debt as at 30 June 2026.

13.1.2 Exchange rate risk

In order to mitigate these risks to the extent possible, Naturgy finances its investments in local currency. Furthermore, where possible, it tries to match costs and revenues by reference to the same currency, as well as amounts and maturities of assets and liabilities arising from operations denominated in currencies other than the euro.

For open positions, risks in non-functional currencies are managed, where considered necessary, through financial swaps and hedging derivatives.

Additionally, net assets of overseas companies whose functional currency is not the euro are subject to foreign exchange risk when their financial statements are translated to euro during the consolidation process. Exposure to risk countries where there is more than one exchange rate is not material.

The effect of exchange rates on the translation of the main items of the condensed interim consolidated financial statements as at 30 June 2026 are as follows:

Million euro	% change vs. June 2025 (1)	Gross operating profit	Consolidated profit attributable to the parent company	Net borrowings (2)
US Dollar (USD)	6.8 %	(33)	(19)	37
Mexican Peso (MXN)	(6.6)%	10	3	38
Brazilian Real (BRL)	(4.4)%	8	2	—
Argentinian Peso (ARS)	19.7 %	(18)	(8)	—
Chilean Peso (CLP)	(0.2)%	1	—	1
Australian dollar (AUD)	(3.5)%	1	(1)	61
Other currencies		(1)	—	(2)
Total		**(32)**	**(23)**	**135**

(1) Corresponds to the variation in cumulative average exchange rates, except in the case of Argentina, where the closing exchange rate is applied as it is classified as a hyperinflationary economy.
(2) Corresponds to the variation in exchange rates at the end of each period.

13.1.3 Commodity risk

Volatility in the prices of energy commodities (natural gas, oil, electricity) poses a significant risk to the Group, given its direct impact on procurement costs and commercial margins. Geopolitical factors, such as tensions in producing regions or changes in export policies, can alter global supply and demand, causing sharp fluctuations in prices.

In the gas business, it should be noted that Naturgy's operating results are linked to the purchase and sale of gas to supply a diversified customer portfolio.

Most gas procurement contracts are arranged on a long-term basis with purchase prices based on a combination of commodity prices, basically crude oil and its derivatives, and natural gas hub prices.

Selling prices to final customers are generally agreed on a short/medium-term basis and are conditioned by the supply/demand balance existing at any given time in the gas market. This may result in decoupling with respect to gas procurement prices.

Consequently, Naturgy is exposed to variations in gas procurement prices with respect to the sale price to end customers. Exposure to this risk is managed and mitigated by natural hedging, seeking to balance the commodity exposures of both prices. Additionally, the main long-term procurement contracts allow us to manage this exposure through volume flexibility and price review mechanisms.

When it is not possible to achieve a natural hedge, the position is managed, within reasonable risk parameters, through derivatives, generally designated as hedging instruments, to reduce exposure to price decoupling risk. However, these hedges may prove to be ineffective in the event of changes in the expected dates of the purchase and sale transactions, a reduction in the volumes hedged, or a decoupling from the indices hedged in the purchase and sale transactions.

In the integrated electricity businesses, the Group's aggregate exposure is determined by the strategic generation/supply positioning and by the final sale pricing policies in electricity supply.

Gas prices began to escalate late in 2021 and peaked in 2022 following the impact of the war in Ukraine and the reduction in supplies from Russia. Prices corrected downwards from 2023 onwards, leading to a phase of relative stability towards the middle of 2024. Subsequently, there was a significant rebound through early 2025, followed by another correction that led to a more stable environment toward mid-2025. During the second half of 2025, ceasefire talks between Ukraine and Russia, plus high storage levels, diversification of supply sources and moderate demand, contributed to lower natural gas prices in Europe, around the levels that prevailed in the first half of 2024.

However, this stable environment was significantly disrupted in the first half of 2026 as a result of the armed conflict between the United States and Iran, which has caused tensions in global energy markets. In particular, the risks associated with major energy transport routes, including the Strait of Hormuz, have contributed to a surge in international gas prices.

At the same time, as a result of the 19th package of sanctions imposed by the European Council, currently in force until 31 July 2027, and the European import regulation published on 2 February 2026 and in force indefinitely, there are implications for the long-term contract to procure LNG from Yamal described in Note 2.5.c of these condensed interim consolidated financial statements. The Group has a diversified procurement portfolio, which will help mitigate the potential impact of the aforementioned European regulation (see Appendix II, 1. European regulatory environment).

The sensitivity of profit and equity (Other equity components) to changes in the fair value of derivatives arranged to hedge commodity prices and derivatives not designated as hedges for accounting purposes is as follows:

	Increase/decrease in gas price	Effect on profit before tax	Effect on equity before tax
30.06.2026	**+10%**	**(1)**	**(227)**
	-10%	**1**	**227**
31.12.2025	+10%	(1)	(85)
	-10%	1	85

	Increase/decrease in electricity price	Effect on profit before tax	Effect on equity before tax
30.06.2026	**+10%**	**(18)**	**(115)**
	-10%	**18**	**115**
31.12.2025	+10%	(16)	(110)
	-10%	15	110

	Increase/decrease in the price of CO_2 emission allowances	Effect on profit before tax	Effect on equity before tax
30.06.2026	**+10%**	**—**	**1**
	-10%	**—**	**(1)**
31.12.2025	+10%	—	2
	-10%	—	(2)

Business segment sensitivity to gas and electricity prices is described below:

- Gas and electricity distribution: This is a regulated activity in which revenue and profit margins are linked to distribution infrastructure management services, irrespective of the prices of the commodities distributed.
- Gas and electricity supply profit margins on gas and electricity supply activities are directly affected by commodity prices. In this regard, Naturgy has a risk policy that determines, among other aspects, the tolerance range based on applicable risk limits. Measures employed to keep risk within the stipulated limits include active supply management, balanced acquisitions and sales formulae, and specific hedging so as to maximise the risk-profit relationship. In addition to the above-mentioned policy, a large proportion of Naturgy's procurement portfolio has ordinary and extraordinary price review clauses. These clauses make it possible, in the medium term, to modulate the impact of decoupling between Naturgy's selling prices in its markets and the evolution of prices in its procurement portfolio.

13.1.4 Credit risk

The credit risk of trade receivables is reflected in the consolidated balance sheet, as they are presented net of provisions for expected credit losses (Note 8). Those provisions are estimated on the basis of available information about past events (such as customer payment behaviour), current conditions and forward-looking factors (e.g. macroeconomic factors such as gross domestic product growth, inflation and interest rates). The estimate is based on customer portfolio segregation in the geographies in which the Group operates.

These estimates are part of an ongoing credit risk assessment process, in which the Group periodically reviews the macroeconomic scenario used in the expected credit loss model, as well as certain material parameters, including the probability of default and loss given default for the various geographic regions. This process aims to accurately reflect changes in material variables in the markets and customer segments — which are influenced by, among other factors, volatility in the energy and financial markets — and incorporates information on past events, current conditions, and reasonable sustainable forecasts, in accordance with the forward-looking approach required by the applicable regulations. In this context, and as part of this ongoing assessment, the Group analyzes the potential impact of uncertainty factors, including those of a geopolitical nature; no significant direct effects on the estimates of expected credit losses have been identified.

The credit risk associated with trade accounts receivable has always been low. This is due, on the one hand, to the short payment terms for customers, which limits the accumulated credit exposure per customer before supply can be suspended for non-payment, in accordance with the relevant regulations. Moreover, the Group applies risk management policies that optimise the credit quality of the overall portfolio and establish additional risk mitigation measures. Furthermore, in all Naturgy's transactions with customers in organised markets, it is the system operator itself that directly manages the guarantees and assumes liability in the event that a counterparty fails to meet its collection or supply obligations.

With respect to other exposures to counterparties in transactions involving financial derivatives and the investment of cash surpluses, credit risk is mitigated by carrying out such operations with reputable financial institutions in line with internal requirements. In the six months ended 30 June 2026 and in 2025, there were no significant defaults or losses.

To cover the collection risk in the case of certain customers in unorganised markets, the Group negotiates and receives guarantees from financial institutions and third parties. As at 30 June 2026, Naturgy had received guarantees for Euros 328 million (Euros 386 million as at 31 December 2025). No guarantees in this connection were executed in the six-month period ended 30 June 2026 or in 2025.

As at 30 June 2026 and 31 December 2025, Naturgy did not have significant concentrations of credit risk. Concentration risk is minimised through diversification by managing and combining various areas of impact. Firstly, by having a portfolio of trade receivables that is spread geographically across several countries; secondly, through a diverse product offer, ranging from energy supply to the implementation of custom energy solutions; thirdly, because there are different types of customers: residential, self-employed entrepreneurs, small and large companies, both private and public, operating in different sectors of the economy.

An ageing analysis of financial assets and related expected losses as at 30 June 2026 and 31 December 2025 is set out below:

30.06.2026	**Total**	**Current**	**0-180 days**	**180-360 days**	**More than 360 days**
Expected loss ratio	18.3%	1.7%	20.2%	79.0%	92.5%
Trade receivables for sales and services	3,025	2,189	336	100	400
Expected loss	555	38	68	79	370

31.12.2025	**Total**	**Current**	**0-180 days**	**180-360 days**	**More than 360 days**
Expected loss ratio	19.6%	1.3%	22.6%	83.2%	93.7%
Trade receivables for sales and services	3,048	2,229	265	107	447
Expected loss	597	29	60	89	419

The expected loss ratio is calculated as the expected loss divided by customer receivables for sales and services.

As at 30 June 2026, the balance of the provision for bad debts (expected loss) includes bad debts at the supply companies in the Wholesale Electricity Market in the amount of Euros 38 million (Euros 108 million as at 31 December 2025).

Concerning supplier credit risk, the solvency of each supplier of products and services is guaranteed through regular analysis of their financial information, particularly prior to new engagements. To this end, the relevant valuation criteria are applied depending on the supplier's criticality in terms of service or concentration. This procedure is supported by control and supplier management mechanisms and systems.

13.1.5 Liquidity risk

As at 30 June 2026 and 31 December 2025, available liquidity is as follows:

Liquidity source	**Available in 2026**	**Available in 2025**
Unused credit lines	5,524	5,560
Cash and cash equivalents	4,686	4,357
Total	**10,210**	**9,917**

In addition, Naturgy has the ability to issue debt in the capital markets, through the Euro Commercial Paper (ECP) and European Medium Term Notes (EMTN) programmes, as well as by issuing marketable bonds and stock certificates, which provide the company with diversified access to short- and long-term financing, the amount of Euros 9,136 million (Euros 8,564 million as at 31 December 2025) being unused.

The Group has analysed the potential effects of the geopolitical environment — taking into account both the conflict between the United States and Iran and the conflict in Ukraine, as well as volatility in the energy and financial markets — in order to assess its ability to meet its short-term obligations and maintain liquidity across its various business units. This analysis did not identify any significant impacts or additional risks. The Group maintains a robust liquidity position, backed by available credit lines and appropriate diversification of funding sources, including access to the capital markets. This position allows the Group to comfortably meet projected short-term debt maturities and honour its financial obligations.

13.1.6 Capital management

Naturgy's long-term credit rating is as follows:

	2026	2025
Standard & Poor’s (S&P)	BBB (*)	BBB (*)
Fitch	BBB (*)	BBB (*)

(*) S&P: Stable outlook, Fitch: Stable outlook

As at 30 June 2026, bank borrowings amounting to Euros 3,792 million and outstanding bonds amounting to Euros 425 million are subject to the fulfilment of certain financial ratios (Euros 3,778 million and Euros 393 million, respectively, as at 31 December 2025).

Most of the outstanding borrowings carry a clause relating to a change of control, either by acquisition of more than 50% of the voting shares or by obtaining the right to appoint the majority of the members of the Board of Naturgy Energy Group, S.A. Those clauses are subject to additional conditions and, consequently, triggering them would require more than one of the following events to occur simultaneously: a material downgrade in the credit rating caused by the change in control, or the loss of investment grade status granted by rating agencies; inability to meet the financial obligations of the contract; a material detrimental event for the creditor; or a material adverse change in creditworthiness. These clauses would entail repayment of the outstanding debt, although the time period would normally be longer than in the event of early termination.

Specifically, as is habitual in the Euromarket, the bonds issued, in the amount of Euros 4,232 million (Euros 4,819 million as at 31 December 2025), might be accelerated if a change in control triggered a downgrade of more than two full notches in at least two of the Company's three ratings and all the ratings fell below investment grade, provided that the rating agency stated that the rating downgrade was the result of the change in control.

There are also loans for an amount of Euros 5,555 million that could be accelerated in the event of a change of control (Euros 5,101 million as at 31 December 2025). Most of that amount is linked to infrastructure financing from the European Investment Bank that requires a rating downgrade in addition to the change in control, and has special repayment terms that are longer than those relating to early termination events.

13.2 Derivative financial instruments

The breakdown of derivative financial instruments by category and maturity is as follows:

	30.06.2026		31.12.2025	
	Asset	**Liability**	**Asset**	**Liability**
Hedging derivative financial instruments	**278**	**594**	**252**	**300**
Interest rate hedges				
Cash flow hedges	58	—	52	—
Interest and exchange rate hedges				
Cash flow hedges	18	—	12	—
Exchange rate hedges				
Cash flow hedges	—	2	—	—
Price of commodities hedges				
Cash flow hedges	202	592	188	300
Other financial instruments	**10**	**18**	**9**	**8**
Price of commodities	10	18	9	8
Non-current derivative financial instruments	**288**	**612**	**261**	**308**
Hedging derivative financial instruments	**606**	**952**	**266**	**141**
Interest rate hedges				
Cash flow hedges	21	1	20	6
Interest and exchange rate hedges				
Cash flow hedges	—	9	—	5
Exchange rate hedges				
Cash flow hedges	19	6	5	2
Fair value hedges	—	2	1	—
Price of commodities hedges				
Cash flow hedges	566	934	240	128
Other financial instruments	**142**	**192**	**62**	**52**
Price of commodities	142	192	62	52
Current derivative financial instruments	**748**	**1,144**	**328**	**193**
Total	**1,036**	**1,756**	**589**	**501**

The fair value of derivatives is determined based on the listed price in an active market (Level 1), observable variables in an active market (Level 2), and variables that are not observable in an active market (Level 3).

“Other financial instruments” include derivatives not qualifying for hedge accounting.

As at 30 June 2026, asset derivatives linked to financial liabilities amount to Euros 102 million (Euros 89 million as at 31 December 2025), relating to:

- interest rate derivatives amounting to Euros 58 million under non-current assets and Euros 21 million under current assets (Euros 52 million under non-current assets and Euros 20 million under current assets as at 31 December 2025).

- interest rate and exchange rate hedging derivatives under non-current assets amounting to Euros 18 million (Euros 12 million as at 31 December 2025).

- cash flow exchange rate hedging derivatives amounting to Euros 5 million under current assets (Euros 5 million under current assets as at 31 December 2025).

The impact on the consolidated income statement of derivative financial instruments is as follows:

	Six months to June 2026		Six months to June 2025	
	Operating income	**Financial income**	**Operating income**	**Financial income**
Cash flow hedge	(181)	8	(258)	33
Fair value hedge	(2)	—	14	—
Other financial instruments	(42)	2	—	(7)
Total	**(225)**	**10**	**(244)**	**26**

The breakdown of derivatives as at 30 June 2026 and 31 December 2025, their fair value and the maturities of their notional values are as follows:

								30.06.2026
	Fair value	Notional value						
(€ million)		2026	2027	2028	2029	2030	Subsequent years	Total
INTEREST RATE HEDGES:								
Cash flow hedges:								
Financial swaps (EUR)	28	81	415	763	621	1	8	1,889
Financial swaps (USD)	9	1	40	42	45	48	344	520
Financial swaps (MXN)	(1)	—	6	6	7	7	50	76
Financial swaps (AUD)	42	8	13	11	13	13	715	773
EXCHANGE RATE HEDGES:								
Cash flow hedges:								
Foreign exchange insurance (USD)	10	811	72	—	—	—	—	883
Foreign exchange insurance (AUD)	1		100	—	—	—	—	100
Foreign exchange insurance (EUR) (1)	—	26	4	—	—	—	—	30
Fair value hedges:								
Foreign exchange insurance (BRL)	(2)	20	—	—	—	—	—	20
Foreign exchange insurance (EUR) (1)	—	19	—	—	—	—	—	19
Foreign exchange insurance (USD)	—	61	—	—	—	—	—	61
INTEREST RATE AND EXCHANGE RATE HEDGES:								
Cash flow hedges:								
Financial swaps (USD)	5	4	9	9	70	68	—	160
Financial swaps (UF)	4	—	—	—	—	37	230	267
COMMODITIES HEDGES:								
Cash flow hedges:								
Commodities price derivatives (EUR)	(141)	1,358	2,055	44	4	—	—	3,461
Commodities price derivatives (USD)	(466)	296	566	448	34	34	226	1,604
Commodities price derivatives (AUD)	(151)	68	123	124	125	124	720	1,284
OTHER:								
Commodities price derivatives (EUR)	(54)	110	33	1	—	—	—	144
Commodities price derivatives (USD)	6	15	3	—	—	—	—	18
Commodities price derivatives (AUD)	(10)	—	—	17	24	24	178	243
Total	**(720)**	**2,878**	**3,439**	**1,465**	**943**	**356**	**2,471**	**11,552**

(1) Arranged by companies with a functional currency other than the euro.

								31.12.2025
	Fair value	Notional value						
(€ million)		**2026**	**2027**	**2028**	**2029**	**2030**	**Subsequent years**	**Total**
INTEREST RATE HEDGES:								
Cash flow hedges:								
Financial swaps (EUR)	21	115	415	763	496	1	8	1,798
Financial swaps (USD)	7	609	1	2	2	2	17	633
Financial swaps (MXN)	—	84	—	—	—	—	—	84
Financial swaps (AUD)	38	6	11	10	11	15	672	725
EXCHANGE RATE HEDGES:								
Cash flow hedges:								
Foreign exchange insurance (USD)	3	134	6	—	—	—	—	140
Foreign exchange insurance (AUD)	—	—	18	—	—	—	—	18
Fair value hedges:								
Foreign exchange insurance (BRL)	—	—	—	—	—	—	—	—
Foreign exchange insurance (EUR) (1)	—	19	—	—	—	—	—	19
Foreign exchange insurance (USD)	1	70	—	—	—	—	—	70
INTEREST RATE AND EXCHANGE RATE HEDGES:								
Cash flow hedges:								
Financial swaps (USD)	6	8	9	9	70	68	—	164
Financial swaps (UF)	1	—	—	—	—	37	74	111
COMMODITIES HEDGES:								
Cash flow hedges:								
Commodities price derivatives (EUR)	(17)	364	77	25	2	—	—	468
Commodities price derivatives (USD)	135	706	431	352	33	33	219	1,774
Commodities price derivatives (AUD)	(118)	114	115	116	117	117	676	1,255
OTHER:								
Commodities price derivatives (EUR)	(2)	—	156	46	—	—	—	202
Commodities price derivatives (USD)	10	15	3	—	—	—	—	18
Commodities price derivatives (AUD)	3	—	17	23	23	26	166	255
Total	**88**	**2,244**	**1,259**	**1,346**	**754**	**299**	**1,832**	**7,734**

(1) Arranged by companies with a functional currency other than the euro.

The breakdown of derivatives as at 30 June 2026 and 31 December 2025, their fair value and the maturities of their notional values are as follows:

30.06.2026	**Fair value (euro million)**	**Physical units**						
		2026	**2027**	**2028**	**2029**	**2030**	**Subsequent years**	**Total**
Procurements hedges								
Gas (TBTU)	396	171	242	43	—	—	—	456
Electricity (GWh)	28	1,299	388	117	64		—	1,868
CO2 (thousand tonnes)	3	136	—	—	—	—	—	136
Sales hedges								
Gas (TBTU)	(914)	144	234	68	—	—	—	446
Electricity (GWh)	(271)	2,220	3,835	3,831	3,826	3,768	21,287	38,767
Others (non hedge)	(58)	—	—	—	—	—	—	—
Total	**(816)**							

31.12.2025	**Fair value (euro million)**	**Physical units**						
		2026	**2027**	**2028**	**2029**	**2030**	**Subsequent years**	**Total**
Procurements hedges								
Gas (TBTU)	(88)	115	84	50	—	—	—	249
Electricity (GWh)	(7)	2,244	236	73	38	—	—	2,591
CO2 (thousand tonnes)	5	235						235
Sales hedges								
Gas (TBTU)	299	120	84	63	—	—	—	267
Electricity (GWh)	(209)	4,169	3,835	3,831	3,826	3,768	21,287	40,716
Others (non hedge)	11	—	—	—	—	—	—	—
Total	**11**							

Note 14. Other current and non-current liabilities

The breakdown as at 30 June 2026 and 31 December 2025 is as follows:

	30.06.2026	**31.12.2025**
Deposits and guarantees deposits	248	236
Derivative financial instruments (Note 13)	612	308
Other liabilities	289	358
Other non-current liabilities	**1,149**	**902**
Dividends payable	58	19
Short-term fixed asset suppliers (1)	200	—
Expenses accrued pending payment	60	58
Gas system financing	79	—
Other liabilities	72	48
Other current liabilities	**469**	**125**
Total other liabilities	**1,618**	**1,027**

(1) As at 31 December 2025, payables related to current fixed assets totalled Euros 289 million, classified under “Trade Payables” (Note 15).

The fair value and carrying value of these liabilities do not differ significantly.

Financial assets at fair value as at 30 June 2026 and 31 December 2025 are classified as follows:

	30.06.2026				31.12.2025			
Financial liabilities	**Level 1 (listed price on active markets)**	**Level 2 (observable variables)**	**Level 3 (unobservable variables)**	**Total**	**Level 1 (listed price on active markets)**	**Level 2 (observable variables)**	**Level 3 (unobservable variables)**	**Total**
Derivative financial instruments:								
Fair value through other comprehensive income	—	320	274	594	—	71	229	300
Fair value through profit or loss	—	8	10	18	—	8	—	8
Total	**—**	**328**	**284**	**612**	**—**	**79**	**229**	**308**

The “Deposits and guarantee deposits” heading basically includes amounts received from customers under contracts for the supply of electricity and natural gas, as provided by law, and deposited with the competent public administrations (Note 7), and amounts received from customers to secure supplies of liquefied natural gas.

The “Derivative Financial Instruments” category includes, in addition to operational derivatives used to hedge gas prices in the amount of Euros 326 million (Euros 79 million as at 31 December 2025), the fair value of certain energy sales contracts held by the Australian subsidiaries, which amounted to Euros 181 million as at 30 June 2026 (Euros 140 million as at 31 December 2025), from the U.S. subsidiaries in the amount of Euros 103 million (Euros 88 million as at 31 December 2025) and operational exchange rate hedging derivatives in the amount of Euros 2 million. At 31 December 2025 also included derivatives used to hedge electricity prices in the amount of Euros 1 million.

The "Gas system financing" item includes temporary mismatches between gas system revenues and costs amounting to Euros 79 million that were pending settlement as at 30 June 2026. As at 31 December 2025, these mismatches amounted to Euros 93 million and were included under "Other financial assets" as they were financed by Naturgy (Note 7).

As at 30 June 2026, “Other Liabilities” primarily includes:

– The non-current "Other liabilities" item includes the balancing entry for receivables in Brazil due to the inclusion of the “Imposto sobre Operações relativas à Circulação de Mercadorias e Prestação de Serviços de Transporte Interestadual e Intermunicipal e de Comunicação (ICMS)” in the PIS and COFINS assessment base as described in Note 8, amounting to Euros 134 million (Euros 118 million as at 31 December 2025).

– It also includes Euros 5 million classified as non-current and Euros 1 million classified as current, associated with negative market price variances at Renewable Generation facilities (Note 2.4.25.i. of the 2025 consolidated financial statements) (Euros 60 million non-current and Euros 13 million current as at 31 December 2025).

– This figure includes Euros 79 million in grants related to the Spain Renewable Generation business, which have been received and are contingent upon the execution of the committed investments. These amounts are classified as non-current liabilities (Euros 102 million as at 31 December 2025).

– That item also includes Euros 42 million non-current in respect of the levelling over the term of the service contracts for the assignment of electricity generation capacity with the Mexican Federal Electricity Commission (contract liabilities) of which Euros 18 million are classified as non-current liabilities . (Euros 32 million classified as non-current as at 31 December 2025).

Note 15. Trade and other payables

The breakdown as at 30 June 2026 and 31 December 2025 is as follows:

	30.06.2026	31.12.2025
Trade payables (1)	2,743	3,171
Trade payables with related parties	—	6
Trade payables	**2,743**	**3,177**
Derivative financial instruments (Note 13)	**1,128**	**182**
Public Administrations	443	537
Accrued wages and salaries	111	140
Other payables	6	8
Other payables	**560**	**685**
Current tax liabilities	**354**	**178**
Total	**4,785**	**4,222**

(1) As at 31 December 2025, this item included Euros 289 million due to "Short-term fixed assets suppliers." As at 30 June 2026, this item was reported under "Other current liabilities" (Note 14).

The fair value and carrying value of these liabilities do not differ significantly.

Financial assets at fair value as at 30 June 2026 and 31 December 2025 are classified as follows:

	30.06.2026				31.12.2025			
Financial liabilities	**Level 1 (listed price on active markets)**	Level 2 (observable variables)	Level 3 (unobservable variables)	**Total**	**Level 1 (listed price on active markets)**	**Level 2 (observable variables)**	**Level 3 (unobservable variables)**	**Total**
Derivative financial instruments:								
Fair value through other comprehensive income	1	922	11	934	4	110	16	130
Fair value through profit or loss	70	124	—	194	2	50	—	52
Total	**71**	**1,046**	**11**	**1,128**	**6**	**160**	**16**	**182**

The "Derivative financial instruments" category includes, in addition to gas and electricity price derivatives totalling Euros 1,114 million as at 30 June 2026 (Euros 164 million as at 31 December 2025), the fair value of energy purchase and sale contracts held by the Australian subsidiaries, which amounted to Euros 9 million as at 30 June 2026 (Euros 11 million as at 31 December 2025), those held by the U.S. subsidiaries, which amounted to Euros 3 million (Euros 5 million as at 31 December 2025), and foreign exchange hedges totalling Euros 2 million as at 30 June 2026 (Euros 2 million as at 31 December 2025).

Note 16. Net sales

The breakdown of this heading in the consolidated income statement for the first six months of 2026 and 2025 is as follows, by category, with the relevant operating segment reporting structure (Note 2.4.23 Recognition of revenues and expenses in the 2025 consolidated financial statements details the recognition model for each revenue type):

	Networks										Markets								
2026	**Gas Spain**	**Gas Mexico**	**Gas Brazil**	**Gas Arg.**	**Gas Chile**	**Elec. Spain**	**Elec. Panama**	**Elec. Arg.**	**Holding and Eli.**	**Total**	**Energy Management**	**Thermal gen.**	**Renewable generation**	**Renewable Gases**	**Supply**	**Holding and Eli.**	**Total**	**Rest**	**Total**
Sales of gas and access to distribution networks	410	407	457	348	386	—	—	—	—	**2,008**	1,374	—	—	13	1,453	—	**2,840**	—	**4,848**
Sales of electricity and access to distribution networks	—	—	—	—	1	525	508	103	—	**1,137**	139	924	169	—	1,362	—	**2,594**	—	**3,731**
LNG sales	—	—	—	—	—	—	—	—	—	**—**	1,019	—	—	—	—	—	**1,019**	—	**1,019**
Registrations and facility checks	11	2	—	—	—	4	1	—	—	**18**	3	—	—	—	12	—	**15**	—	**33**
Assignment power generation capacity	—	—	—	—	—	—	—	—	—	**—**	—	190	—	—	—	—	**190**	—	**190**
Rentals meters and facilities	13	—	2	—	—	10	—	—	—	**25**	—	—	—	—	152	—	**152**	—	**177**
Other income	7	13	4	4	—	—	—	1	10	**39**	11	1	25	1	22	—	**60**	—	**99**
Total	**441**	**422**	**463**	**352**	**387**	**539**	**509**	**104**	**10**	**3,227**	**2,546**	**1,115**	**194**	**14**	**3,001**	**—**	**6,870**	**—**	**10,097**

	Networks										Markets								
2025	**Gas Spain**	**Gas Mexico**	**Gas Brazil**	**Gas Arg.**	**Gas Chile**	**Elec. Spain**	**Elec. Panama**	**Elec. Arg.**	**Holding and Eli.**	**Total**	**Energy Management**	**Thermal gen.**	**Renewable generation**	**Renewable Gases**	**Supply**	**Holding and Eli.**	**Total**	**Rest**	**Total**
Sales of gas and access to distribution networks	433	412	529	295	381	—	—	—	—	**2,050**	693	—	—	18	1,792	—	**2,503**	—	**4,553**
Sales of electricity and access to distribution networks	—	—	—	—	2	440	498	96	—	**1,036**	147	903	182	—	1,351	—	**2,583**	—	**3,619**
LNG sales	—	—	—	—	—	—	—	—	—	**—**	1,287	—	—	—	—	—	**1,287**	—	**1,287**
Registrations and facility checks	10	3	—	—	—	5	1	—	—	**19**	2	—	—	—	16	—	**18**	—	**37**
Assignment power generation capacity	—	—	—	—	—	—	—	—	—	**—**	—	175	—	—	—	—	**175**	—	**175**
Rentals meters and facilities	12	—	1	—	—	9	—	—	—	**22**	—	—	—	—	158	—	**158**	—	**180**
Other income	8	12	3	3	—	—	1	1	—	**28**	—	1	25	1	51	3	**81**	1	**110**
Total	**463**	**427**	**533**	**298**	**383**	**454**	**500**	**97**	**—**	**3,155**	**2,129**	**1,079**	**207**	**19**	**3,368**	**3**	**6,805**	**1**	**9,961**

16.1 Reporting by geographic area

Naturgy's revenue by country is analysed below:

	30.06.2026	30.06.2025
Spain	**5,263**	**5,074**
Rest of Europe	**1,564**	**1,039**
France	459	344
Netherlands	355	183
Portugal	287	239
Italy	159	82
United Kingdom	134	40
Croatia	68	—
Turkey	59	44
Belgium	43	38
Germany	—	35
Greece	—	34
Latin American	**2,998**	**2,947**
Mexico	766	822
Panama	510	500
Argentina	499	411
Brazil	474	543
Chile	402	393
Puerto Rico	284	224
Dominican Republic	57	45
Other Latin America	6	9
Other	**272**	**901**
Usa	131	160
South Korean	50	235
Japan	60	117
Australia	31	48
Taiwan	—	183
China	—	117
Thailand	—	41
Other countries	—	—
Total	**10,097**	**9,961**

By application of the accounting treatment described in Note 2.4.17 to the 2025 consolidated financial statements, "Net sales" for the first half of 2026 includes a positive amount of Euros 3 million as a net result of the positive and negative price deviations in the Spain Renewable Generation business under the specific remuneration regime, with Euros 36 million recognised under "Other receivables" (current and non-current) (Note 8) and Euros 6 million under "Other liabilities" (current and non-current) in the interim consolidated balance sheet (Note 14). The impact on income recognised in the first half of 2025 was Euros 19 million.

In the first half of 2026, Naturgy recognised revenue in the Spain Electricity Distribution business in connection with the manageable component (COMGES) of the remuneration paid to electricity distribution companies, as a result of the Supreme Court's rulings on the appeals filed by several companies regarding remuneration for 2017, 2018, and 2019 (Order TED/749/2022). These resolutions made it possible to confirm the value of the parameter corresponding to the first regulatory half-period, which was initially considered to be provisional under the CNMC resolution approving the remuneration for 2020. See section 2.2.1 of Appendix II. Regulatory framework.

Note 17. Procurements

The breakdown of this heading in the interim consolidated income statement for the first six months of 2026 and 2025 is as follows:

	2026	2025
Energy purchases	5,313	5,345
Access to transmission networks	669	584
Other purchases and changes in inventories	208	183
Total	**6,190**	**6,112**

Note 18. Personnel expenses

The breakdown of this heading in the interim consolidated income statement for the first six months of 2026 and 2025 is as follows:

	2026	2025
Wages and salaries	234	237
Termination benefits	18	8
Social security costs	48	48
Defined contribution plans	13	13
Share-based payments (Note 10)	—	2
Own work capitalised	(38)	(39)
Other	26	21
Total	**301**	**290**

The average number of employees of Naturgy in the first six months of 2026 and 2025 is as follows:

	2026	2025
Men	4,291	4,435
Women	2,495	2,440
Total	**6,786**	**6,875**

The average number of employees of Naturgy includes the average number of employees in joint ventures which, pro-rated by the company's percentage stake, was 134 (140 as at 30 June 2025).

The calculation of the average number of employees did not consider employees of companies which are classified as discontinued operations (Note 9) or of companies carried by the equity method, as detailed below:

	2026	2025
Discontinued operations (1)	8	9
Equity-consolidated companies	57	57

(1) These employees pertain to the coal-fired generation business in Spain, which was discontinued in 2020 (Note 9).

On 30 June 2026, the company's management and employee representatives signed the Naturgy Group's Fourth Collective Bargaining Agreement, which is in force through 31 December 2028. The Agreement, which came into force on the date it was signed, establishes the framework regulating the Group's labour relations for the aforementioned period. The signature of the Agreement did not have a material financial impact on the Group's condensed interim consolidated financial statements as at 30 June 2026.

Note 19. Other operating income and expense

"Other operating income" in the six-month period ended 30 June 2026 amounted to Euros 91 million (Euros 80 million as at 30 June 2025).

The breakdown of “Other operating expenses” in the interim consolidated income statement for the first six months of 2026 and 2025 is as follows:

	2026	2025
Taxes	224	294
Operation and maintenance	200	186
Advertising and other commercial services	60	51
Professional services and insurance	58	61
Concession construction or improvements services IFRIC 12	43	39
Supplies	32	30
Services to customers	26	30
Lean services	54	59
Other	59	70
Total	**756**	**820**

The “Taxes” category in the first half of 2026 was affected by the reduction in the tax burden associated with the Tax on the Value of Electricity Production (IVPEE) resulting from the measures approved by the government through Royal Decree-Law 7/2026 (see note 2.3.1). In the first half of 2025, this line item reflected the effect of the gradual reinstatement of this tax following its suspension in previous years.

Note 20. Depreciation and non-financial asset impairment losses

The breakdown of this heading in the interim consolidated income statement for the first six months of 2026 and 2025 is as follows:

	2026	2025
Depreciation and amortisation charge	808	785
Impairment losses (Note 4)	—	40
Total	**808**	**825**

Note 21. Other results

In the first half of 2026, the breakdown of this category consists of a series of minor positive impacts.

In the first half of 2025, this line item reflected the effects of the agreement reached on 6 March 2025 between Metrogas, S.A., a subsidiary of the Naturgy Group in Chile, and Transportadora de Gas del Norte, S.A. (TGN) to settle all legal disputes initiated in 2011 that were pending before the courts in Argentina. As a result of this agreement, USD 20 million (Euros 19 million) of provisions were reversed in the first half of 2025 (Note 28).

Note 22. Financial income

The breakdown of this heading in the consolidated balance sheet for the first six months of 2026 and 2025 is as follows:

	2026	2025
Interest income	85	98
Other financial income (1)	30	45
Total financial income	**115**	**143**
Cost of borrowings (2)	(361)	(355)
Interest expenses pension plans	(9)	(7)
Other financial expense (3)	(43)	(23)
Total financial expense	**(413)**	**(385)**
Variations in the fair value of financial instruments (4)	2	(3)
Net exchange differences	(12)	—
Financial income	**(308)**	**(245)**

(1) As at 30 June 2025, it included the positive impact of Euros 9 million linked to the EMTN bond issue and redemption in May 2025.

(2) This includes the cost of finance lease liabilities (Euros 39 million in 2026 and Euros 42 million in 2025) and other refinancing costs (Euros 6 million in 2026 and Euros 5 million in 2025).

(3) This includes updating the provisions reported in Note 28 Litigation and arbitration, and the inflation adjustment applicable to the distribution network companies in Argentina, as a hyperinflationary economy, with impacts of Euros -13 million in 2026 and Euros -9 million in 2025.

(4) As at 30 June 2026, this includes a positive amount of Euros 2 million relating to the change of value of the financial derivatives of Ibereólica Cabo Leones II, S.A. As at 30 June 2025, it included a negative amount of Euros 3 million relating to the change of value of the financial derivatives of Ibereólica Cabo Leones II, S.A. and GPG Solar Chile 2017, S.p.A. The financial derivatives of GPG Solar Chile 2017, S.p.A. were settled in June 2025.

Note 23. Cash generated by operating activities and other cash-flow breakdowns

	2026	2025
Profit/(loss) before tax	**1,866**	**1,794**
Adjustments to profit/(loss):	**942**	**768**
Depreciation and asset impairment losses (Notes 5 & 20)	808	825
Other adjustments to net income:	134	(57)
Financial income (Note 22)	308	245
Profit/(loss) of entities recorded by equity method	(64)	(76)
Other results (Note 21)	(3)	(14)
Deferred revenues recognised in profit or loss	(30)	(29)
Other adjustments (1)	(77)	(183)
Changes in working capital (excluding the effects of adjustments in consolidation scope and exchange differences):	**(15)**	**494**
Inventories	(187)	(45)
Trade and other receivables	270	932
Trade and other payables	(98)	(393)
Other cash flows from operating activities:	**(492)**	**(414)**
Interest paid	(345)	(346)
Interest collected	85	97
Dividends received	75	78
Income tax paid	(307)	(243)
CASH FLOWS GENERATED FROM OPERATING ACTIVITIES	**2,301**	**2,642**

(1) Other adjustments to profit or loss mainly reflect movements in non-current provisions.

Investment payments in group companies, associates and business units in the six-month periods ended 30 June 2026 and 2025 break down as follows:

	2026	2025
Acquisition of Lean Grids Services, S.L. (Note 24)	(3)	—
Acquisition of Serpentina Solar, S.L. and Callacantis, S.L.	(1)	—
Premiums for previous renewable acquisitions	(7)	—
Total	**(11)**	—

Divestment receipts in group companies, associates and business units in the six-month periods ended 30 June 2026 and 2025 break down as follows:

	2026	2025
Solar projects in the USA	38	—
Other	6	—
Total	**44**	**—**

Note 24. Business Combination

Six-month period ended 30 June 2026

Acquisition of Lean Grids Services, S.L.

On 30 January 2026, Naturgy, through Naturgy Energy Group, S.A., acquired 84.97% of Lean Grids Services, S.L. from NTT Data Spain BPO, S.L.U. ("LGS"), thereby attaining a 100% interest in the company (Naturgy already held 15.03%).

LGS is a company incorporated in Spain that provides operational support services related to the distribution network segment in Spain. The transaction involves bringing previously outsourced operational capabilities in-house, including human resources and related processes. Following its acquisition, LGS is integrated into the scope of the Distribution Networks operating segments.

The transaction was classified as a step acquisition under IFRS 3; therefore, the pre-existing 15.03% stake was restated to its fair value as at the acquisition date, with no significant impact on profit or loss.

The acquisition cost of the business combination amounted to Euros 3 million, considering the entire equity interest. The acquired assets and liabilities were measured at fair value, which did not differ materially from their carrying amounts.

Acquisition cost	3
Fair value of net assets	3
Goodwill (Note 5)	**—**

	Fair value	Carrying amount	Difference
Deferred tax assets	5	5	—
Trade and other receivables	4	4	—
Cash and cash equivalents	8	8	—
Total assets	**17**	**17**	**—**
Provisions	1	1	—
Trade and other payables	13	13	—
Total liabilities	**14**	**14**	**—**
Fair value of the net assets acquired	3	3	—
Acquisition cost	3		
Cash and cash equivalents at acquired subsidiary	(8)		
Net acquisition cost	**(5)**		

Six-month period ended 30 June 2025

There were no business combinations in the six-month period ended 30 June 2025 (Note 2.6).

Note 25. Tax situation

The corporate income tax expense is as follows:

	For the period ended 30 June	
	2026	2025
Current-year tax	485	468
Deferred tax	(3)	13
Total	**482**	**481**

The effective tax rate as at 30 June 2026 is 25.8%, compared with 26.8% in the same period of the previous year.

In the first half of 2026, the effective tax rate was affected mainly by equity method-accounted profits, the tax on the repatriation of funds from the Chilean agency (treated as a dividend distribution under local tax regulations), and the geographic distribution of the Group’s earnings, particularly those generated in countries with tax rates exceeding 25% (Argentina, Australia, Brazil, Chile, Mexico, and Panama). It also includes the effect of the liquidation of Gas Natural Europe, S.A.S., resulting from the difference between its tax basis and carrying amount.

In the first half of 2025, the effective tax rate was affected by the same structural factors, including the equity method, withholding taxes on dividends in Argentina, and the repatriation of funds from the Chilean agency, as well as the geographic distribution of earnings. In addition, certain non-recurring effects were recognised during that period, primarily adjustments related to prior years and limitations on the deductibility of financial expenses in Australia.

Note 26. Information on transactions with related parties

For the purposes of this section, related parties are as follows:

- Significant Naturgy shareholders, i.e. those directly or indirectly owning an interest of 5% or more with voting rights, and those who, though not significant, have exercised the power to nominate a member of the Board of Directors.

  Based on that definition, Naturgy's significant shareholders as at 30 June 2026 are as follows:

  – Fundación Bancaria Caixa d’Estalvis i Pensions de Barcelona, “la Caixa”, through Criteria Caixa S.A.U. (Criteria)

  – IFM Global Infrastructure Fund, through Global InfraCo O (2), S.à r.l., (IFM)

  During the first half of 2026, there were significant changes in Naturgy’s shareholder base resulting from transactions carried out by BlackRock Inc. in March 2026 and by CVC Capital Partners PLC in May 2026 (see Note 10.1).

- Directors and senior management of the company and their immediate family members. The term “director” means a member of the Board of Directors and the term “senior management” refers to the Executive Chairman, in connection with his senior management functions, and persons with senior management functions who report directly to the Board of Directors, its committees or the Executive Chairman. Transactions with directors and members of senior management are disclosed in Note 27.

- Transactions between Group companies form part of ordinary activities and are effected on an arm's-length basis. Group company balances include the amount that reflects Naturgy's share of the balances and transactions with companies recognised under the equity method.

The aggregate amounts of transactions with related parties in the first half of 2026 and 2025 are as follows:

2026	**Significant shareholders**				**Directors**	**Group companies**
Expense and income (thousand euro)	Criteria	CVC (3)	BlackRock (2)	IFM		
Financial expenses	—	—	—	—	—	22
Leases	—	—	—	—	—	2
Receipt of services	—	—	—	—	—	716
Purchase of goods (1)	—	—	—	—	—	21,253
Other expenses	—	—	—	—	—	—
Total expenses	**—**	**—**	**—**	**—**	**—**	**21,993**
Financial income	—	—	—	—	—	281
Leases	—	—	—	—	—	—
Provision of services	—	—	—	—	—	—
Sale of goods (1)	435	2,469	—	49	—	6,458
Other income	—	—	—	—	—	839
Total income	**435**	**2,469**	**—**	**49**	**—**	**7,578**

(1) Basically includes purchases and sales of energy, mainly with Sociedad Galega do Medio Ambiente, S.A. and CH4 Energía S.A. de C.V.
(2) Includes transactions through 3 March 2026, the date on which BlackRock Inc. disposed of its entire stake in Naturgy's share capital, which it held through GIP Canary III 1, S.à r.l.,
(3) Includes transactions through 26 May 2026, the date on which CVC Capital Partners PLC disposed of its entire stake in Naturgy.

	Significant shareholders				**Directors**	**Group companies**
Other transactions (thousand euro)	Criteria	CVC (3)	BlackRock (2)	IFM		
Finance agreements: loans and capital contributions (lender)	—	—	—	—	—	—
Dividends and other profits distributed (1)	157,435	76,295	—	85,718	—	—

(1) Dividends received by the directors and senior management (Note 27) in the first half of 2026 amount to Euros 86 thousand.
(2) Includes transactions through 3 March 2026, the date on which BlackRock Inc. disposed of its entire stake in Naturgy's share capital, which it held through GIP Canary III 1, S.à r.l.,
(3) Includes transactions through 26 May 2026, the date on which CVC Capital Partners PLC disposed of its entire stake in Naturgy.

2025	**Significant shareholders**				**Directors**	**Group companies**
Expense and income (thousand euro)	Criteria	CVC	BlackRock	IFM		
Financial expenses	—	—	—	—	—	30
Leases	—	—	—	—	—	2
Receipt of services	—	—	—	—	—	833
Purchase of goods (1)	—	—	—	—	—	36,389
Other expenses	—	—	—	—	—	—
Total expenses	**—**	**—**	**—**	**—**	**—**	**37,254**
Financial income	—	—	—	—	—	400
Leases	—	—	—	—	—	—
Provision of services	—	—	—	—	—	—
Sale of goods (1)	511	611	—	223	—	31,702
Other income	—	—	—	—	—	899
Total income	**511**	**611**	**—**	**223**	**—**	**33,001**

(1) Basically includes purchases and sales of energy, mainly with Qalhat LNG S.A.O.C., Sociedad Galega do Medio Ambiente, S.A. and CH4 Energía S.A. de C.V.

Other transactions (thousand euro)	Significant shareholders				Directors	Group companies
	Criteria	CVC	BlackRock (2)	IFM		
Acquisition of property, plant and equipment, intangible assets or other assets (3)	704,865	546,759	544,798	446,245	—	—
Finance agreements: loans and capital contributions (lender)	—	—	—	—	—	—
Dividends and other profits distributed (1)	155,376	120,515	120,083	98,353	—	—

(1) Dividends received by the directors and senior management (Note 27) in the first half of 2025 amount to Euros 111 thousand.
(2) Dividends received through the GIP III Canary 1, S.à r.l., shareholding
(3) Sale of shares in Naturgy Energy Group, S.A.

Note 27. Information on members of the Board of Directors and senior management

27.1 Remuneration of the Board of Directors and senior management

Remuneration accrued to the members of the Board of Directors of Naturgy Energy Group, S.A. by virtue of their membership of the Board and of Board committees totalled Euros 2,153 thousand in the first half of 2026 (Euros 2,204 thousand as at 30 June 2025).

On 30 June 2026, the Board of Directors comprises 11 members (15 members on 30 June 2025). The following changes took place in the Board's composition during the first half of the year: the appointment of a proprietary director representing IFM; the removal of the six proprietary directors representing GIP III Canary 1, S.à r.l. and Rioja Acquisition, S.à r.l., as a result of the disposal of their respective interests (Note 10.1); and the appointment of an additional independent director.

The configuration of the Board committees has been modified with respect to the situation on 30 June 2025 and is now as follows: the 4-member Appointments, Remuneration and Governance Committee (formerly known as the Appointments, Remuneration and Corporate Governance Committee, with 5 members); the 5-member Audit and Sustainability Committee (resulting from the merger of the former 5-member Audit and Control Committee and the 4-member Sustainability Committee); and the newly created 5-member Investment Projects Committee. Additionally, the Strategic Vision Committee, whose creation was approved by the Board of Directors on 17 February 2026, integrated its functions into the Investment Projects Committee.

The members of the Board of Directors of Naturgy Energy Group, S.A., excluding the Executive Chairman, have not received remuneration from profit sharing, bonuses or indemnities, and have not been granted any loans or advances. Moreover, they did not receive shares or share options during the period, or exercise options or have options to be exercised.

The members of the Board of Directors are covered by the same liability policy that insures all directors and executives of Naturgy. As at 30 June 2026, the premium paid by Naturgy Energy Group, S.A. amounted to Euros 207 thousand (Euros 240 thousand as at 30 June 2025).

For the sole purposes of the information contained in this section, the term "senior management" is understood to include the Executive Chairman, the executives reporting directly to the Board of Directors, its committees and the Executive Chairman.

As a result of the definition established in the preceding paragraph, as at 30 June 2026, this group comprised 17 people, like in 2025.

The amounts accrued by the members of senior management in the form of fixed compensation, variable compensation, and other items totalled Euros 7,380 thousand as at 30 June 2026 (Euros 7,079 thousand as at 30 June 2025).

On 18 February 2025, Naturgy's Board of Directors decided that the long-term variable incentive plan discussed in Notes 14 and 16 of the 2025 consolidated annual accounts statements would expire early. Settling this plan for the seven-year period from 2018 to 2024 for the 17 members of senior management resulted in an amount of Euros 7,539 thousand per year.

Additionally, in order to fulfil the multi-year variable remuneration scheme, the Board of Directors approved a new incentive plan for the period 2025-2027 for all Naturgy executives (130 persons), including the 17 members of senior management (Note 11).

Contributions to pension plans and group insurance policies, together with life insurance premiums paid, totalled Euros 1,058 thousand as at 30 June 2026 (Euros 1,025 thousand as at 30 June 2025).

As at 30 June 2026, Naturgy had granted guarantees on loans to senior management amounting to Euros 1,115 thousand (Euros 1,115 thousand as at 31 December 2025); there were no advances to that group at that date or at 31 December 2025. Moreover, no severance payments were made to senior management during the first half of 2026 or in the same period of 2025.

27.2 Transactions with members of the Board of Directors and senior management

In the first half of 2026 and in 2025, the members of the Board of Directors and senior management did not carry out related-party transactions outside the ordinary course of business, or transactions conducted other than on an arm's-length basis, with Naturgy Energy Group, S.A. or group companies.

Note 28. Litigation and arbitration

The main changes and/or updates to provisions in the first six months of 2026 in connection with the situation described in the section on lawsuits and arbitration in Note 36 "Litigation, arbitration, guarantees and commitments" in the consolidated financial statements for the year ended 2025:

Claims for PIS and COFINS taxes in Brazil

With regard to the proceedings concerning the offset of tax credits related to the PIS and COFINS sales taxes at investee Companhia Distribuidora de Gás do Rio de Janeiro (CEG), the litigation continues in the appeals phase following the December 2023 ruling by the Federal Court of Rio de Janeiro that essentially upheld the judgment rendered by the court of first instance for the principal amount plus the corresponding monetary adjustment.

During the first half of 2026, there were no significant developments regarding the situation described in the 2025 consolidated financial statements, and the risk estimate and its rating remain unchanged.

Consequently, as at 30 June 2026, the amount set aside amounts to BRL 432 million, equivalent to Euros 73 million (Euros 66 million as at 31 December 2025), and the estimated cash outflow associated with this proceeding has not changed significantly from the projection made at the end of the previous year.

Claim against Metrogas, S.A.

With regard to the lawsuits filed by Transportadora de Gas del Norte S.A. (TGN) for alleged breaches of contract, an agreement was reached in March 2025 to settle the ongoing litigation in Argentine courts, under which Metrogas, S.A., a subsidiary of Naturgy, would pay a total of USD 100 million in two instalments.

During the first half of 2025, the first instalment of USD 60 million was paid, and provisions in the amount of USD 20 million (Euros 19 million) were reversed under "Other Income." As at 31 December 2025, the consolidated statement of financial position included a liability of Euros 34 million corresponding to the second instalment, which was outstanding.

The second instalment was paid in January 2026, thereby fully discharging the obligations arising from the agreement. Consequently, as at 30 June 2026, there are no amounts in dispute between the parties.

Ongoing arbitration proceedings of the Group

With regard to the arbitral award issued on 28 June 2024 in connection with the liquefied natural gas supply contract between Naturgy and EDP, which established indemnity to be paid by Naturgy, the arbitration proceedings concluded following the payment by Naturgy in August 2024.

However, the Group believes that the proceedings are still ongoing through channels other than the arbitration itself. In this context, there were no significant developments in the first half of 2026 regarding the situation described in the 2025 consolidated financial statements, nor were there any impacts on net income for the period.

As at 30 June 2026, there are no other arbitration proceedings in progress that require a provision to be recognised or a contingent liability to be disclosed.

Environmental incentive for coal-fired plants in Spain

In connection with the environmental incentive scheme for coal-fired power plants introduced in 2007 and the State aid proceeding initiated by the European Commission in November 2017, the Group has recognised a provision related to the amounts received in this regard.

Following the 14 December 2023 ruling by the Court of Justice of the European Union, which upheld the appeal filed by Naturgy on procedural grounds, the proceedings are pending a new decision by the European Commission on whether to open a new investigation, and the uncertainty regarding the merits of the case persists.

During the first half of 2026, there were no significant developments regarding the situation described in the 2025 consolidated financial statements, and the risk estimate and its rating remain unchanged. Therefore, as at 30 June 2026, the risk associated with this case was provisioned under "Non-current provisions" in the amount of Euros 106 million (Euros 105 million as at 31 December 2025).

Permits for renewable generation facilities in Spain

The permits for certain renewable wind and photovoltaic facilities in Spain that are under construction or completed have been appealed before the courts and their viability might be affected in the event that the appeals are upheld. For cases where the risk is considered likely to materialise, an impact of Euros 38 million has been estimated (Euros 38 million as at 31 December 2025).

For the other cases, the risk is not considered likely to materialise although a maximum associated impact of Euros 61 million (Euros 99 million as at 31 December 2025) has been estimated. The decrease compared with the end of 2025 is primarily due to the favourable resolution of certain legal proceedings related to permits for grid-connection infrastructure for photovoltaic facilities in the Canary Islands.

Water concession expirations in Spain

With regard to the administrative proceedings initiated by various river basin authorities concerning the expiration of certain water concessions, the Group has filed administrative appeals opposing their termination, providing documentation that demonstrates that the concession terms remain in effect in accordance with the applicable resolutions and concession titles.

During the first half of 2026, one of the cases was decided in Naturgy's favour. As a result, as at 30 June 2026, the risk associated with these proceedings had decreased with respect to the estimate at the end of the previous year and amounts to a maximum of Euros 22 million. The Group continues to classify this risk as possible; no provision has been recognised because the outflow of funds is not considered to be likely.

Electricaribe

With regard to the 2016 intervention of Electricaribe by the Colombian authorities, as well as the arbitration proceedings initiated by Naturgy against the Republic of Colombia, in which the latter filed a counterclaim, the award issued in March 2021 dismissed the claims of both parties.

However, the Colombian government, through various authorities, has initiated a number of administrative and judicial proceedings against the Group and its employees in connection with this matter.

In line with the foregoing, during the first half of 2026, there were no significant developments regarding the situation described in the 2025 consolidated financial statements, and the assessment of the risk associated with those proceedings remains unchanged.

Contested withholding tax assessments

On 7 July 2023, assessments were received in respect of withholdings on account of non-resident income tax for the period 2018-2020 amounting to Euros 198 million, including interest; those assessments are being disputed and an administrative-economic appeal has been filed with the Central Economic-Administrative Court. As at 30 June 2026, it is believed that the risk in those matters is not likely to materialise.

Temporary energy tax

The Group is disputing the assessment of temporary energy tax on on international LNG activities, which the Group maintains should be exempt from the tax. As at 30 June, the amount in dispute is Euros 135 million (Euros 133 million as at 31 December 2025). See Note 11.

Tax-related claims in other countries

Naturgy has filed various claims related to taxes and levies with the authorities in countries in which it operates. As at 30 June 2026, the risks believed likely to materialise in this connection are estimated at Euros 62 million (Euros 60 million as at 31 December 2025).

The timeline for the disbursement of funds will depend on the progress of these disputes, which have continued to be processed during the period and are at various stages of development.

It is considered that disclosing further information on these claims could seriously impair Naturgy's position in the ongoing disputes with the relevant counterparties and, therefore, it was decided to make the minimum disclosures required by IAS 37.92 for such cases.

Settlement of the clawback mechanism

There are differences in interpretation between the CNMC and the Group’s supply companies regarding the application of the mechanism for reducing the remuneration of non-emitting inframarginal generation facilities. The amount in dispute could be as much as Euros 271 million; therefore, as at 30 June 2026, Naturgy recognised a provision for that amount (Euros 271 million as at 31 December 2025).

Disciplinary proceedings against UFD Distribución Electricidad S.A.

With regard to the two disciplinary proceedings initiated by the CNMC for alleged abuse of dominant position in the meter rental business and for alleged differential treatment of the Group’s electricity supply companies, as at 31 December 2025, one of the proceedings had been resolved, following the imposition of a fine of Euros 5 million, which was paid prior to that date; the second proceeding was ongoing.

On 4 May 2026, the CNMC decided to close the second case; therefore, as at 30 June 2026, both cases have been concluded definitively and there are no risks associated with them.

Power outage in Spain

The competent authorities continue to investigate the causes of the power outage that occurred in the Iberian Peninsula on 28 April 2025, and the Group has continued to receive requests for information in this regard.

Several actions took place in this connection during the first half of 2026. Specifically, eleven disciplinary proceedings were initiated by the CNMC for alleged violations related to facility maintenance and technical suitability, as well as to Operating Procedure 7.4. The CNMC also decided to initiate two disciplinary proceedings against Centrales Nucleares Trillo-Almaraz A.I.E., which was notified to one of the members of the consortium and communicated to Naturgy in its capacity as a member of that consortium. Also see section 2.2.2.6 of the Regulatory Framework Appendix.

In addition, the Group has received civil liability claims from private parties whose total amount is not material; many of these claims were filed to prevent the statute of limitations from expiring and, in any case, are covered by the Group's insurance policies. Naturgy has reported these claims to its insurers under the Group's insurance policies.

As was the case at the end of the preceding year, as at 30 June 2026, Naturgy considers the risk of a material adverse outcome to be remote; based on an analysis of the performance of the Group's facilities and the coverage provided by its insurance policies, no liability or provision have been recognised.

Data security incident at a supplier

During the first half of 2026, Naturgy became aware of a security incident in the systems of an external vendor that provides it with business support services. The incident did not affect the Group's information systems. However, since the information that was compromised pertained to individuals who were contacted on behalf of the Group, the Group took proactive steps by activating its response protocols and working with the supplier and the relevant authorities. Specifically, the incident was reported to the Spanish Data Protection Agency (AEPD) on 30 April 2026, and the appropriate notifications were sent to the customers. As at the date of authorisation of these condensed interim consolidated financial statements, the regulatory authority has not planned any further actions in connection with that notification, and the Group has not identified any significant impacts resulting from the incident.

As at 30 June 2026, Naturgy's interim consolidated balance sheet includes provisions for litigation based on the best estimate made using the information available, at the date of authorisation of these interim consolidated financial statements, on their progress and ongoing negotiations, which cover the estimated risks. Naturgy therefore considers that no significant liabilities will arise from the risks described in this Note.

Note 29. Events after the reporting date

On 21 July 2026, the Board of Directors declared an interim dividend out of 2026 earnings as described in Note 10 to these condensed interim consolidated financial statements.

Apart from that, there have been no other material events since the reporting date.

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Appendix I. Changes in consolidation scope

The main changes in consolidation scope in the six-month period ended 30 June 2026 are as follows:

Company name	Transaction type	Effective transaction date	Voting rights acquired/disposed of (%)	Voting rights after the transaction (%)	Consolidation method after the transaction
Gas Natural Fenosa Engineering Brasil, S.A.	Liquidation	15 January	(100.0)	—	—
Renovables DC One, S.L.U.	Incorporation	22 January	100.0	100.0	Full
A Senra Infraestructuras, S.L.	Incorporation	22 January	50.0	50.0	Holding
Lean Grids Services, S.L.	Acquisition	30 January	85.0	100.0	Full
Solar projects in the United States					
1780 Solar Project, LLC	Sale	13 February	(100.0)	—	—
Stonefield Solar, LLC	Sale	13 February	(100.0)	—	—
Rough Hat Solar, LLC	Sale	13 February	(100.0)	—	—
Larrea Solar Project, LLC	Sale	13 February	(100.0)	—	—
Bar C Solar, LLC	Sale	13 February	(100.0)	—	—
Esmeralda North Solar Project, LLC	Sale	13 February	(100.0)	—	—
Rough Hat Clark Bess, LLC	Sale	13 February	(100.0)	—	—
Rough Hat Clark Manager, LLC	Sale	13 February	(100.0)	—	—
Sunflower Energy Project, LLC	Sale	13 February	(100.0)	—	—
Sunvine Energy Project, LLC	Sale	13 February	(100.0)	—	—
Independence Energy Project, LLC	Sale	13 February	(100.0)	—	—
Summer Shade Solar, LLC	Sale	25 March	(100.0)	—	—
DT Solar Farms, LLC	Sale	30 June	(100.0)	—	—
Serpentina Solar, S.L.	Acquisition	10 March	75.0	75.0	Full
Callacantis, S.L.	Acquisition	13 March	75.0	75.0	Full
Gas Natural Europe, S.A.S. Société en liquidation	Liquidation	13 April	(100.0)	—	—
Almar CCS, S.A.	Liquidation	21 April	(75.0)	—	—
RWE 2, S.L.U.	Acquisition	29 April	100.0	100.0	Full
Empresa Chilena de Gas Natural S.A.	Liquidation	30 April	(100.0)	—	—
Bio Utiel, S.L.U.	Acquisition	20 May	100.0	100.0	Full

The changes in the consolidation scope in 2025 were as follows:

Company name	Transaction type	Effective transaction date	Voting rights acquired/ disposed of (%)	Voting rights after the transaction (%)	Consolidation method after the transaction
SET Veciana, S.L.	Sale	10 January	(9.2)	39.1	Equity
Global Power Generation Australia Pty, Ltd.	Capital increase (1)	6 March	0.5	74.5	Full
Scioto Farms Solar Project, LLC.	Liquidation	9 April	(100.0)	—	Full
Global Power Generation Australia Pty, Ltd.	Capital increase (1)	23 July	0.4	74.9	Full
Rough Hat Clark Manager, LLC.	Incorporation	25 September	100.0	100.0	Full
Pelecanus, S.L.	Acquisition	3 October	75.0	75.0	Full
Sunflower Energy Project, LLC.	Incorporation	8 October	100.0	100.0	Full
Sunvine Energy Project, LLC.	Incorporation	8 October	100.0	100.0	Full
DT Solar Farms, LLC.	Incorporation	8 October	100.0	100.0	Full
Independence Energy Project, LLC.	Incorporation	8 October	100.0	100.0	Full
Alnux Solar, S.L.	Acquisition	16 October	75.0	75.0	Full
Linurgus, S.L.	Acquisition	16 October	75.0	75.0	Full
Atrotus, S.L.	Acquisition	16 October	75.0	75.0	Full
Carpodacus, S.L.	Acquisition	4 November	75.0	75.0	Full
Artinita, S.L.	Acquisition	27 November	75.0	75.0	Full
Hidenita, S.L.	Acquisition	27 November	75.0	75.0	Full
SET Veciana, S.L.	Sale	11 December	(7.1)	32.0	Equity
Sociedade Galega do Medio Ambiente, S.A.	Capital increase (2)	26 December	(3.8)	45.2	Equity
Qalhat LNG S.A.O.C.	Sale	31 December	(7.4)	—	—

(1) Two capital increases were performed in the year by offsetting debt, resulting in an increase in the percentage of rights acquired both in the company itself and in its subsidiaries (Note 2.6).
(2) The company Sociedade Galega do Medio Ambiente, S.A. carried out a capital increase that was not subscribed by Naturgy, as a result of which its stake in that company was reduced by 3.8%.

Appendix II. Regulatory framework

In relation to the regulatory framework described in Appendix IV of the consolidated financial statements for the year ended 31 December 2025, the following aspects for the first half of 2026 are worth noting:

1. European Regulatory Environment

During the first half of 2026, European institutions continued to promote initiatives aimed at strengthening energy market integration, accelerating the transition to a decarbonised system, and enhancing consumer protection, against a backdrop of persistent volatility in international energy markets.

In this regard, on 26 February 2026, Directive (EU) 2026/470 was published, amending the Corporate Sustainability Reporting Directive (CSRD) and the Corporate Sustainability Due Diligence Directive (CSDDD), as part of the process of revising the European sustainability framework. The regulation introduces simplification measures aimed at reducing red tape, adjusting the scope of application, and adopting a more targeted approach to reporting and due diligence throughout the value chain, which could affect the scope and intensity of companies' reporting obligations.

In addition, on 10 March 2026, the European Commission published its Communication on the Energy Package, which highlights the following initiatives:

- Citizens Energy Package, which aims to reduce energy bills, protect and empower citizens to actively participate in the clean energy transition, combat energy poverty, and help the European Union (EU) to implement existing legislation.
- Clean Energy Investment Strategy and Energy Efficiency and Financing Support Package, which sets out a long-term financing framework to accelerate the transition to clean and renewable energy.

On 18 March 2026, Regulation (EU) 2026/667 was published, amending the European Climate Law by introducing a binding interim target of a 90% net reduction in greenhouse gas emissions by 2040 with respect to the 1990 levels. These regulations prioritise internal reductions within the European Union by stipulating that at least 85% of the net reduction effort must be achieved through domestic reductions and offsets. It also provides limited flexibility in the transition path by allowing the use of high-quality international credits up to a maximum of 5%, but only from 2036 onwards.

Particularly noteworthy within the European regulatory landscape was the publication, on 2 February 2026, of Regulation (EU) 2026/261 on phasing out Russian natural gas imports and preparing the phase-out of Russian oil imports, improving monitoring of potential energy dependencies. As indicated in the 2025 consolidated financial statements, this regulation establishes a legally binding framework that provides that:

- For short-term procurement contracts concluded before 17 June 2025, the ban on Russian gas imports will apply from 25 April 2026 for LNG and from 17 June 2026 for gas via pipeline.
- For long-term LNG import contracts, the ban will apply from 1 January 2027.
- With regard to long-term contracts for gas imports via pipeline, the ban will come into force on 30 September 2027.

Furthermore, as at the date of authorisation of these condensed interim consolidated financial statements, the sanctions regime adopted by the European Union with respect to Russia remains in effect. In particular, the 19th sanctions package, adopted on 23 October 2025, includes, among other measures, a ban — effective 1 January 2027 — on the purchase, import, or transfer of LNG originating in or exported from Russia under certain contracts. These sanctions, which were extended most recently on 25 June 2026, currently run through 31 July 2027, and need to be renewed periodically to remain in effect.

The European Commission has stated that this ban constitutes a case of force majeure for the companies that are party to such long-term contracts, meaning that breach of the commitment to take the gas will not generate liability for the buyer.

Finally, against the backdrop of growing volatility in the energy markets stemming from the crisis in the Middle East, the European Commission issued three official statements during the first half of 2026 aimed at strengthening security of supply and coordinating member states' response to potential disruptions in international energy trade. These announcements outline urgent measures for both the gas and oil sectors:

- Communiqué on gas preparedness for the 2026–2027 winter (23 March 2026): the Commission urged member states to begin filling natural gas storage facilities early and in a coordinated manner and to make use of the flexibility provided by the EU Gas Storage Regulation to mitigate price pressures and ensure supplies for the winter of 2026–2027.

- Statement on oil security of supply amid Middle East energy disruption (31 March 2026): the Commission emphasised the need for member states to coordinate measures that help curb energy demand and prevent unnecessary increases in consumption, by promoting fuel-saving initiatives, strengthening the management of strategic reserves, and avoiding national decisions that distort the functioning of the internal market.

- Statement on affordable and secure energy through accelerated action (22 April 2026): the Commission presented an emergency plan based on five pillars: greater coordination between member states to coordinate the security of supply, protecting consumers and businesses from price shocks, accelerating the shift to homegrown clean energy, modernisation of the energy system, and mobilising both public and private funding for the energy transition.

- Communiqué on the adoption of the Middle East Crisis Temporary State Aid Framework (METSAF) (29 April 2026): METSAF explicitly provides for measures regarding the cost of natural gas used for electricity generation, tax measures related to energy prices, and a temporary amendment to the Clean Industrial Deal State aid Framework (CISAF) through 31 December 2026.

With regard to renewable energy procurement, on 24 April 2026, the European Commission published Recommendation (EU) 2026/917 on removing barriers to the development of power purchase agreements (PPAs). The recommendation calls for improvements to guarantees of origin for electricity and gas, promoting greater integration of national systems at the European level. It also proposes greater flexibility for the cross-border trade of biomethane. Finally, it strengthens risk mitigation mechanisms to facilitate the financing of certain energy projects.

With regard to the European Emissions Trading System, Delegated Regulation (EU) 2026/787, published on 15 June 2026, concerns the rules for auctioning emission allowances, adjusting the timeline and coordination between the common platform and the national platforms. This regulation includes specific provisions for early auctioning in 2027 and 2028. All of this is contingent upon the necessary transposition into national law to enable auctioning of the volumes corresponding to each member state.

2. Regulatory environment in Spain

2.1. Regulation of the natural gas industry in Spain

2.1.1. Regulated activities in the natural gas industry in Spain

The following provisions, approved in 2025, are worth noting as they are applicable in 2026:

- Resolution of 13 January 2025, of the Directorate General for Energy Policy and Mines, which publishes the allocated and available capacity in basic underground natural gas storage facilities for the period from 1 April 2025 to 31 March 2026.

- CNMC Resolution of 27 May 2025 establishing the remuneration for the 2026 gas year for companies carrying out regulated activities related to liquefied natural gas plants, transportation and distribution of natural gas.

- CNMC Resolution of 27 May 2025 establishing the access tolls for transportation networks, local networks and regasification for the 2026 gas year.
- CNMC Resolution of 18 September 2025 establishing the amount of remuneration for the technical manager of the gas system and the fee for financing it in the 2026 gas year.
- Order TED/1062/2025, of 25 September, establishing the gas system charges and the remuneration and fees for basic underground storage facilities for the 2026 gas year.
- CNMC Circular 9/2025, of 22 December, amending Circular 2/2019, of 12 November, which established the methodology for calculating the financial remuneration rate for electricity transmission and distribution, as well as for natural gas regasification, transportation and distribution. It also established the financial remuneration rate applicable to electricity transmission, system operation and distribution activities for the 2026-2031 regulatory period.

Provisions approved during the first half of 2026 include notably:

- Resolution of 20 January 2026, of the Directorate-General for Energy Policy and Mines, which publishes the allocated and available capacity in basic underground natural gas storage facilities for the period from 1 April 2026 to 31 March 2027.
- Order TED/306/2026, dated 31 March, establishing the procedures required to comply with the obligation to maintain minimum safety reserves of natural gas.
- CNMC Resolution of 2 June 2026 establishing the access tolls for the transportation networks, local networks and regasification for the 2027 gas year.
- CNMC Resolution of 12 June 2026 establishing the incentive-based remuneration for the technical manager of the gas system for 2025.

With regard to the upcoming 2027–2032 regulatory period, in March 2026, the CNMC published the "Report on the Evaluation of the Remuneration Model for Natural Gas Distribution," which aims to evaluate the remuneration methodology established in Circular 4/2020, as well as the "Report on the Evaluation of the Remuneration Model for Natural Gas Transmission and LNG Plants," which aims to evaluate the unit costs for operation and maintenance of these activities, as established in Circular 9/2019. These reports serve as the basis for the proposals in the new methodological circulars published by the regulator for public comment.

In March 2026, the CNMC launched several public consultations regarding the review of the remuneration methodologies applicable to regulated gas activities:

- Proposed Circular amending CNMC Circular 4/2020, of 31 March, establishing the methodology for determining the remuneration for natural gas distribution (CIR/DE/003/25).
- Proposed Circular amending CNMC Circular 9/2019, of 19 December 2019, which establishes the methodology for determining the remuneration of natural gas transmission facilities and liquefied natural gas plants (CIR/DE/001/25).

Both proposals are part of the review of the remuneration framework applicable to the new regulatory period and, in general, maintain the basic structure of the methodologies currently in place, although they introduce certain adjustments to the remuneration scheme. The public information process for these proposals began on 26 March 2026, and the deadline for submissions was 27 April 2026.

Also, in April 2026, the CNMC initiated the public consultation process for the proposed circular establishing the financial remuneration rate applicable to regulated natural gas activities. The deadline for submissions was 18 May 2026. This proposal sets the rate at 6.46% for regasification, transmission, and technical management of the natural gas system, and at 6.67% for the rental of natural gas meters.

As at the date of authorisation of these condensed interim consolidated financial statements, the foregoing proposals had been referred to the Council of State on 25 June 2026 and are pending final approval, which is expected in 2026, with a view to entering into force on 1 October 2026.

2.1.2. Unregulated activities

The following provisions, approved in 2025, are worth noting as they are applicable in 2026:

- Resolution of 22 December 2025 of the Directorate-General for Energy Policy and Mines, publishing the last resort tariff for natural gas to be applied from 1 January 2026.

Provisions approved during the first half of 2026:

- Resolution of 27 March 2026 of the Directorate-General for Energy Policy and Mines, publishing the last resort tariff for natural gas to be applied from 1 April 2026.

Additionally, in May 2026, MITRED released the Draft Royal Decree on the Promotion of Biomethane for public comment and information. This draft introduces, for the first time in Spain, a system of mandatory minimum biomethane penetration quotas based on the volume of natural gas consumed for non-transport purposes; the percentage will rise steadily from 2028 through 2035. This regulation will apply to gas supply companies and and direct consumers in the market. Furthermore, the regulation would amend Royal Decree 1434/2002 to facilitate the injection of biomethane and other renewable gases into existing gas infrastructure, which includes recognising flow reversal equipment as regulated assets in the transmission or distribution system, clarifying the connection facilities required for injection, and defining the ownership of direct lines.

2.1.3. Vulnerability

- Royal Decree-Law 16/2025, of 23 December, once again extended, until 31 December 2026, the prohibition on cutting gas supplies to vulnerable electricity consumers on grounds of non-payment.

2.2 Regulation of the electricity industry in Spain

2.2.1. Regulated activities in the electricity industry in Spain

The following provisions, approved in 2025, are worth noting as they are applicable in 2026:

- CNMC Circular 7/2025, of 16 December, modifying the methodology established in Circular 5/2019 for calculating remuneration for electricity transmission activities. It also defines the technical and economic parameters applicable to the 2026-2031 regulatory period. The standard facilities and unit reference values for investment and operation and maintenance per fixed asset item, which will apply from 1 January 2026 to all transmission assets in operation and those that come into service thereafter, were approved.

- CNMC Resolution dated 18 December 2025 establishing the access tolls for the electricity transmission and distribution networks applicable as from 1 January 2026.

- Circular 8/2025, of 22 December, establishing the methodology for calculating electricity distribution remuneration in Spain for the 2026-2031 regulatory period. The methodology incorporates measures aimed at increasing efficiency, improving quality, reducing losses and promoting electrification. Investment limits are aligned with those set by the government, remunerating audited investments up to 0.13% of GDP. The sustainability mechanism was also redefined, limiting it to investments aimed at meeting the demand set out in the Draft Royal Decree on investment plans for transmission and distribution networks.

- Circular 9/2025, of 22 December, amending the methodology established in Circular 2/2019 for calculating the financial remuneration rate for regulated electricity transmission and distribution activities, as well as the regasification, transportation and distribution of natural gas. It also set the financial remuneration rate applicable to electricity transmission, system operation and distribution activities for the period 2026-2031 at 6.58%, an increase of 100 basis points on the previous.

Provisions approved during the first half of 2026:

- CNMC Resolution dated 23 January 2026, provisionally establishing the remuneration in 2026 for companies owning electricity transmission and distribution facilities.

- CNMC Resolution dated 26 February 2026, establishing the remuneration for 2023 for companies owning electricity transmission facilities.

- Resolution of 16 April 2026, issued by the Secretary of State for Energy (SEE), approving the operating procedure for adopting the general criteria for the protection of the Spanish electric power system.

- CNMC Resolution of 11 May 2026, amending the electricity operating procedure to improve the efficiency of the allocation of the active demand response service.

With regard to the manageable component (COMGES) of the remuneration paid to electricity distribution companies in Spain, significant progress has been made as a result of the Supreme Court's rulings on the appeals filed by several companies regarding remuneration for 2017, 2018, and 2019 (Order TED/749/2022). These resolutions made it possible to confirm the value of the parameter corresponding to the first regulatory half-period (X1), which was initially considered to be provisional under the applicable regulatory framework. This resolved the uncertainty that existed regarding the determination of that parameter and its application to remuneration for 2021 and 2022.

The remuneration for the electricity distribution business for 2023 is currently at an advanced stage of the approval process, following the conclusion of the period for submissions on the proposed resolution. This resolution will establish the parameters applicable to the COMGES for remuneration in 2023–2025. With regard to the remuneration for 2024 and 2025, the CNMC is currently analysing the information received from the companies prior to approving such remuneration, which will be preceded by a period for submissions. As at the date of authorisation of these condensed interim consolidated financial statements, the segment continues to operate on the basis of payments on account resulting from the interim settlement.

2.2.2. Unregulated activities in the electricity industry in Spain

2.2.2.1 Electricity generation

Law 24/2013 of 26 December on the Electricity Sector provides that the production of electrical energy is to be subject to the rules of free competition, although the commissioning, modification, temporary closure, transfer and final closure of facilities is subject to prior administrative authorisation. The remuneration for this activity derives from participation in the electricity production market, made up of the forward, daily and intraday markets, unorganised markets and other services related to the security of the electricity system, such as adjustment and balancing services.

With regard to capacity mechanisms, the applicable framework continues to be governed by the provisions of Regulation (EU) 2019/943. In this context, the Ministry for Ecological Transition and the Demographic Challenge (MITECO) is currently developing a draft regulation aimed at creating a capacity market in the Spanish mainland electricity system, the design of which provides for auctions (main, balancing, and transitional) and the participation of generation, storage, and demand. As at the date of authorisation of these condensed interim consolidated financial statements as at 30 June 2026, this regulation had not yet been enacted.

With regard to nuclear power plants, the framework established by the 7th General Plan for Radioactive Waste remains in effect, as does the update to the payments for funding ENRESA's services, which was approved in 2024.

Regarding the status of the nuclear power plants and the phased decommissioning schedule agreed upon in 2019, progress was made in the first half of 2026 in processing the application to modify the operating license for the Almaraz nuclear power plant, submitted in 2025 by the plant's owners (Iberdrola, Endesa and Naturgy), to allow both units to operate until 8 June 2030. MITECO forwarded that request to the Nuclear Safety Council (CSN) for it to issue the required technical report.

In February 2026, the facility operator submitted additional information that had been requested by the CSN, and it is currently being reviewed by the CSN's technical departments. The CSN has indicated that it plans to submit its mandatory report to MITECO in the coming months, provided that no additional information is required.

2.2.2.2 Renewable, high-efficiency cogeneration, and waste-to-power facilities

- Order TED/53/2026, dated 27 January, updating the remuneration parameters for standard facilities applicable to certain facilities that generate electricity from renewable energy sources, cogeneration, and waste, and approving new standard facilities and their corresponding remuneration parameters applicable during the 2026–2031 regulatory period.

- Secretariat of State for Energy Resolution of 30 March 2026 updating the operating remuneration in the second calendar quarter of 2026 for electricity generation facilities whose operating costs depend essentially on the price of fuel.

2.2.2.3 Supply

During the first half of 2026, Royal Decree 88/2026, of 11 February, was approved, establishing the General Regulations on the Supply, Sale, and Aggregation of Electricity, which updates the regulatory framework applicable to the supply business by incorporating, among other aspects, regulations governing the role of independent aggregators and certain conditions regarding supply and relationships with consumers.

Furthermore, the framework for demand-side management mechanisms continues to evolve, with regulatory adjustments having been made to the active demand response service to align it with the balancing markets and improve its operational efficiency, effective for services provided starting in 2026.

During the period, there were no additional material regulatory changes to the methodology for calculating the voluntary price for small consumers (PVPC), and the current framework remains in effect following the reform introduced by Royal Decree 446/2023.

2.2.2.4 Guarantees of origin

During the first half of 2026, there were no material regulatory changes affecting the operation of the guarantee-of-origin system in Spain, and the framework described in the 2025 consolidated financial statements remained in place.

However, regulatory measures are currently being developed at the national level to adapt and expand the system of guarantees of origin for renewable gases, including its possible extension to other low-emission gases and strengthening the traceability and certification mechanisms. As at the date of authorisation of these condensed interim consolidated financial statements, those amendments are pending final approval and, consequently, have not resulted in any changes to current operations.

2.2.2.5 Vulnerability

- Order TED/1524/2025, of 23 December, establishing the prices of the electricity system charges and various regulated costs of the electricity system for 2026 and approving the distribution of the amounts to be financed relating to the electricity subsidy ("bono social") and the cost of electricity supply for consumers referred to in articles 52.4.j) and 52.4.k) of Law 24/2013, of 26 December, on the Electricity Sector, for 2026. However, these unit values were calculated based on discounts that were lower than those subsequently established by Royal Decree-Law 7/2026, so it proved necessary to adjust them. To that end, Order TED/634/2026, dated 17 June, approved the allocation of the amounts to be financed in connection with the electricity subsidy and the cost of electricity supply.

2.2.2.6 Outage in the Spanish mainland electricity system

During the first half of 2026, work continued on analysing and monitoring the grid incident that took place on 28 April 2025.

Specifically, in March 2026, ENTSO-E, with the participation of the Spanish system operator, published the final report of the expert group established to investigate the incident, which confirmed its multifactorial nature and identified a combination of oscillations, gaps in voltage and reactive power control, differences in voltage regulation practices, rapid output reductions, and cascading generation disconnections. The report includes recommendations aimed at strengthening operational practices, system oversight, and coordination and information sharing among stakeholders at the European level.

At the national level, throughout 2026, the CNMC has continued to promote measures aimed at strengthening system stability and voltage control. In this context, in February 2026, it published a follow-up report on voltage control and, in March 2026, it published a report containing recommendations and proposals regarding the incident, which identified areas for improvement in the technical, operational, and regulatory frameworks. In addition, penalty mechanisms related to voltage control have been in effect since early 2026, and dynamic voltage control services based on setpoints are being rolled out gradually.

Investigations and administrative proceedings with regard to any potential liabilities arising from the incident are still ongoing. Various industry players, including Naturgy, have been required to provide information to the competent authorities, and certain administrative proceedings and claims have been filed by Naturgy and third parties, although, as at the date of authorisation of these condensed interim consolidated financial statements, no significant financial impact has been recognised by Naturgy, without prejudice to the disclosures in Note 28, "Litigation and Arbitration."

2.2.2.7. Energy efficiency

- Order TED/133/2026 of 25 February, which establishes energy-saving obligations, compliance measures via Energy Saving Certificates, and the minimum required contributions to the National Energy Efficiency Fund for 2026.

2.3. Other regulations in Spain

2.3.1 Comprehensive plan to address the crisis in the Middle East

The crisis in the Middle East has created a context of high geopolitical instability that is affecting global energy markets, particularly due to disruptions to shipping through the Strait of Hormuz.

In this context, Spain's Ministry for Ecological Transition and the Demographic Challenge (MITRED) issued Royal Decree-Law 7/2026, dated 20 March, approving the Comprehensive Plan to Address the Crisis in the Middle East, which includes a set of extraordinary and urgent measures affecting the energy sector.

The following measures, in particular, are noteworthy:

Measures affecting the gas sector

- Strengthening the heating subsidy by increasing the minimum amount of assistance from Euros 40 to Euros 50.
- Strengthening protection for vulnerable consumers, including extending, through 31 December 2026, the ban on cutting off gas service for nonpayment.
- Temporary tax measures applicable to natural gas, including reductions in VAT and the excise tax on natural gas through 30 June 2026, contingent upon price trends.
- Temporary relaxation of contractual terms for both industrial consumers and self-employed workers, allowing for adjustments to gas supply contracts in a context of high price volatility.
- Measures related to underground gas storage, including zero fees for volumes exceeding certain consumption thresholds associated with filling obligations.

Measures affecting the electricity sector

- Strengthening protection for vulnerable consumers by restoring the discount levels under the electricity subsidy, set at 42.5 % for vulnerable consumers and 57.5 % for severely vulnerable consumers, applicable throughout 2026. Starting in January 2027, a 35% discount is expected to be applied for vulnerable consumers and a 50% discount for severely vulnerable consumers.

- Extension, through 31 December 2026, of the ban on cutting off service to vulnerable consumers due to nonpayment.

- Measures to support energy-intensive industries, including an 80% discount on access tolls in 2026.

- Temporary application of the reduced 10% VAT rate to certain electricity supplies through 30 June 2026, contingent upon trends in the consumer price index for the affected products.

- A 10% reduction in the Tax on the Value of Electricity Production (IVPEE) during the first quarter of 2026 and the suspension of this tax during the second quarter of 2026.

- Strengthening consumer rights by increasing transparency requirements regarding prices, contract terms, and conditions for electricity supply.

- Adjustment of the mechanisms for funding the electricity subsidy, with plans to revise the unit values to align them with the discount levels applicable in 2026.

- Amendments to the National Energy Efficiency Obligations System, expanding the scope of parties subject to these obligations and replacing the calculation methodology based on historical data with a system that determines energy savings obligations based on each party's activity during the year in question.

Other measures:

- Structural reform of the grid access and connection rules for demand. Notable among the associated measures are the creation of a “capacity reservation payment” in place of the payment for guarantees, preferential access to the new category of “high-priority consumption facilities” (which includes designated strategic investment projects), the introduction of new grounds for the expiration of permits, and the authorisation of flexible permits for storage facilities.

- Measures for the agile and socially integrated deployment of renewable energy. In this area, “renewable energy acceleration zones” are being created, along with new categories such as “projects of social and territorial excellence”, “priority energy projects”, and the “repowering of existing facilities”, while the requirements for meeting the administrative milestones established in Royal Decree-Law 23/2020 are also being made more flexible.

- On 21 May 2026, MITECO released for public consultation a draft Royal Decree-Law introducing measures to promote biomethane, setting annual penetration targets for biomethane for uses other than transmission, identifying the parties subject to compliance, the calculation methodology, and the accreditation mechanisms necessary to ensure compliance.

On 29 June 2026, Royal Decree-Law 18/2026 was enacted, temporarily extending certain tax and energy measures designed to mitigate the impact of energy prices on consumers and businesses, and incorporating trigger mechanisms linked to price trends. Among other measures, it provides for temporary reductions in certain energy taxes, including the VAT applicable to certain energy supplies, the Special Tax on Electricity, and the Tax on Hydrocarbons.

In addition, the regulation introduces structural measures aimed at strengthening and increasing the flexibility of the energy system, including simplification of the procedure for the temporary shutdown of generation facilities, strengthening the framework governing shared transmission infrastructure, and new obligations regarding voltage control in distribution networks.

In addition, it provides for the phase-out of the Tax on the Value of Electricity Production (IVPEE), through reductions starting in the second half of 2026, a reduction in the tax rate to 3.5% in 2027, and its planned elimination starting in 2028.

2.3.2. Emission allowances

In 2026, the regulatory framework for emissions trading was strengthened through the enactment of Royal Decree 127/2026, which amends Royal Decree 1089/2020, of 9 December, containing detailed rule-making on the adjustment of the allocation of greenhouse gas emission allowances free of charge for the 2021–2030 period, aligning the Spanish system with the latest European reforms and incorporating new methodological and documentation requirements related to verification, facility reporting, and climate neutrality reports. In this context, the changes did not have a material impact on the Group's operations.

3. Regulation of the gas industry in Latin America

3.1 Natural gas industry

3.1.1 Natural gas distribution in Brazil

CEG and CEG RIO

On 1 January 2026, the new tariffs for CEG and CEG RIO came into force, with adjustments to the annual inflation index variation of IGP-M (-0.11%) in accordance with decisions 4.986/2026 and 4.987/2026 of 22 December 2025.

The rate review process for the 5th RTI (2023–2027 period) is proceeding as scheduled, with the 8.92% rate of return having already been approved through AGENERSA Resolution No. 4988 of 22 December 2025. AGENERSA is currently reviewing the Business Plan, after the public consultation period concluded on 6 April 2026 and an open hearing was held on 10 April.

CEG's and CEG RIO's concessions run until 21 July 2027. These contracts were originally signed for a period of 30 years. Naturgy formally applied for a 30-year extension in 2024. The regulator (AGENERSA), through its technical and legal committees, has issued technical reports evaluating the technical, financial, and operational documentation submitted, and has stated that no non-compliance has been identified; the matter is now pending the AGENERSA Board of Directors' final decision.

In February 2026, the Rio de Janeiro State Government announced in the media that it would launch a tender for the piped gas distribution concession operated by companies in the CEG and CEG RIO groups. Subsequently, the Chief Justice of the Rio de Janeiro Court of Justice assumed the position of acting governor. To date, the government has not formally responded to Naturgy's request for a contract extension, nor has it formally initiated the tender process, as it awaits the ruling of the Rio de Janeiro State Court of Auditors regarding the legal feasibility of a standard renewal with Naturgy.

Gas Natural Sao Paulo Sur, S.A. (SPS)

On 29 May 2025, ARSESP Resolution 1.689/25 approved the tariff update of the annual readjustment of SPS margins, applying an inflation rate of 8.46% for the period from 31 May 2025 to 30 May 2026.

On 1 June 2026, ARSESP Resolution 1.806/26 approved the tariff update of the annual readjustment of SPS margins, applying an inflation rate of 0.1% for the period from 31 May 2026 to 30 May 2027.

The five-yearly review of the Spanish was scheduled for the end of May 2025 but, in April 2025, the regulator postponed the initial timetable. In this context, the process was resumed in 2026 with the public hearing held on 9 April 2026 regarding the business plan submitted by the distributor; the public comment period associated with that process ended on 10 April 2026.

On 1 June 2026, ARSESP Resolution 1.805/26 authorised the five-year review for the period from 31 May 2025 to 30 May 2030.

Naturgy is currently engaging with the licensing authority to renew the concession, which expires in May 2030.

3.1.2. Natural gas distribution in Mexico

In June 2025, the rate proposals for the sixth five-year period (Q6), applicable from 2026 to 2030, were submitted. However, the start of the regulatory period for its approval was suspended until the publication of the new detailed rules under the Hydrocarbons Sector Law (published in March 2025). Once those regulations were published in October 2025, the clock for the approval of the Q6 rates began to run, with the deadline set for May 2026.

As part of this process, in March 2026, Naturgy México received requests for additional information from the National Energy Commission (CNE) regarding the rate filings for the Monterrey, Nuevo Laredo, Saltillo, Toluca, Mexico City, and Bajío concessions; it responded in April 2026. It should be noted that, in March 2025, the institutional framework was reorganised through the dissolution of the Energy Regulatory Commission (CRE) and the National Hydrocarbons Commission (CNH), whose functions were assumed by the CNE.

As at the date of authorisation of these condensed interim consolidated financial statements, the new rates for Q6 are pending approval.

Regarding the appeals filed in connection with the Q5 rates, on 27 February 2026, the CNE issued a new rate resolution in compliance with the final judgment regarding the Monterrey concession, which resulted in a null but partially favourable rate ruling, thereby avoiding setting a precedent regarding the contested criteria for future five-year reviews. The other constitutional appeals are pending final rulings, which are expected to be handed down during the year.

Regarding concession renewals, the regulator approved the renewal of the Toluca, Saltillo and Nuevo Laredo concessions for an additional 15-year period (on 26 February 2026, 24 March 2026, and 30 April 2026, respectively).

Additionally, renewal applications were submitted for Monterrey concession (on 22 April 2026) and for the Federal District and Bajío concessions (on 12 May 2026), since the regulations allow them to be filed up to two years before their expiration dates, which are as follows: April 2028, August 2028, and January 2030, respectively. The regulator has stipulated that the submission of these applications is a requirement for the approval of the sixth rate period.

3.1.3 Natural gas distribution in Argentina

During the first half of 2026, resolutions were approved on a monthly basis to update the monthly rate schedules in accordance with the path defined in the Five-Year Rate Review (RQT) for the 2025–2029 period, approved by ENARGAS through Resolutions 263/2025 and 264/2025 of April 2025 for Naturgy BAN and Naturgy NOA, respectively, and the inflation adjustment formula approved in June 2025.

Nevertheless, in January 2026, along with the approval of the rate schedules, ENARGAS adjusted the Revenue Requirement as a result of a comprehensive review and consolidation of adjustments managed by Naturgy. As a result, the increases under the Five-Year Tariff Review were adjusted to 15.66% for Naturgy BAN and 12.26% for Naturgy NOA, and these are being applied in monthly instalments as planned.

Furthermore, in accordance with the provisions of Decree 465/24, which established a transition period toward Targeted Energy Subsidies (SEF), and following the public consultation on the SEF proposal, Decree 943/2025 establishing the Targeted Energy Subsidies system to replace the previous system was published in the Official Gazette on 31 December 2025. This decree regulates and standardises subsidies for residential consumption of electricity, natural gas, piped propane, and 10-kg LPG cylinders throughout the country.

Executive Decree 49/2026 extended the national energy sector emergency — with regard to the transmission and distribution segments — until 31 December 2027, and established a maximum price for the sale on the domestic market of LNG imported for supply in the next two winter seasons.

Through Resolution 60/2026, the Secretariat of Energy amended section 9.4.2.3 of the Basic Rules for Distribution Licenses, establishing that seasonal adjustments will apply from 1 May to 30 September of each year, and from 1 October to 30 April of the following year.

On 12 March 2026, the Secretariat of Energy issued Resolution 66/2026, which provides for the reconfiguration of the Natural Gas Transmission System and, consequently, the gas transmission capacities for each distributor, in order to optimise capacity allocation and promote a more efficient and generalised use of available resources at the lowest possible cost to users while ensuring that uninterruptible demand is met. This resolution will take effect once the regulator issues the necessary measures to enable its implementation. To that end, on 19 March 2026, ENARGAS issued Resolution 346/26 to initiate a public consultation period to enable stakeholders to consider the analyses and proposed regulatory changes necessary for the Allocation of Firm Transmission Capacity, with a deadline for submitting comments set for 7 April.

Subsequently, ENARGAS Resolution 409/26 concluded that public consultation process and issued the necessary measures for the reallocation of firm capacity as provided for by the Secretariat of Energy in Resolution 66, which came into force on 1 May 2026.

On 3 June 2026, Naturgy BAN, S.A. and Naturgy NOA, S.A. submitted bids in the TGS public tender for the allocation of incremental capacity on the Perito Moreno Gas Pipeline. As at the date of authorisation of these condensed interim consolidated financial statements, this process is ongoing and is expected to be finalised in the coming months.

3.1.4 Natural gas distribution in Chile

Under current regulations, the tariff-setting process for the four-year period 2026-2029 formally commenced on 30 March 2025. On that date, the distributors submitted two key documents to the National Energy Commission (CNE): the Annual Profitability Review report for 2024, and the Four-Yearly Technical Report for determining the New Replacement Value (VNR) for the 2026–2029 period, whose approval process extended throughout 2025 and the first half of 2026.

Regarding the VNR for the 2026–2029 period, on 15 May 2026, the CNE issued its Final Report, approving a 5% increase in the VNR for Metrogas for the 2026–2029 period.

Regarding the profitability review process that the CNE must conduct annually to determine whether distribution companies exceed the profitability limit established by law, on 26 February 2026 the CNE issued the Final Profitability Review Reports for 2024 for Metrogas and Gas Sur, following the ruling by the Expert Panel, which upheld the companies' objections concerning the CNE's Final Annual Profitability Report.

Furthermore, in accordance with the deadlines established in the regulations, on 30 March 2026, the distributors submitted the Annual Profitability Review Report for 2025, which is currently under review by the CNE; its preliminary report is expected by 15 August 2026.

4. Regulation of the international electricity industry

4.1 Regulated activities in the international electricity industry — Distribution

4.1.1 Electricity distribution in Panama

The rates associated with the distribution and sale of electricity in Panama are set for four-year rate periods; within those periods, adjustments are made every six months based on the Consumer Price Index (CPI) in the proportion specified by the current rate schedule.

The rates approved by Resolution AN-18737 of 5 October 2023 for the period from 1 July 2023 to 30 June 2026 have been updated every six months during the rate period; the most recent six-month update took place at the end of 2025 for the January–June 2026 period. That update represented a 3.6% change from the rates in effect through December 2025. For this half-year, the government also maintained, for Empresa de Distribución Eléctrica Metro Oeste, S.A. (EDEMET) the subsidy from the Tariff Stabiliaation Fund (FET) for BTS customers consuming no more than 300 kWh, and, in the case of Empresa de Distribución Eléctrica Chiriqui, S.A. (EDECHI), for all customers through the Western Tariff Fund (FTO).

Regarding the rate review for the next rate period, which is from 1 July 2026, to 30 June 2030, on 22 December 2025 the National Public Services Authority (ASEP) approved Resolution AN-21170-Elec, which sets the rate of return applicable to the calculation of the Maximum Allowable Revenue (IMP) for EDEMET and EDECHI at 10.74% for the upcoming rate period, thereby concluding the public consultation process that began in October.

On 13 February 2026, following the pertinent public consultation, ASEP issued Resolution AN No. 21371-Elec approving the Representative Areas, the Comparable Companies, and the Efficiency Equations to be used in calculating the Maximum Allowable Revenue (IMP) for distribution companies for the upcoming rate period. This was reiterated in Resolution AN-21466 of 18 March 2026, which denied the motions for reconsideration filed by Energía y Servicios de Panamá, S.A. (ENSA), EDEMET, and EDECHI against the aforementioned Resolution AN No. 21371-Elec of 13 February 2026.

In light of that resolution, on 2 March 2026, ASEP submitted Public Consultation No. 001-26-Elec in connection with the proposed IMP for the distributors EDEMET and EDECHI for the period from 1 July 2026 to 30 June 2030. On 26 March and 1 April 2026, the distributors presented their submissions. On 21 May 2026, the ASEP Resolution AN 21660 approved EDEMET and EDECHI's IMP for the 2026–2030 period.

After EDEMET and EDECHI filed appeals for reconsideration against the aforementioned resolution, ASEP issued Resolution AN 21781 on 18 June 2026, partially upholding one of the claims raised, with a slight improvement over the initially approved IMP; consequently, the IMP finally approved for the 2026–2030 period represents a 4% increase over the previous IMP.

In addition, as part of the regulatory update process associated with the rate review, on 23 December 2025, the ASEP published Public Consultation Notice No. 012-25, which presents a proposal for amendments to the Regulations on the Distribution and Supply of Electricity with the aim of advancing the definition of the regulatory adjustments that will apply during the new period. EDEMET and EDECHI submitted their comments on the consultation on 19 January 2026. On 7 May 2026, ASEP Resolution AN 21617-Elec approved part of the proposed amendments, deferring the amendments to the Tariff Regime to a new consultation process; therefore, approval of the final text is pending.

With regard to the Quality Improvement Plan, on 27 February 2026, ASEP issued Resolution AN 21405-Elec approving the request from EDEMET and EDECHI to extend Phase IV of the Plan until 31 August 2026, in light of the improvements in service quality within their concession areas. Pursuant to that resolution, during the term of the Quality Improvement Plan, scheduled outages resulting from the Plan will not be included in the calculation of the SAIFI and SAIDI reliability indicators, provided that certain conditions are met.

4.1.2 Electricity distribution in Argentina

The tariff scheme in the province of San Juan, where Naturgy operates through Naturgy San Juan S.A. (NSJ) (formerly Energía San Juan, S.A.), consists of five-yearly Ordinary Tariff Reviews (RTO) and half-yearly Extraordinary Tariff Reviews (RTE). The latter update the variables contained in the aggregated distribution value (VAD), make market projections and make adjustments (between estimated and actual figures) to taxes, levies and charges that are not set out explicitly in the invoices for the service.

The RTO process to establish the rates for the five-year period beginning on 23 January 2026 and ending on 22 January 2031, pursuant to EPRE Resolution 80/2026, was concluded on 23 January 2026. That process began in January 2025 when, one year before the end of the five-year rate period, NSJ submitted its proposal for the new Rate Schedule and Rate Structure for the following five-year period, followed by a series of public hearings as required by regulation.

The new rates represent a 23.64% increase in the VAD and resolve some of the regulatory issues raised by NSJ regarding the formula for applying regulatory amortisation and the treatment of accelerated amortisation in the debt recalculation and its impact on the capital base. The recognised loss percentage was increased to the actual levels, following a downward trend during the period, and a FIMCA (incentive factor for modernisation and supply quality) quality improvement incentive of 3% of the Distribution Value Added (VAD) was introduced in the first half of 2026, pending the definition of the parameters for its application.

In light of the above, in accordance with the provisions of the resolution, a six-month transition period ("Marcha Blanca") has begun during which, in collaboration with the regulator, the control mechanisms and the penalty system related to quality will be reviewed and modernised, with no financial penalties imposed during that period.

Furthermore, in accordance with the provisions of Decree No. 465/24, which established a transition period toward the Targeted Energy Subsidies (SEF), Decree 943/2025 establishing the Targeted Energy Subsidies system to replace the previous system was published in the Official Gazette on 31 December 2025. This decree regulates and standardises subsidies for residential consumption of electricity, natural gas, piped propane, and 10-kg LPG cylinders throughout the country.

With regard to the environmental classification (according to IRAM Standard 11603:2012) of the Province of San Juan, concerning the maximum energy level to be subsidised for residential users, National Energy Secretariat Resolution SE 13/26 of 16 January 2026 established that the province would be classified as a "warm zone" and, therefore, that each household would have a cap of 370 kWh/month, with subsidies available only for the months of December, January, and February. However, the regulator filed a complaint with the National Energy Secretariat, requesting that San Juan be reclassified as a "very hot" province, thereby allowing the subsidised consumption limit to be raised to 550 kWh/month. This complaint is pending resolution by the Secretariat.

On 23 January 2026, EPRE Resolution 83/26 initiated the process to hold an international public tender for the sale of a majority stake in NSJ, in accordance with the conclusion of the second management term. The concession period is 50 years and is divided into four management periods; this process is mandatory at the end of each period, as established in the concession regulations. During the first half of 2026, EPRE conducted the international bidding process, with Naturgy San Juan, S.A. as the sole bidder. Consequently, on 2 June 2026, EPRE declared the tender to be void, thereby maintaining the current ownership structure.

4.2 Unregulated activities in the international electricity industry — Generation

Naturgy operates as a power generator in Mexico, Panama, Costa Rica, Dominican Republic, Puerto Rico, Chile, Brazil, Australia and the United States.

4.2.1 Costa Rica and Puerto Rico

In Costa Rica, a capacity commitment contract has been signed with the Costa Rican Electricity Institute (ICE) for the 50 MW Torito power plant, which has been operating since 2015 under a 20-year concession. After this period, the plant will be transferred to the ICE at no cost.

There were no specific regulatory changes affecting that facility during the period. Nevertheless, a bill is being drafted to reform and modernise the electricity system; among other measures, it calls for greater market liberalisation, increased competition, and the creation of an independent system operator.

As at the date of authorisation of these condensed interim consolidated financial statements, this reform has not been approved, and uncertainty remains regarding its scope and implementation timeline. In any case, based on the available information, it is not expected to have any impact on the contract for the Torito power plant.

In Puerto Rico, a power and capacity sale contract is in place with the state-owned Puerto Rico Electric Power Authority (PREPA). Naturgy's stake in EcoEléctrica, the company that owns the Puerto Rico combined cycle plant, is carried using the equity method.

In 2025, Law 1-2025 updated the Public Energy Policy Act, eliminating the interim targets for renewable energy penetration, although it maintained the goal of achieving a generation system that is 100% renewable by 2050. In addition, the Puerto Rico Energy Bureau (NEPR) ordered an assessment of new generation sources and the development of competitive processes for adding new capacity—estimated at between 2,500 and 3,000 MW—under public-private partnership arrangements. Progress was made with implementing these initiatives during the first half of 2026, as the bidder prequalification and proposal submission phases of the competitive processes for new generation capacity were completed. As at the date of authorising these financial statements, those processes are still ongoing, and the projects have not yet been definitively awarded.

4.2.2 Panama

Electricity produced by Naturgy's hydropower plants in the country is sold through bilateral contracts with distributors as a result of auctions carried out by the transmission company (ETESA) and approved by the National Public Services Authority (ASEP). Power is also sold on the open market.

Although no new laws were enacted during the first half of 2026, regulatory reforms and proposals were set in motion that are expected to result in a new tariff methodology that better recognises generation, distribution and storage costs.

4.2.3 Dominican Republic

Naturgy operates two oil-fired generation plants: Palamara (102 MW) and La Vega (92.5 MW), in operation since 2000 and 2001, respectively. Both plants take part in the wholesale electricity market, covering approximately 3% of the country's demand.

During the first half of 2026, no new laws were enacted that directly affect the Group's electricity generation activities in the Dominican Republic. However, various regulatory initiatives launched in previous years are still underway within the framework of the National Pact for Electricity Sector Reform with a 2030 horizon, aimed at reviewing the rate structure and enhancing the efficiency and transparency of the electricity system. In particular, the Superintendency of Electricity (SIE) has made progress in the technical analysis of the methodology for calculating and remunerating firm capacity, which could lead to future regulatory changes with a potential impact on the revenues of thermal power plants.

The Dominican Association of the Electricity Industry (ADIE) continues to analyse possible regulatory adjustments related to new technologies, energy storage, and digitalisation, although no specific regulatory changes have been implemented to date.

4.2.4 Mexico

The CCGT plants in Mexico have commitments in place with the Federal Electricity Commission (CFE) under 'Power Generation Capacity Commitment and Associated Power Purchase Agreements', signed between 2001 and 2010 for a duration of 25 years.

The Bii Hioxo wind farm, commissioned in 2014, sells electricity to large customers on a self-supply basis under medium and long-term bilateral contracts.

During the first half of 2026, no new laws or regulations were identified that would modify the regulatory framework approved in 2025 for the Mexican electricity sector.

However, the process of implementing the structural reforms introduced in March and October 2025 continues, notably the consolidation of the Electricity Sector Law (LESE) and its implementing regulations, which strengthen the role of the Federal Electricity Commission (CFE) as the system's primary operator and establish new criteria for participating in the wholesale electricity market (MEM).

In this context, the Group is engaged in a dialogue with the CFE regarding the current contracts for its CCGT plants with the aim of adapting their contractual framework to the new regulatory environment and, in cases where the contracts are nearing expiration, addressing their renewal in advance. This process is being approached in a coordinated manner for all contracts, even though their expiration dates differ. As at the date of authorisation of these condensed interim consolidated financial statements, this process is ongoing and is expected to be finalised in the coming months.

With regard to energy storage, while the provisions adopted in March 2025 remain in effect, subsequent rule-making calls for the National Energy Commission (CNE) to adopt new specific regulations during the implementation process, which could alter the conditions for integrating these technologies into the National Electric System.

As at 30 June 2026, the final rules for the Emissions Trading System (ETS) had not been published, nor has the formal public consultation process begun; therefore, the system remains in the trial phase. During the trial phase, the authority allocates emission allowances free of charge, without assigning them an economic value, since the country does not have an active market for trading them. Currently, the four CCGT plants that Naturgy operates in Mexico are registered with the ETS and received emission allowances from the authority free of charge to cover emissions over the period 2020-2025 under the grandfathering scheme (calculation for allocation free of charge based on historical emissions).

With regard to industry planning, the 2025–2039 Electricity Sector Development Plan has entered its implementation phase, establishing long-term energy planning criteria that strengthen the government's role in the development of the system.

On 6 February 2026, the CFE published a call for proposals for mixed development schemes, aimed at promoting electricity generation (primarily renewable) projects under public-private partnership models with the goal of strengthening energy security, operational efficiency, environmental sustainability, and the reliability of the national electric system (SEN).

4.2.5 Chile

Naturgy was awarded the energy tender for regulated customers conducted in August 2016, securing a 20-year long-term Power Purchase Agreement (PPA) to supply electricity to distributors. As at 30 June 2026, the Group has two power generation projects — Cabo Leones (wind) and San Pedro (solar) — with a combined installed capacity of 312 MW, classified as non-current assets held for sale (see Note 9).

In addition, Naturgy operates 12 "small means of distributed generation — PMGD" plants (9 MW maximum capacity) which, under current regulations, have access to a Stabilised Node Price that is regulated for a term of up to 14 years; these plants in commercial operation represent a total of 56 MW of installed capacity.

During the first half of 2026, there were significant regulatory developments in the Chilean electricity sector, focused primarily on adapting the regulatory framework to the growing penetration of variable renewable energy sources and the development of storage solutions.

With regard to small distributed generation facilities (PMGD), a time-of-use pricing scheme has been established that introduces greater differentiation in the value of energy fed into the grid and reduces revenue predictability compared to the pre-existing single-price model. In addition, the process to approve Supreme Decree No. 1 of 2026 is ongoing; it proposes to amend the regulations governing these projects by expressly incorporating storage systems and establishing new conditions for the application of the price stabilisation mechanism.

In the area of energy storage, 2026 will see a significant rollout of battery energy storage system (BESS) projects driven both by the existing regulatory framework and by new economic incentives resulting from the pricing structure. This process is accompanied by regulatory changes aimed at integrating these technologies operationally into the electricity grid.

As at 30 June 2026, the process to amend the Regulation on the Coordination and Operation of the National Electric System (DS125) is still pending before the Comptroller General of the Republic, and the regulation has not yet been definitively published; this maintains the uncertainty regarding the new operational framework applicable to storage and autoproduction systems.

Regarding the electricity subsidy mechanism, the aid programme for end consumers will remain in effect throughout 2026, although the bill that was previously under consideration has been withdrawn and is currently being revised by the government.

During the first half of 2026, the Ministry of Energy presented the 2026–2030 Energy Roadmap, which sets out regulatory and investment priorities for the sector so as to reinforce the role of energy storage, electrification, and rate stability as key elements in the country's energy transition.

4.2.6 Australia

In Australia, Naturgy has power purchase agreements (PPA) in place for wind farms that are already operational, as well as for projects under construction and in development. These PPAs are signed for terms ranging from ten to twenty years. Under these contracts, farms sell their output on the market at the prevailing market price, and a financial settlement is made for the difference between the market price and the contract price.

During the first half of 2026, there were no structural changes to the design of the Australian electricity market, which continues to operate under an “energy-only” model in which price formation takes place in the wholesale market (“pool”), supplemented by bilateral power purchase agreements (PPAs) and financial hedging arrangements.

However, progress was made during this period in implementing the reform of the National Electricity Market (NEM), aimed at developing new mechanisms to facilitate investment in renewable generation and firm capacity, as well as standardising long-term contracts, thereby strengthening the role of hedging instruments and public support schemes in the market.

In this context, the Capacity Investment Scheme (CIS) continues to be implemented as the primary federal instrument for supporting investment, by awarding long-term underwriting agreements for renewable generation and storage projects, and new calls for proposals are to be issued in 2026 as part of the effort to increase the system’s installed capacity and facilitate the energy transition.

In addition, regulatory changes that reduce the obligations associated with battery energy storage systems (BESS) took effect on 1 January 2026, improving the economic conditions for their development and integration into the electric grid.

Meanwhile, the process of amending the National Electricity Rules (NER) continues with the aim of strengthening system security, updating connection standards, and integrating new types of demand and distributed energy resources, which could entail more stringent technical and operational requirements for the development of new projects.

4.2.7 Brazil

Naturgy operates in Brazil through four photovoltaic generation plants with a total capacity of 154 MW that came into operation in 2017 and 2018 and have 20-year contracts for the sale of reserve energy to Câmara de Comercialização de Energia Elétrica (CCEE).

During the first half of 2026, significant progress was made in implementing the reform of the Brazilian electricity sector under Law 15,269/2025, which establishes a new regulatory framework aimed at the gradual liberalisation of the electricity market, the reorganisation of sector-specific positions, and the modernisation of the energy procurement model.

In this context, work has begun on the regulatory framework necessary for the gradual opening of the liberalised electricity market. The first phase of this process calls for the inclusion of industrial and commercial consumers starting in August 2026, with a gradual move toward full liberalisation in subsequent years. In addition, measures have been implemented to adapt the sector's structure, including the separation of the supply and distribution activities and the establishment of mechanisms for allocating costs among the different market segments (regulated and liberalised).

In line with the reform, the phased elimination of certain regulatory incentives has been confirmed, including discounts on transmission and distribution tolls (TUST/TUSD) for new contracts; however, these benefits will remain in place for agreements already in effect, meaning that Naturgy’s current contracts are not affected.

In addition, significant progress has been made in 2026 regarding the regulation of energy storage, the National Electric Energy Agency (ANEEL) having approved a specific regulatory framework that recognises this activity separately and establishes the conditions for its connection, operation, and remuneration within the electricity system.

The Ministry of Mines and Energy has updated the mechanisms for contracting capacity and reserve power, by making adjustments to the design of the auctions and the requirements for projects to participate, with the aim of strengthening the security of supply and facilitating the integration of new technologies, particularly flexible generation and storage.

4.2.8. USA

The Naturgy Group's presence in the United States is focused on renewable electricity generation of solar photovoltaic origin, with projects in operation, under construction, and in development in the ERCOT (Texas) and PJM (Ohio) markets.

To date, Naturgy has strengthened its position in the US market with the commissioning of the 7V Solar Ranch photovoltaic plant, which began operating in 2024 and is the largest facility of its kind in the group worldwide, and the Grimes plant, which began operating in 2025; both are located in Texas. The Mark Center solar plant (125 MW) in Ohio is expected to be commissioned in the second half of 2026.

The energy generated by these plants is sold primarily through long-term (10–15-year) power purchase agreements, settled based on the difference between the reference hub price and the price agreed upon in the contract. For accounting purposes, these contracts are treated as derivatives under IFRS 9 2.4, and are designated as cash flow hedges of sales by the generating facilities.

On the regulatory front, the new administration that took office in January 2025 has spearheaded a shift in energy policy that provides greater protection for conventional power generation sources and reflects lower climate ambition, against a backdrop of global volatility exacerbated by the recent war in the Middle East.

The following is a summary of the main legislative developments in the first quarter of 2026:

- **Import policies:** measures related to the imposition of tariffs aimed at supporting U.S. manufacturing industry.

  In 2025, under the International Emergency Economic Powers Act of 1977 (IEEPA), the Trump administration issued several executive orders imposing blanket tariffs on goods originating from certain countries (“reciprocal tariffs”). These new tariffs led to intense foreign policy activity, including bilateral negotiations with several countries; at a domestic level, they prompted lawsuits amid doubts about their legality.

  On 20 February 2026, the Supreme Court struck down the general tariffs imposed by the aforementioned orders under the International Emergency Economic Powers Act of 1977 (IEEPA), ruling that they exceeded the authority granted by that law.

  In response to that ruling, the President issued a new executive order that same day to rescind the IEEPA tariffs that had been declared illegal and to direct the relevant agencies to establish procedures for refunding the amounts paid.

  On 24 February 2026, the Trump administration imposed a blanket 10% tariff under Section 122 of the Trade Act of 1974. Unlike the IEEPA framework, it applies uniformly to all countries and does not include country-specific exceptions; due to legal limitations, it is set to remain in effect until 24 July 2026 (150 days).

  Further legislative action is expected to clarify the procedures for recovering tariffs declared illegal and, potentially, to establish new tariffs under other legislative frameworks.

- **Tax incentives (OBBBA)**: measures aimed at reducing incentives for renewable energy sources.

  In 2025, efforts focused on developing the framework to implement the new administration’s change of approach to renewable energy and its tax incentives, culminating in the “One Big Beautiful Bill Act” (OBBBA). There were no significant legislative developments during the first quarter of 2026; efforts focused on the implementation of the OBBBA, including:

- Treasury Department Notice 2026-11, which provides guidance on depreciation criteria for certain eligible renewable assets, and

- Notice 2026-15, which provides clarifications regarding restrictions on the eligibility of Foreign Entities of Concern (FEOC) to claim tax credits.

- **Other measures (at the national and industry levels):** In response to the new U.S. administration's lower commitment to promoting renewable energy, some states and agencies have stepped up efforts to accelerate and support these projects.

  The main executive orders approved by the federal government in this regard are:

  - Washington State Executive Order (WA EO) 25-11, 16 December 2025: The state of Washington has created a dedicated team to expedite the review of renewable energy projects with the aim of streamlining the permitting process and enabling these projects to meet the deadlines set in the OBBBA.

  - FERC: efforts focused on implementing reforms and complying with previous orders (e.g., Order No. 2023) that directly impact renewables by streamlining the processes for interconnection queues, for example, the order dated 18 December 2025, instructing the country's largest electricity market (PJM) to facilitate the integration of large loads - such as data centers - with generation facilities, in line with other previously issued orders approving the Expedited Resource Addition Study (ERAS) processes at MISO and SPP with the aim of accelerating studies for generation projects.

  - Department of the Interior (DOI): since February 2026, DOI has begun issuing permits for renewable energy projects located in favourable areas that had been stalled following the OBBBA and the DOI memorandum of 15 July, which defines 69 categories of specific actions requiring prior review.

During the first half of 2026, regulatory activity focused on coordinating and/or clarifying the regulations issued as part of the intense legislative activity in 2025; it is notable that the Group's exposure to regulatory changes has decreased due to the disposal of the bulk of its development pipeline in February 2026.

INTERIM CONSOLIDATED DIRECTORS' REPORT AS AT 30 JUNE 2026

Consolidated directors' report for the six-month period ended 30 June 2026

1. Business performance and results

1.1. Executive summary

Summary of results in the period

	1H26	1H25	Change (%)
EBITDA	2,975	2,848	4.5
Consolidated profit attributable to the parent Company	1,215	1,147	5.9
Capital expenditure (CAPEX)	844	897	(5.9)
Net financial debt (1)	11,745	12,317	(4.6)
Free cash flow after non-controlling interests	1,259	1,280	(1.6)

(1) Comparative information as at 31 December 2025.

During the first half of 2026, the global energy landscape was significantly affected by the escalation of the conflict in the Middle East, as energy prices became more volatile and unstable compared to the first half of 2025. The conflict has had far-reaching consequences for the oil and gas value chains, including disruptions and growing risks affecting critical production facilities, LNG infrastructure, and globally significant transportation routes, such as the Strait of Hormuz. The geopolitical situation put significant strain on global supplies, and oil prices and other gas indices have increased sharply since the conflict between the United States and Iran began. There is still considerable uncertainty surrounding the duration of the conflict and its macroeconomic implications, including the potential impact on inflation, interest rates, economic growth, and exchange rates.

During this period, the Group's EBITDA reached Euros 2,975 million, an increase of 4.5% with respect to the first half of 2025. This strong result is a reflection of the company's diversification, operational resilience, and disciplined risk management, demonstrating that Naturgy is well positioned to navigate a volatile energy environment. Consolidated net profit attributable to the parent company for the first half of 2026 amounted to Euros 1,215 million, an increase of 5.9% with respect to the first half of 2025.

Overall, regulated businesses reported higher EBITDA during the period. In Spain Electricity Distribution, performance was mainly driven by the update of regulated revenues. In Latin America, Mexico Gas, Argentina Gas and Argentina Electricity businesses delivered a positive performance as a result of the tariff updates, although in Argentina this effect was affected by the evolution of the exchange rate. Brazil Gas also improved its results, further benefiting from the appreciation of the Brazilian real.

In addition, on 29 June 2026, the National Commission on Markets and Competition (CNMC) submitted to the Council of State its final draft circular setting out the remuneration methodology for gas distribution activities in Spain for the 2027–2032 regulatory period.

With regard to deregulated activities, the Energy Management business contributed actively to the Group’s results, supported by proactive risk management and benefiting from diversified gas procurement sources. Naturgy currently has no procurement contracts for gas originating in the Middle East, which ensures absolute continuity and security of supply for its customers. The Thermal Generation business reported strong performance, particularly in Spain, driven by higher margins in the constraints market, highlighting the essential role of flexible generation assets in Naturgy’s generation fleet.

During the first half of 2026, Naturgy invested Euros 844 million, primarily in distribution networks and renewable energy generation projects. Installed renewable capacity reached 8.4 GW, including notably the entry into commercial operation of the Glenellen (260 MW) and Bundaberg (100 MW) solar power plants, both in Australia. In addition, another 1.3 GW is currently under construction, of which 0.6 GW is expected to be commissioned this year. In the current market environment, capital discipline and profitability remain central to the Group's strategy, and Naturgy continues to adopt a selective, value-based approach to growth in renewables.

Net financial debt as at 30 June 2026 stood at Euros 11,745 million, compared with Euros 12,317 million at the end of 2025, as a result of strong cash generation during the period. The trailing (LTM) net financial debt-to-EBITDA ratio stood at 2.2x, reflecting the strength of the balance sheet and providing the Group with significant financial flexibility and the ability to accelerate growth in a disciplined manner.

On 31 March 2026, Naturgy distributed the 2025 supplementary dividend of Euros 0.57 per share in cash, bringing the total dividend per share to Euros 1.77 in 2025. The Board of Directors has declared an interim dividend for 2026 of Euros 0.60 per outstanding share, payable on or after 29 July 2026. Dividends will be paid on those shares that are not classified as direct treasury stock on the date the dividend payment is determined.

Changes in the ownership structure and Board composition

There have been significant changes in the shareholder structure in 2026 as a result of, among other things, the goal of restoring the free float and strengthening the company's presence in stock market indices.

The composition of the Board of Directors was adjusted to reflect those changes. For further details, see Note 10. Equity in the Condensed interim consolidated financial statements as at 30 June 2026.

As at 30 June 2026, the main holdings in Naturgy's share capital are:

- Criteria Caixa, S.A.U.: 28.5%
- Global InfraCo O (2) S.à r.l., a subsidiary of IFM Global Infrastructure Fund: 15.5%
- Alba Europe, S.à r.l.: 5.0%
- Sonatrach: 4.1%

Under the new shareholder structure, the Board of Directors spearheaded changes in the corporate governance model aimed at strengthening decision-making agility, strategic execution, and investment oversight, while aligning the governance framework with international best practices.

In this context, the Board Regulations were amended, replacing the reinforced majority system in effect since 2016 with a simple majority system, and the committee structure was reorganised into three bodies (Appointments, Remuneration and Governance Committee; Audit and Sustainability Committee; and Investment Projects Committee), focusing oversight on three priorities: robust governance standards, integration of sustainability, and specific monitoring of investment and growth initiatives.

Taken together, these changes are intended to improve decision-making agility, strengthen oversight of risks and strategic opportunities, and support disciplined capital allocation in the Group's next phase of development.

Energy demand and commodity prices

In the first few months of 2026, average gas and electricity prices in Europe fell compared with the previous year due to milder weather, increased LNG supply, and new gas projects in the United States and Canada. However, this trend reversed following the outbreak of the conflict between the United States and Iran, which disrupted the flow of goods through the Strait of Hormuz — the world's most critical oil and gas chokepoint — leading to sharp increases in energy prices in March due to heightened geopolitical risk and supply uncertainties.

In this context, gas prices at the major hubs varied from the average levels observed in the first half of 2025 falling by 7% at TTF and HH, but rising by 3% in the case of JKM due to strong demand in Asia, competition from flexible cargoes, and the geopolitical risk premium (Hormuz and the Red Sea). In addition, wholesale electricity prices fell by 19% with respect to the average in the first half of 2025. Meanwhile, average Brent prices continued their upward trend, standing at 29% above the average levels in the first half of 2025.

Demand trends varied across different markets. Demand grew by 24.1% in Brazil Gas, and by 4.2% in Mexico Gas. In contrast, Spain Gas and Argentina Gas registered declines of 3.3% and 12.8%, respectively. Demand for electricity distribution services grew across all business segments: by 6.7% in Spain Electricity, by 1.5% in Argentina Electricity, and by 4.6% in Panama Electricity. In the case of Chile Gas, gas distribution sales decreased by 3.2%.

Naturgy enters a new era

Following recent changes in its shareholder structure, Naturgy has increased the free float to approximately 46%, thereby eliminating uncertainties associated with overhang in the market and improving the stock's liquidity. This transition reinforced shareholder alignment around a long-term industrial vision, supported by a more agile corporate governance framework that eliminates reinforced majorities, streamlines decision-making, and strengthens the representation of independent directors on the Board of Directors.

In this context, and backed by a strong financial position, the Group is well placed to drive new growth opportunities through a more balanced capital allocation strategy, combining a disciplined investment policy with attractive, sustainable returns for shareholders. This capability is underpinned by a consistent track record of financial discipline, operational excellence, and execution, reinforcing Naturgy’s credibility in pursuing growth opportunities that create value for its shareholders.

1.2. Key comparability factors

Reporting structure

Naturgy's business model is implemented through a large number of companies, mainly in Spain, Latin America (Argentina, Chile, Brazil, Mexico, Panama, Dominican Republic, Puerto Rico and Costa Rica), the United States, Australia and the rest of Europe.

Naturgy's operating segment structure is aligned and coherent with the model for reporting to the Board of Directors, which is responsible for regularly reviewing the results of the segments within the company's operational decision-making process in order to decide on the resources to be allocated to each of them and assess their performance.

The operating segments are grouped into two large blocks, Distribution Networks and Energy Markets, which were unchanged with respect to the previous year:

- **Distribution Networks:** groups together the business segments devoted to managing regulated gas and electricity distribution and transport infrastructures. The definition of each operating segment within this group is based primarily on geography (country), type of activity, regulatory environment, type of customer and homogeneity of operating processes.

  - **Spain Gas**: regulated gas distribution in Spain.
  - **Mexico Gas**: regulated gas distribution and supply in Mexico.
  - **Brazil Gas:** regulated gas distribution and supply in Brazil.
  - **Argentina Gas**: regulated gas distribution and supply in Argentina.
  - **Chile Gas:** regulated gas distribution and supply in Chile.
  - **Spain Electricity:** regulated electricity distribution in Spain.
  - **Panama Electricity**: regulated electricity distribution and supply in Panama.
  - **Argentina Electricity:** regulated electricity distribution and supply in Argentina.

This block also includes a holding company carrying out horizontal activities directly linked to this grouping's businesses.

- **Energy Markets:** includes the deregulated business segments as follows:

  – **Energy Management:** This segment groups together activities characterised by operating in deregulated markets:

    - liquefied natural gas trading and shipping;
    - procurement and other gas infrastructure management, and supply to energy-intensive consumers; and
    - management of the Medgaz gas pipeline (equity-accounted).

    The grouping reflects similarities in risks and returns associated with exposure to market prices, active contract management and a focus on large consumers and energy operators, as well as the integration of the gas value chain in a competitive environment.

  – **Thermal Generation:** these segments are mainly defined according to geographical area (Spain and Latin America), the technology used (conventional generation using fossil fuels, nuclear and combined cycles) and the specific regulatory environment in each country. Operational processes and centralised asset management in each geography are also taken into account, allowing for the risks, returns and specific characteristics of each market to be reflected appropriately.

    - **Spain**: management of the conventional thermal generation fleet (which uses fuel for heat generation and which is not covered by a special regime) in Spain (nuclear and CCGT).
    - **Latin America**: management of the conventional thermal generation facilities in Mexico, the Dominican Republic and Puerto Rico, the latter being equity-accounted through EcoEléctrica LP.

  – **Renewable Generation:** these segments are defined according to geography (Spain, United States, Latin America and Australia), technology (wind, solar, small hydro, cogeneration, and hydro), the regulatory framework, and the degree of development of the projects in each region. This segmentation makes it possible to reflect the differences in the competitive environment, regulatory incentives, and growth opportunities in each market.

    - **Spain**: facilities and generation projects using wind energy, mini hydro, solar and cogeneration, as well as hydroelectric power generation in Spain, and the development pipeline in other European countries.
    - **USA:** photovoltaic generation projects in operation and under development in the United States.
    - **Latin America** includes the facilities and renewable electricity generation projects located in Latin America (Brazil, Chile, Costa Rica, Mexico and Panama).
    - **Australia**: the existing Renewable Generation fleet and project pipeline in Australia.

  – **Renewable Gases**: renewable gas projects, mainly biomethane and green hydrogen. The definition of the segment reflects the innovative nature of the activities, the specific regulatory framework and the strategic focus on developing new sustainable energy solutions.

  – **Supply**: This segment is defined on the basis of the objective of the main activity, which consists of managing end customers of gas, electricity and services. Factors such as customer type (residential, industrial and commercial), product and service diversification, integration of new technologies and brand development in Spain are taken into account.

    A holding company carrying out cross-cutting activities directly linked to this grouping's businesses is also included.

- **Other:** basically includes the corporation's operating expenses and other lesser and residual activities.

Throughout the value chain, Naturgy's business model stands out for its leadership in the gas sector and its role as a key player in the electricity sector; in both cases it ensures the continuity of supply — an essential aspect of providing quality service and fulfilling the Group's social mission — while offering a wide range of value-added services and promoting sustainable innovation as a driver of development.

Changes in consolidation scope

No transactions were completed during the first six months of 2026 that would have a significant impact on the comparability of the 2026 first-half results with those of the same period in 2025.

Details of the changes in the scope of consolidation as at the end of the six-month period ended 30 June 2026 are described in Note 2.6. Consolidation scope changes of the Condensed interim consolidated financial statements as at 30 June 2026.

Foreign exchange impact

Exchange rate fluctuations and their effects are detailed below:

Currency	Average accumulated exchange rate June 2026	Change vs June 2025 (%)	EBITDA	Consolidated profit attributable to the parent Company
USD/€	1.17	6.8	(33)	(19)
MXN/€	20.38	(6.6)	10	3
BRL/€	6.01	(4.4)	8	2
ARS/€ [(1)]	1,694.32	19.7	(18)	(8)
CLP/€	1,041.97	(0.2)	1	—
AUD/€	1.66	(3.5)	1	(1)
Other			(1)	—
Total			**(32)**	**(23)**

[(1)] Exchange rate as at 30 June 2026, as Argentina is classified as a hyperinflationary economy.

During the first half of 2026, exchange rate fluctuations had a negative impact of Euros 32 million on EBITDA and of Euros 23 million on consolidated net income attributable to the parent company. This reflects the varied performance of the major currencies in which the Group operates, notably the depreciation of the Argentine peso and the United States dollar, which was partially offset by the appreciation of the Brazilian real, the Chilean peso, and the Mexican peso.

1.3. Consolidated results

	1H26	1H25	**Change (%)**
Net sales	10,097	9,961	1.4
EBITDA	**2,975**	**2,848**	**4.5**
Depreciation, amortisation and impairment expenses	(808)	(825)	(2.1)
Impairment of credit losses	(60)	(74)	(18.9)
Other results	3	14	(78.6)
Operating Profit	**2,110**	**1,963**	**7.5**
Net financial income/ (expenses)	(308)	(245)	25.7
Profit of entities recorded by equity method	64	76	(15.8)
Income tax	(482)	(481)	0.2
Profit for the year from discontinued operations, net of taxes	—	—	—
Non-controlling interest	(169)	(166)	1.8
Consolidated profit attributable to the parent Company	**1,215**	**1,147**	**5.9**

Net sales

Net revenue in the first half of 2026 amounted to Euros 10,097 million, up 1.4% from the first half of 2025. First-half 2026 revenues reflect the update of COMGES regulated revenues in Spain Electricity (see Note 16. Net sales in the Condensed interim consolidated financial statements as at 30 June 2026), as well as rate adjustments in Latin America, partially offset by the negative impact of exchange rates.

EBITDA

Consolidated EBITDA for the first half of 2026 totalled Euros 2,975 million, an increase of 4.5% over the first half of 2025.

The Group posted strong results, primarily in its regulated businesses, with growth of 13.2% with respect to the same period last year. In Spain Electricity Distribution, performance reflected the update of regulated revenues, including certain non-recurring regulatory remuneration adjustments related to prior years. The Latin American Networks businesses benefited from tariff updates implemented during the period. Currency trends varied: the Argentine peso and the United States dollar depreciated, while the Brazilian real, the Chilean peso, and the Mexican peso appreciated.

The liberalised businesses performed in line with the first half of 2025, with a slight decrease of 2.4%. The Supply segment reported lower earnings due to pressure on electricity margins caused by rising balancing service costs across the entire system, as well as a reduction in the gas margin under regulated rates. Renewable Generation Australia's operations were affected by a decline in the value of a PPA, Renewable Generation in Spain was affected by lower hydroelectric output and lower market prices, which offset the positive impact of increased capacity. Meanwhile, Thermal Generation Spain continued to deliver solid results due to higher unit margins driven by the growing importance of the constraints markets and the temporary suspension of the Electricity Production Tax (IVPEE) during the second quarter of 2026. Energy Management continued to be one of the main contributors to earnings, thanks to proactive hedging and the procurement agreement with Sonatrach; those factors boosted margins and provided greater commercial visibility for the business.

The comparative breakdown of EBITDA by business is as follows:

	1H26	1H25	**Change (%)**
Distribution Networks	1,514	1,337	13.2
Energy Markets	1,490	1,527	(2.4)
Rest	(29)	(16)	81.3
EBITDA	**2,975**	**2,848**	**4.5**

Operating results

Depreciation and amortisation charges and impairment losses on assets in the first half of 2026 amounted to Euros 808 million, a 2.1% decrease with respect to the same period of 2025, primarily due to impairment charges recognised in the previous year associated with wind farms and solar projects in the Renewable Generation Spain and Renewable Generation USA businesses. For further details, see Note 4. Non-financial asset impairment losses in the Condensed interim consolidated financial statements as at 30 June 2026.

Credit loss provisions totalled Euros 60 million, down 18.9% from the first half of 2025.

The “Other Income” item amounts to Euros 3 million and includes a number of minor positive impacts. In the first half of 2025, this item totalled Euros 14 million, mainly as a result of the reversal of a provision arising from the agreement reached between Metrogas, S.A., a subsidiary of the Naturgy Group in Chile, and Transportadora de Gas del Norte, S.A. (TGN) to settle all the legal disputes initiated in 2011 that were pending before courts in Argentina. For further details, see Note 28. Litigation and arbitration in the Condensed interim consolidated financial statements as at 30 June 2026.

Net Financial income

	1H26	1H25	**Change (%)**
Cost of net financial debt	(276)	(257)	7.4
Other financial expenses/income	(32)	12	(366.7)
Net financial income/ (expenses)	**(308)**	**(245)**	**25.7**

Financial result amounted to Euros 308 million, a 25.7% increase in the net loss with respect to the first half of 2025. The cost of net financial debt increased due to lower financial income resulting from a decrease in the average cash balance. The average cost of gross financial debt remained stable compared with the first half of 2025 (4.0% and 3.9%, respectively), in both cases excluding the cost of financial liabilities related to leases and other refinancing costs. In addition, “Other financial expenses/income” are affected by lower interest capitalisation due to the decrease in projects under development, as well as by the reversal of provisions in 2025.

As at 30 June 2026, 62% of gross financial debt is at fixed rates, and 67% is denominated in euro.

Profit/(loss) of entities recorded by equity method

Income from equity-accounted affiliates amounted to Euros 64 million, compared with Euros 76 million at 30 June 2025, corresponding to EcoEléctrica (Euros 37 million), Chile Gas companies (Euros 17 million), Medina/Medgaz (Euros 11 million), Qalhat (Euros 2 million), renewable energy and cogeneration companies (Euros -5 million), and other subsidiaries (Euros 2 million).

The decrease with respect to the first half of 2025 is primarily due to the lower contribution from equity interests in renewable generation and cogeneration operations.

Income tax

The effective corporate income tax rate for the first six months of 2026 stands at 25.8%, compared with 26.8% for the same period last year.

Consolidated profit attributable to the parent company

Consolidated net profit attributable to the parent company in the first half of 2026 amounts to Euros 1,215 million, a 5.9% increase compared to the first half of 2025.

Income attributed to non-controlling interests

Income attributed to non-controlling interests totalled Euros 169 million in the first half of 2026, 1.8% more than in the same period of 2025, as detailed below:

	1H26	1H25	**Change (%)**
Spain Gas	(26)	(30)	(13.3)
Chile Gas	(45)	(47)	(4.3)
Other affiliates [1]	(92)	(81)	13.6
Other equity instruments	(6)	(8)	(25.0)
Total	**(169)**	**(166)**	**1.8**

[1] Includes Renewable Generation in Latin America and Australia, Thermal Power Generation in Latin America, Gas in Brazil, Gas in Mexico, Gas in Argentina, and Electricity in Panama

The increase in profit attributable to non-controlling interests in the first half of 2026, compared with the same period last year is mainly due to higher earnings from the Distribution Networks business in Latin America, which offset the lower earnings from the Energy Markets business.

Meanwhile, the decrease in “Other equity instruments,” which includes accrued interest on subordinated perpetual bonds (hybrids), is due to calling Euros 169 million in May 2025 as part of a liability management transaction.

As at 30 June 2026, the nominal amount of outstanding hybrids was Euros 331 million.

1.4. Results by business unit

1.4.1. Distribution Networks

Below is the detail of the reported EBITDA for the period ended 30 June 2026 and 2025:

	1H26	1H25	**Change (%)**
Distribution Networks	**1,514**	**1,337**	**13.2**
Spain Gas	359	376	(4.5)
Mexico Gas	148	119	24.4
Brazil Gas	149	118	26.3
Argentina Gas	71	77	(7.8)
Chile Gas	156	140	11.4
Spain Electricity	496	388	27.8
Panama Electricity	112	103	8.7
Argentina Electricity	29	23	26.1
Holding and eliminations	(6)	(7)	(14.3)

Distribution Networks increased EBITDA by 13.2% to Euros 1,514 million during the first six months of 2026.

Spain Gas operations were affected by lower demand and regulatory adjustments under the current regulatory framework, although these effects were partially offset by operational efficiencies. On 29 June 2026, the National Commission on Markets and Competition (CNMC) submitted to the Council of State its proposed final circular establishing the methodology for remuneration of gas distribution activities in Spain for the 2027–2032 regulatory period. In the case of the Spain Electricity business, the performance was driven by the growth of the remunerated asset base and by the update of regulatory revenues, including those associated with COMGES.

In Latin America, performance was solid overall. At Mexico Gas, rate adjustments implemented in previous periods drove revenue growth, while at Brazil Gas, increased demand in the power generation segment and the rebound in deviations contributed to increased margins. At Panama Electricity, electricity distribution benefited from strong demand growth and operational improvements, while performance at Argentina Gas and Argentina Electricity was supported by rate increases. Performance at Chile Gas benefited from improved unit margins.

Exchange rate trends varied widely depending on the currency: the Argentine peso (Euros 18 million) and the United States dollar (Euros 11 million) both depreciated, while the Mexican peso, the Chilean peso, and the Brazilian real appreciated (Euros 9 million, Euros 1 million, and Euros 7 million, respectively).

Spain Gas

Results

	1H26	1H25	**Change (%)**
Net sales	475	496	(4.2)
Procurement	(50)	(47)	6.4
Gross margin	**425**	**449**	**(5.3)**
Other operating income	20	16	25.0
Personnel expenses	(23)	(27)	(14.8)
Taxes	(10)	(10)	—
Other operating expenses	(53)	(52)	1.9
EBITDA	**359**	**376**	**(4.5)**
Depreciation, provisions and other results	(126)	(128)	(1.6)
EBIT	**233**	**248**	**(6.0)**

In the first six months of 2026, EBITDA reached Euros 359 million, down 4.5% from the first six months of 2025, due to lower demand in both the residential and industrial segments. In addition, anticipated regulatory adjustments under the current regulatory framework were recognised. These impacts were partially offset by cost-optimisation initiatives.

On 29 June 2026, Spain's National Commission on Markets and Competition (CNMC) submitted to the Council of State its proposed final circular establishing the methodology for remuneration of gas distribution activities in Spain for the 2027–2032 regulatory period.

Looking ahead, the proposed regulatory framework for 2027–2032 strengthens the strategic role of gas networks, providing greater stability and visibility. The framework preserves the parametric remuneration model, supports growth through evolving market parameters, and introduces additional incentives linked to digitalisation, biomethane injection, and emissions reduction.

Main aggregates

The key figures for gas distribution in Spain were as follows:

	1H26	1H25	**Change (%)**
TPA - Sales (GWh)	81,408	84,154	(3.3)
LPG Sales (tn)	40,346	41,489	(2.8)
Distribution network (km)	57,249	57,135	0.2
Increase in connection points, thousand	(18)	(12)	50.0
Connection points (thousand) (at 30/06)	5,295	5,319	(0.5)

Gas (excluding LPG) sales declined slightly, by 3.3%, compared with the same period of last year, and the number of connection points remained relatively stable, with a slight decrease of 0.5% compared with the first half of 2025.

Mexico Gas

Results

	1H26	1H25	**Change (%)**
Net sales	422	427	(1.2)
Procurement	(245)	(279)	(12.2)
Gross margin	**177**	**148**	**19.6**
Other operating income	8	7	14.3
Personnel expenses	(12)	(13)	(7.7)
Taxes	(1)	(1)	—
Other operating expenses	(24)	(22)	9.1
EBITDA	**148**	**119**	**24.4**
Depreciation, provisions and other results	(31)	(33)	(6.1)
EBIT	**117**	**86**	**36.0**

In the first six months of 2026, EBITDA reached Euros 148 million, an increase of 24.4% compared with the first half of 2025. This increase is due mainly to higher activity and rate adjustments and, to a lesser extent, to the appreciation of the Mexican peso (Euros 9 million).

Main aggregates

The main aggregates in this area are as follows:

	1H26	1H25	**Change (%)**
Gas activity sales (GWh)	**26,673**	**25,598**	**4.2**
Gas sales	12,355	12,023	2.8
TPA	14,318	13,575	5.5
Distribution network (km)	23,480	23,374	0.5
Increase in connection points (thousand)	10	6	66.7
Connection points (thousand) (at 30/06)	1,600	1,587	0.8

Gas sales grew by 4.2%, while the number of connection points saw a slight increase of 0.8% compared with the first half of 2025.

Brazil Gas

Results

	1H26	1H25	**Change (%)**
Net sales	463	533	(13.1)
Procurement	(275)	(369)	(25.5)
Gross margin	**188**	**164**	**14.6**
Other operating income	20	16	25.0
Personnel expenses	(11)	(12)	(8.3)
Taxes	(3)	(2)	50.0
Other operating expenses	(45)	(48)	(6.3)
EBITDA	**149**	**118**	**26.3**
Depreciation, provisions and other results	(36)	(35)	2.9
EBIT	**113**	**83**	**36.1**

As at 30 June 2026, EBITDA amounted to Euros 149 million, up 26.3% from the first half of 2025, driven by the recovery of deviation revenues and increased demand for electricity generation due to reduced availability of hydropower. This trend was supported by strong cost control and the appreciation of the Brazilian real (Euros 7 million).

Main aggregates

The main aggregates in this area are as follows:

	1H26	1H25	**Change (%)**
Gas activity sales (GWh)	**22,448**	**18,082**	**24.1**
Gas sales	11,938	12,271	(2.7)
TPA	10,510	5,811	80.9
Distribution network (km)	8,507	8,445	0.7
Increase in connection points (thousand)	8	2	300.0
Connection points (thousand) (at 30/06)	1,203	1,192	0.9

Gas activity sales increased by 24.1% with respect to the first six months of 2025, mainly due to TPA. The number of connection points remained relatively stable, having increased by 0.9% in the period.

Argentina Gas

Results

	1H26	1H25	Change (%)
Net sales	352	298	18.1
Procurement	(206)	(153)	34.6
Gross margin	**146**	**145**	**0.7**
Other operating income	13	13	—
Personnel expenses	(23)	(21)	9.5
Taxes	(23)	(20)	15.0
Other operating expenses	(42)	(40)	5.0
EBITDA	**71**	**77**	**(7.8)**
Depreciation, provisions and other results	(11)	(10)	10.0
EBIT	**60**	**67**	**(10.4)**

In the first six months of 2026, EBITDA totalled Euros 71 million, 7.8% lower than in the first half of 2025, primarily due to the adverse impact of exchange rates (Euros 13 million) and cost inflation, despite the gradual rate increases implemented as part of the five-year review process.

Main aggregates

The main aggregates in this area are as follows:

	1H26	1H25	Change (%)
Gas activity sales (GWh)	**42,368**	**48,593**	**(12.8)**
Gas sales	16,578	18,709	(11.4)
TPA	25,790	29,884	(13.7)
Distribution network (km)	40,760	40,515	0.6
Increase in connection points (thousand)	0	1	(100.0)
Connection points (thousand) (at 30/06)	2,267	2,262	0.2

Gas activity sales decreased by 12.8%. The number of connection points remained stable with respect to the same period of 2025.

Chile Gas

Includes gas distribution and supply activities.

Results

	1H26	1H25	**Change (%)**
Net sales	387	383	1.0
Procurement	(194)	(206)	(5.8)
Gross margin	**193**	**177**	**9.0**
Other operating income	—	1	(100.0)
Personnel expenses	(15)	(14)	7.1
Taxes	(2)	(2)	—
Other operating expenses	(20)	(22)	(9.1)
EBITDA	**156**	**140**	**11.4**
Depreciation, provisions and other results	(26)	(10)	160.0
EBIT	**130**	**130**	**—**

In the first six months of 2026, EBITDA totalled Euros 156 million, a variation of 11.4% with respect to the first half of 2025. The results were boosted by the approval of a new net value for the asset base (NRV) for the 2026–2029 period, which improves medium-term visibility. In addition, margins in the Supply business segment improved due to higher sales of gas surpluses. These factors were partially offset by an adverse exchange rate impact of Euros 3 million.

Main aggregates

	1H26	1H25	**Change (%)**
Gas activity sales (GWh)	**19,843**	**18,848**	**5.3**
Gas distribution sales (GWh)	4,625	4,776	(3.2)
Gas sales (GWh)	1,012	1,154	(12.3)
TPA (GWh) (1)	14,206	12,918	10.0
Distribution network (km)	8,481	8,405	0.9
Increase in connection points (thousand)	5	4	25.0
Connection points (thousand) (at 30/06)	715	706	1.3

(1) This refers to TPA for gas pipelines in the Chile Gas Supply business.

TPA sales grew by 10.0%, while gas supply sales to third parties and distributed gas decreased by 12.3% and 3.2%, respectively.

The number of connection points increased slightly, by 1.3%.

Spain Electricity

Results

	1H26	1H25	**Change (%)**
Net sales	554	469	18.1
Procurement	—	—	—
Gross margin	**554**	**469**	**18.1**
Other operating income	15	14	7.1
Personnel expenses	(22)	(24)	(8.3)
Taxes	(13)	(13)	—
Other operating expenses	(38)	(58)	(34.5)
EBITDA	**496**	**388**	**27.8**
Depreciation, provisions and other results	(141)	(137)	2.9
EBIT	**355**	**251**	**41.4**

In the first six months of 2026, EBITDA amounted to Euros 496 million, an increase of 27.8% with respect to the first six months of 2025.

Net sales includes the update of COMGES revenues, as a result of the Supreme Court's rulings on the appeals filed by several companies regarding the 2017, 2018, and 2019 payments. Those resolutions made it possible to confirm the value of the X parameter corresponding to the first regulatory half-period, which was initially considered to be provisional under the CNMC resolution approving the remuneration for 2020. Additionally, it reflects the increase in the remunerated regulatory asset base resulting from the investments made.

On the other hand, a decrease in Other operating expenses was recorded during the period, which includes the reversal of provisions related to regulatory proceedings (see Note 28. Litigation and arbitration in the Condensed interim consolidated financial statements as at 30 June 2026).

The new regulatory framework for 2026–2031 was approved on 22 December 2025, introducing a 100-basis-point increase in the financial remuneration rate, to 6.58%.

Main aggregates

The main aggregates in the Electricity Distribution Spain business are as follows:

	1H26	1H25	**Change (%)**
Sales - TPA (GWh)	14,177	13,287	6.7
Distribution network (km)	116,731	116,285	0.4
Connection points (thousand)	3,888	3,871	0.4
ICEIT (minutes)	25.2	19.1	31.9

Electricity sales increased by 6.7% while the number of connection points remained stable during the period.

Panama Electricity

Results

	1H26	1H25	**Change (%)**
Net sales	509	500	1.8
Procurement	(366)	(365)	0.3
Gross margin	**143**	**135**	**5.9**
Other operating income	4	4	—
Personnel expenses	(4)	(5)	(20.0)
Taxes	(4)	(4)	—
Other operating expenses	(27)	(27)	—
EBITDA	**112**	**103**	**8.7**
Depreciation, provisions and other results	(37)	(34)	8.8
EBIT	**75**	**69**	**8.7**

EBITDA in the first half of 2026 totalled Euros 112 million, up 8.7% from the first six months of 2025, as demand increased because of temperatures and the expansion of the number of connection points, though those factors were partially offset by the negative exchange rate impact (Euros 7 million).

It is notable that the sustained improvement in network quality has mitigated the factors that led to the regulator imposing penalties in the past.

Main aggregates

The main aggregates in this area are as follows:

	1H26	1H25	**Change (%)**
Electricity business sales (GWh)	**3,082**	**2,946**	**4.6**
Electricity sales	2,588	2,453	5.5
TPA	494	493	0.2
Distribution network (km)	31,616	31,094	1.7
Connection points (thousand) (at 30/06)	810	795	1.9

Electricity activity sales grew by 4.6% with respect to the same period of 2025 and the number of connection points increased by 1.9%.

Argentina Electricity

Results

	1H26	1H25	**Change (%)**
Net sales	104	97	7.2
Procurement	(59)	(53)	11.3
Gross margin	**45**	**44**	**2.3**
Other operating income	18	12	50.0
Personnel expenses	(7)	(9)	(22.2)
Taxes	(4)	(3)	33.3
Other operating expenses	(23)	(21)	9.5
EBITDA	**29**	**23**	**26.1**
Depreciation, provisions and other results	(1)	(1)	—
EBIT	**28**	**22**	**27.3**

In the first six months of 2026, EBITDA amounted to Euros 29 million, up 26.1% from the first six months of 2025, due primarily to the implementation of the new rate framework, approved in February 2026 for 2026–2030, which incorporates inflation adjustments and supports revenue growth. This positive effect was partially offset by currency rate depreciation amounting to Euros 5 million.

Naturgy secured the renewal of its concession for Energía San Juan, retaining its ownership stake.

Main aggregates

The main aggregates in this area are as follows:

	1H26	1H25	**Change (%)**
Electricity business sales (GWh)	1,090	1,074	1.5
Distribution network (km)	10,544	10,417	1.2
Connection points (thousand) (at 30/06)	270	267	1.1

Electricity sales increased slightly, by 1.5%, and connection points by 1.1%, with respect to the same period of 2025.

1.4.2. Energy Markets

Below is the detail of EBITDA for the six-month period ended 30 June 2026 and 2025:

	1H26	1H25	**Change (%)**
Energy Markets	**1,490**	**1,527**	**(2.4)**
Energy Management	**513**	**524**	**(2.1)**
Thermal Generation	**360**	**313**	**15.0**
Spain	222	166	33.7
Latin America	138	147	(6.1)
Renewable Generation	**313**	**322**	**(2.8)**
Spain	250	248	0.8
USA	7	3	133.3
Latin America	43	39	10.3
Australia	13	32	(59.4)
Renewable Gases	**(4)**	**(4)**	**—**
Supply	**319**	**386**	**(17.4)**
Holding and eliminations	**(11)**	**(14)**	**(21.4)**

The Energy Markets segments reported EBITDA of Euros 1,490 million, a decrease of 2.4% with respect to the first half of 2025. This decrease reflects a lower supply margin due to higher balancing service costs, a lower margin on the gas last-resort tariff, and the negative impact of the measurement of a PPA in Renewable Generation Australia.

During the first six months of 2026, the Energy Management business continued to be one of the main contributors to earnings, supported by proactive risk management through hedging and the procurement agreement with Sonatrach, which runs through 2027 and offers competitive terms. These factors boosted margins and provided greater business visibility. It should also be noted that Naturgy does not have any procurement contracts for gas originating in the Middle East, thereby ensuring full continuity of supply.

Thermal Generation Spain reported solid performance, supported by rising unit margins for the CCGT plants in balancing markets, which offset the lower production volume in the period. These assets continue to play a key role in securing supply and maintaining the stability of the Spanish mainland grid, thereby strengthening the operational flexibility and strategic value of the Group’s generation fleet. In addition, earnings were boosted by the temporary suspension of the Electricity Production Tax (IVPEE) during the second quarter of 2026. Conversely, Thermal Generation Latin America reported a decline in earnings, driven primarily by the negative exchange rate impact (Euros 9 million).

The trend in earnings in the Spain Renewable Generation segment reflects mainly the impact of lower hydroelectric production and the decline in market prices; both of those factors offset the positive contribution resulting from the increase in installed capacity during the period. Results at Renewables Australia were affected by the lower valuation of power purchase agreements (PPAs). In contrast, Renewables Latin America and Renewables USA performed well during the period, supported by the contribution of new capacity brought online and the favourable performance of the markets in which they operate.

The Renewable Gases segment, which mainly includes biomethane projects, continues to report operating indicators that are normal for early stages of development.

1.4.2.1. Energy Management

Results

	1H26	1H25	**Change (%)**
Net sales	3,726	3,122	19.3
Procurement	(3,187)	(2,577)	23.7
Gross margin	**539**	**545**	**(1.1)**
Other operating income	11	12	(8.3)
Personnel expenses	(15)	(17)	(11.8)
Taxes	(2)	—	—
Other operating expenses	(20)	(16)	25.0
EBITDA	**513**	**524**	**(2.1)**
Depreciation, provisions and other results	(49)	(45)	8.9
EBIT	**464**	**479**	**(3.1)**

EBITDA in the first half of 2026 was Euros 513 million, a 2.1% decrease with respect to the first half of 2025. Earnings performance reflects active risk management through hedging and the procurement price agreement signed with Sonatrach, factors that were partially offset by the expiration of the procurement contract with Oman. In addition, the business was negatively affected by an exchange rate impact of Euros 13 million.

Against a backdrop of high volatility in the energy markets stemming from geopolitical tensions, the Group's gas procurement portfolio proved resilient, with no disruptions. In particular, the agreement with Sonatrach, which remains in effect through 2027, ensures a supply under competitive terms and provides medium-term commercial visibility. Furthermore, Naturgy does not have any contracts for procurement from the Middle East, which ensures full continuity and security of supply for its customers.

Main aggregates

The main aggregates in this area are as follows:

	1H26	1H25	**Change (%)**
Gas supply (GWh)	**78,635**	**78,643**	—
CCGT	13,120	14,257	(8.0)
Third parties	19,177	12,294	56.0
LNG Gas sales (GWh)	46,338	52,092	(11.0)
Electricity sales (GWh)	1,475	1,531	(3.7)
Shipping fleet capacity (m3)	1,290,298	1,290,298	—

As at 30 June 2026, gas sales totalled 78,635 GWh, in line with the same period last year.

1.4.2.2. Thermal Generation

Spain

Results

	1H26	1H25	Change (%)
Net sales	1,350	1,185	13.9
Procurement	(967)	(805)	20.1
Gross margin	**383**	**380**	**0.8**
Other operating income	2	1	100.0
Personnel expenses	(34)	(33)	3.0
Taxes	(73)	(129)	(43.4)
Other operating expenses	(56)	(53)	5.7
EBITDA	**222**	**166**	**33.7**
Depreciation, provisions and other results	(63)	(73)	(13.7)
EBIT	**159**	**93**	**71.0**

In the first six months of 2026, EBITDA totalled Euros 222 million, up 33.7% from the first six months of 2025. The CCGTs benefited from higher margins in the constraints markets, where their flexibility and responsiveness are essential to system stability. Taxes were affected by the temporary suspension of the Electricity Production Tax (IVPEE).

Pool prices fell by 19% with respect to the first half of 2025, averaging Euros 49.8/MWh during the period.

Main aggregates

The main aggregates in this area are as follows:

	1H26	1H25	Change (%)
Installed capacity (MW)	**8,031**	**8,031**	**—**
Nuclear	604	604	—
CCGTs	7,427	7,427	—
Electric energy produced (GWh)	**7,221**	**7,698**	**(6.2)**
Nuclear	1,626	1,674	(2.9)
CCGTs	5,595	6,024	(7.1)

Total output fell by 6.2% due to a 7.1% decline in CCGT output and a 2.9% decline in nuclear output.

Latin America

Results

	1H26	1H25	**Change (%)**
Net sales	368	409	(10.0)
Procurement	(193)	(233)	(17.2)
Gross margin	**175**	**176**	**(0.6)**
Other operating income	1	1	—
Personnel expenses	(14)	(12)	16.7
Taxes	(1)	(1)	—
Other operating expenses	(23)	(17)	35.3
EBITDA	**138**	**147**	**(6.1)**
Depreciation, provisions and other results	(37)	(31)	19.4
EBIT	**101**	**116**	**(12.9)**

In the first six months of 2026, EBITDA amounted to Euros 138 million, down 6.1% with respect to the first six months of 2025. This decline was due primarily to the negative impact of exchange rates on EBITDA (Euros 9 million), despite higher performance by the Mexican CCGTs and increased output in the Dominican Republic.

Main aggregates

The main aggregates in this area are as follows:

	1H26	1H25	**Change (%)**
Installed capacity (MW)	**2,644**	**2,644**	**—**
Mexico (CCGT)	2,446	2,446	—
Dominican Republic (Fuel)	198	198	—
Electric energy produced (GWh)	**6,851**	**6,982**	**(1.9)**
Mexico (CCGT)	6,507	6,725	(3.2)
Dominican Republic (Fuel)	344	257	33.9

During the first six months of 2026, overall output decreased by 1.9% year-on-year, with a 3.2% decline in output from the Mexican CCGT plants, compared with a 33.9% increase in output in the Dominican Republic.

1.4.2.3. Renewable Generation

The following table shows EBITDA for the periods ended 30 June 2026 and 2025:

	1H26	1H25	Change (%)
Renewable Generation	**313**	**322**	**(2.8)**
Spain	250	248	0.8
USA	7	3	133.3
Latin America	43	39	10.3
Australia	13	32	(59.4)

Renewable Generation achieved Euros 313 million in EBITDA in the period, i.e. 2.8% less than in the first half of 2025.

Renewables Spain

Results

	1H26	1H25	Change (%)
Net sales	403	419	(3.8)
Procurement	(29)	(27)	7.4
Gross margin	**374**	**392**	**(4.6)**
Other operating income	9	12	(25.0)
Personnel expenses	(25)	(23)	8.7
Taxes	(55)	(74)	(25.7)
Other operating expenses	(53)	(59)	(10.2)
EBITDA	**250**	**248**	**0.8**
Depreciation, provisions and other results	(118)	(144)	(18.1)
EBIT	**132**	**104**	**26.9**

In the first six months of 2026, EBITDA amounted to Euros 250 million, an increase of 0.8% with respect to the first six months of 2025. The positive effect of the increased installed capacity was offset by lower hydroelectric output and lower wholesale electricity prices. During this period, the temporary suspension of the tax on electricity production reduced the taxes item.

Main aggregates

The main aggregates in this area are as follows:

	1H26	1H25	Change (%)
Installed capacity (MW)	**5,731**	**5,381**	**6.5**
Hydroelectric[1]	2,062	2,062	—
Wind	2,499	2,505	(0.2)
Solar	1,125	763	47.4
Cogeneration and others	45	51	(11.8)

[1] Gross hydroelectric capacity

	1H26	1H25	Change (%)
Electric energy produced (GWh)	**5,560**	**5,831**	**(4.6)**
Hydroelectric	2,374	2,850	(16.7)
Wind	2,377	2,265	4.9
Solar	669	591	13.2
Cogeneration and others	140	125	12.0
Market share of renewables	**6.3 %**	**6.8 %**	**-0.5pp**

As at 30 June 2026, installed capacity stood at 5,731 MW, which is 350 MW more than in the same period of the previous year, primarily due to solar technology.

Total output decreased by 4.6% with respect to the same period of last year, with a significant 16.7% reduction in hydroelectric output, while wind and solar production increased by 4.9% and 13.2% respectively, which enabled the market share to remain relatively stable.

USA Renewables

Results

	1H26	1H25	Change (%)
Net sales	10	10	—
Procurement	—	—	—
Gross margin	**10**	**10**	**—**
Other operating income	5	3	66.7
Personnel expenses	(3)	(3)	—
Taxes	(1)	(1)	—
Other operating expenses	(4)	(6)	(33.3)
EBITDA	**7**	**3**	**133.3**
Depreciation, provisions and other results	(12)	(22)	(45.5)
EBIT	**(5)**	**(19)**	**(73.7)**

EBITDA in the first half of 2026 amounted to Euros 7 million, more than double the figure in the same period of 2025, due primarily to the Grimes solar plant becoming operational at the end of the first half of 2025, which led to a significant increase in production.

During the first six months of 2025, an impairment loss of Euros 16 million was recognised for an asset related to a project under development in the United States, the amount of which was deemed unrecoverable (See Note 4. Non-financial asset impairment losses in the Condensed interim consolidated financial statements as at 30 June 2026).

The 125 MW Mark Center solar farm is expected to become operational in 2026.

Main aggregates

The main aggregates in this area are as follows:

	1H26	1H25	Change (%)
Installed capacity (MW)	**563**	**563**	**—**
Solar	563	563	—

Electric energy produced (GWh)	**488**	**352**	**38.6**
Solar	488	352	38.6

During the first half of 2026, output totalled 488 GWh, an increase of 38.6% on the first half of 2025, due to higher output at the 7V plant and to the Grimes plant becoming operational in May 2025.

Renewables Latin America

Results

	1H26	1H25	**Change (%)**
Net sales	86	81	6.2
Procurement	(23)	(22)	4.5
Gross margin	**63**	**59**	**6.8**
Other operating income	6	6	—
Personnel expenses	(6)	(7)	(14.3)
Taxes	(1)	(1)	—
Other operating expenses	(19)	(18)	5.6
EBITDA	**43**	**39**	**10.3**
Depreciation, provisions and other results	(10)	(9)	11.1
EBIT	**33**	**30**	**10.0**

In the first six months of 2026, EBITDA amounted to Euros 43 million, a 10.3% increase with respect to the first six months of 2025, driven by higher output by Mexican wind assets, which contributed to higher margins. The positive exchange rate effect, due to fluctuations in various currencies, amounted to Euros 1 million.

Main aggregates

The main aggregates in this area are as follows:

	1H26	1H25	**Change (%)**
Installed capacity (MW)	**828**	**828**	**—**
Mexico (Wind)	234	234	—
Brazil (Solar)	154	154	—
Chile (Solar)	162	162	—
Chile (Wind)	206	206	—
Costa Rica (Hydroelectric)	50	50	—
Panama (Hydroelectric)	22	22	—

	1H26	1H25	**Change (%)**
Electric energy produced (GWh)	**934**	**861**	**8.5**
Mexico (Wind)	378	290	30.3
Brazil (Solar)	139	143	(2.8)
Chile (Solar)	146	143	2.1
Chile (Wind)	118	112	5.4
Costa Rica (Hydroelectric)	123	126	(2.4)
Panama (Hydroelectric)	30	47	(36.2)

Installed capacity in Latin America remained unchanged compared to 2025, with a total capacity of 828 MW. Electricity output increased by 8.5% reaching 934 GWh, with a decline in hydroelectric and solar output of 12% and 0.3% respectively, offset by a significant increase in wind production (23%).

Renewables Australia

Results

	1H26	1H25	Change (%)
Net sales	31	48	(35.4)
Procurement	—	(1)	(100.0)
Gross margin	**31**	**47**	**(34.0)**
Other operating income	3	1	200.0
Personnel expenses	(4)	(3)	33.3
Taxes	(1)	—	—
Other operating expenses	(16)	(13)	23.1
EBITDA	**13**	**32**	**(59.4)**
Depreciation, provisions and other results	(30)	(23)	30.4
EBIT	**(17)**	**9**	**(288.9)**

In the first six months of 2026, EBITDA amounted to Euros 13 million, a decrease of 59.4% compared with the previous year, due to the negative impact of a PPA valuation, partially offset by the commissioning of two solar farms: Glenellen (260 MW) and Bundaberg (100 MW).

Main aggregates

The main aggregates in this area are as follows:

	1H26	1H25	Change (%)
Installed capacity (MW)	**1,246**	**886**	**40.6**
Solar	488	128	281
Wind	758	758	—
Battery storage (MW)	**65**	**65**	**—**

	1H26	1H25	Change (%)
Electric energy produced (GWh)	**1,150**	**994**	**15.7**
Solar	165	75	120
Wind	985	919	7.2

Installed capacity as at 30 June 2026 stood at 1,246 MW, compared with 886 MW as at 30 June 2025, i.e. an increase of 360 MW or 40.6% year-on-year, due to Glenellen and Bundaberg becoming commercially operational. The current installed capacity includes 758 MW of wind, 488 MW of solar, and 65 MW of battery storage, which enable more efficient management of the energy produced, thereby optimising margins.

Total output in the period was 1,150 GWh, an increase of 15.7% on 30 June 2025, equivalent to 156 GWh.

1.4.2.4. Renewable Gases

The company continues to lead renewable gas development in Spain as a key pillar of decarbonisation.

Results

	1H26	1H25	**Change (%)**
Net sales	15	20	(25.0)
Procurement	(12)	(16)	(25.0)
Gross margin	**3**	**4**	**(25.0)**
Other operating income	—	1	(100.0)
Personnel expenses	(5)	(5)	—
Taxes	—	—	—
Other operating expenses	(2)	(4)	(50.0)
EBITDA	**(4)**	**(4)**	**—**
Depreciation, provisions and other results	(2)	(2)	—
EBIT	**(6)**	**(6)**	**—**

Renewable Gases includes the management of renewable gas projects, specifically biomethane, whose contribution to consolidated EBITDA is still non-material (Euros -4 million).

Main aggregates

Biomethane	**1H26**	1H25	**Change (%)**
Operation capacity (MW)	6.6	4.0	65.0
Production (MWh)	3,804	2,598	46.4

Naturgy has four biomethane production projects in operation, with a total installed capacity of 6.6 MW, which produced 3,804 MWh during the first half of 2026:

- Elena Plant, in Cerdanyola del Vallès (Barcelona), was a pioneer in injecting renewable gas from landfills into the gas distribution network;
- Bens WWTP (wastewater treatment plant), located in A Coruña;
- Vila-sana (Lleida), installed at the Porgaporcs livestock farm; and
- Utiel plant in Valencia (2.5 MW), which became operational in the first half of 2026.

Naturgy continues to drive the development of biomethane plants through its three strategic agreements with Hispania Silva, Bioeco Energías and ID Energy. These partnerships continue to make progress in obtaining permits and developing biomethane projects throughout the country.

1.4.2.5. Supply

Results

	1H26	1H25	Change (%)
Net sales	3,527	3,845	(8.3)
Procurement	(3,082)	(3,340)	(7.7)
Gross margin	**445**	**505**	**(11.9)**
Other operating income	5	5	—
Personnel expenses	(38)	(38)	—
Taxes	(29)	(31)	(6.5)
Other operating expenses	(64)	(55)	16.4
EBITDA	**319**	**386**	**(17.4)**
Depreciation, provisions and other results	(117)	(119)	(1.7)
EBIT	**202**	**267**	**(24.3)**

In the first six months of 2026, EBITDA amounted to Euros 319 million, a 17.4% decrease with respect to the same period of 2025. This decline is due mainly to pressure on electricity margins caused by rising costs for balancing services across the entire system, as well as a reduction in the margin on gas sales at regulated tariffs.

Main aggregates

The main aggregates in this area are as follows:

	1H26	1H25	Change (%)
Gas sales (GWh) (1)	**31,727**	**36,878**	**(14.0)**
Residential Spain	9,144	9,668	(5.4)
Industrial Spain	22,032	26,294	(16.2)
SM&E	551	916	(39.8)
By segment	**31,727**	**36,878**	**(14.0)**
Liberalised	26,302	31,373	(16.2)
Regulated	5,425	5,505	(1.5)
Electricity sales (GWh)	**8,881**	**9,251**	**(4.0)**
Residential Spain	4,859	4,818	0.9
Industrial Spain	3,038	3,174	(4.3)
SM&E	984	1,259	(21.8)
By segment	**8,881**	**9,251**	**(4.0)**
Liberalised	7,391	7,733	(4.4)
Regulated	1,490	1,518	(1.8)
Retail contracts (Spain) (thousand)	**10,247**	**10,370**	**(1.2)**
Gas	3,271	3,352	(2.4)
Electricity	4,362	4,337	0.6
Services	2,614	2,681	(2.5)
Contracts per customer (Spain)	**1.5**	**1.5**	**(0.7)**
Gas contract market share (Spain)	**41.3**	**42.2**	**(2.1)**

(1) Includes gas sales under energy efficiency contracts.

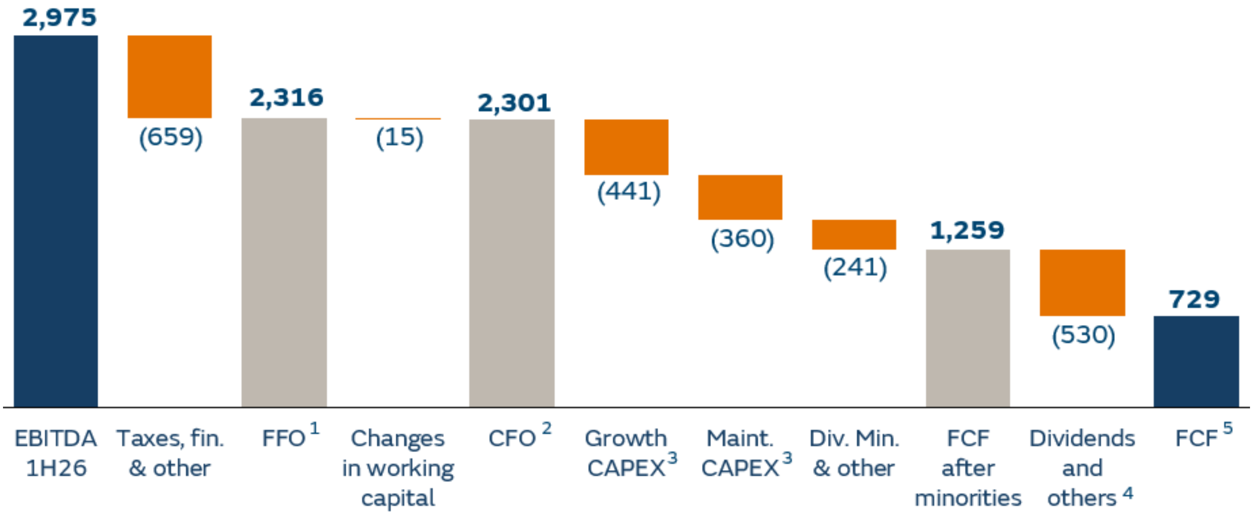
Electricity sales decreased by 4.0% year-on-year: the Residential Spain segment remained stable while the Industrial Spain and SM&E segments declined.

Gas sales fell by 14.0% compared to the first six months of 2025, across all customer segments, with SM&Es and Residential Spain showing the most significant declines: 39.8% and 5.4%, respectively.

The total number of retail contracts decreased by 1.2% compared to the first six months of 2025.

1.5 Cash flow

Below is a detail of cash flow performance in the first half of 2026:



Notes:
[1] FFO: Funds from operations.
[2] CFO: Operating cash flow (Cash flows generated from operating activities, according to the consolidated Cash Flow statement).
[3] Growth and maintenance net CAPEX.
[4] Dividends paid net of those received by Group companies and the associated dividends from the shares of the total return swap (Euros 17 million).
[5] FCF: Net free cash flow.

In the first six months of 2026, cash flow generated from operating activities was robust due to the resilience of the Distribution Networks business and to the strong performance of the Energy Markets business.

Naturgy's net debt decreased moderately, by Euros 572 million, during the first half of 2026, to Euros 11,745 million as at 30 June 2026 (compared to Euros 12,317 million at the end of 2025). Free cash flow reached Euros 729 million, helping to reduce debt despite the payment of a supplementary dividend of Euros 547 million. Naturgy's balance sheet and liquidity remain strong, providing flexibility, stability, and additional capacity to accelerate growth.

Capital expenditure (CAPEX)

The breakdown of net capital expenditure is as follows:

	1H26	1H25	**Change (%)**
Capital expenditure (CAPEX)	844	897	(5.9)
Other proceeds from investing activities	(43)	(28)	53.6
Net capital expenditure (Net CAPEX)	**801**	**869**	**(7.8)**

The breakdown of capital expenditure by segment is as follows:

	1H26	1H25	Change (%)
Distribution Networks	**430**	**381**	**12.9**
Spain Gas	55	54	1.9
Mexico Gas	44	31	41.9
Brazil Gas	31	25	24.0
Argentina Gas	18	14	28.6
Chile Gas	25	23	8.7
Spain Electricity	151	160	(5.6)
Panama Electricity	93	61	52.5
Argentina Electricity	13	13	—
Energy Markets	**400**	**509**	**(21.4)**
Energy Management	5	2	150.0
Thermal Generation	73	92	(20.7)
Spain	59	82	(28.0)
Latin America	14	10	40.0
Renewable Generation	245	329	(25.5)
Spain	133	172	(22.7)
USA	32	80	(60.0)
Latin America	9	7	28.6
Australia	71	70	1.4
Renewable Gases	2	1	100.0
Supply	75	85	(11.8)
Rest	**14**	**7**	**100.0**
Capital expenditure (CAPEX)	**844**	**897**	**(5.9)**

A breakdown of capital expenditure (CAPEX) between maintenance and growth provides useful insight into the Group's investment profile.

Maintenance CAPEX in the first half of 2026 amounted to Euros 368 million, compared to Euros 350 million in the same period of the previous year, as a result of higher maintenance capex in Distribution Networks.

Growth CAPEX in the first half of 2026 represented over 56% of total CAPEX and amounted to Euros 476 million in 2026. The main items of growth CAPEX in 2026 are as follows:

- A total of Euros 184 million invested in the development of Distribution Networks in Spain and Latin America, of which Euros 84 million in Spain, including gas and electricity, Euros 44 million in Panama Electricity, Euros 13 million in Mexico Gas, Euros 18 million in Chile Gas, Euros 15 million in Argentina (gas and electricity), and Euros 10 million in Brazil Gas.

- A total of Euros 220 million were invested in the construction of renewable projects, of which Euros 117 million in Spain, Euros 71 million in Australia and Euros 32 million in the USA. This includes Euros 11 million related to acquisitions of renewable energy assets.

- A total of Euros 2 million in the development of renewable gases projects. This includes Euros 1 million for the acquisition of biomethane projects.

- A total of Euros 67 million in the Supply business.

- A total o f Euros 3 million in the Rest activity, corresponding to the acquisition of an 84.97% stake in Lean Grids Services, S.L. See Note 24. Business Combination in the Condensed interim consolidated financial statements as at 30 June 2026.

Naturgy remains committed to developing renewable technology and it had 8.4 GW of installed capacity as at 30 June 2026. In this regard,0.7 GW of net capacity came on stream compared to the first half of 2025, of which 350 MW were in Spain and 360 MW were in Australia, following the commissioning of the Glenellen and Bundaberg photovoltaic projects (excluding storage batteries).

In addition, the Group currently has more than 1.3 GW of renewable capacity under construction, of which 645 MW is in Spain, 125 MW in the United States, and 510 MW in Australia. Of these, an estimated 504 MW will be commissioned in Spain and 125 MW in the United States in 2026.

The Group is also leading the development of renewable gas in Spain as a key pillar of decarbonisation. Naturgy currently has four biomethane production projects in operation: the Elena Plant in Cerdanyola del Vallès (Barcelona), which was the first to inject renewable gas from landfills into the gas distribution network; the plant located at the Bens WWTP in A Coruña; and the Vila-sana (Lleida) plant on the site of the Porgaporcs livestock farm. The Utiel (Valencia) plant became operational in the first half of 2026.

Capital allocation remains aligned with the company's strategic priorities, balancing growth, financial discipline, and shareholder returns.

1.6. Financial position

As of 30 June 2026, net financial debt stood at Euros 11,745 million, Euros 572 million lower than the year-end figure 2025 (Euros 12,317 million), reflecting strong cash generation during the period.

The most significant transactions and refinancing operations in the first six months of 2026 included:

- Bonds under the EMTN program totalling Euros 587 million, with an average coupon of 1.25%, matured in the period.
- Euros 859 million were issued under the ECP programme, but there was no amount outstanding as at 30 June 2026.
- There were also two bond issues in Chile: Euros 57 million at 5 years with a fixed coupon of 3% and Euros 95 million at 10 years with a fixed coupon of 3.1%.
- In February 2026, Naturgy entered into a new syndicated loan agreement for Thermal Generation Latin American for United States dollar 1.303 million, with a 5-year maturity and the possibility of a 2-year extension.

The main ratios relating to net financial debt were as follows:

		1H26	1H25
EBITDA/Net financial debt cost	times	10.8	11.1
Net financial debt /LTM EBITDA (1)	times	2.2	2.3

(1) Comparative information as at 31 December 2025

The ratio of net financial debt to EBITDA reached 2.2x as at 30 June 2026, reflecting a solid financial profile and providing flexibility for both shareholder returns and future investments.

Liquidity (Euro million)

Liquidity as at 30 June 2026 stood at Euros 10,210 million, including Euros 4,686 million in cash and cash equivalents and Euros 5,524 million in undrawn and fully committed credit lines.

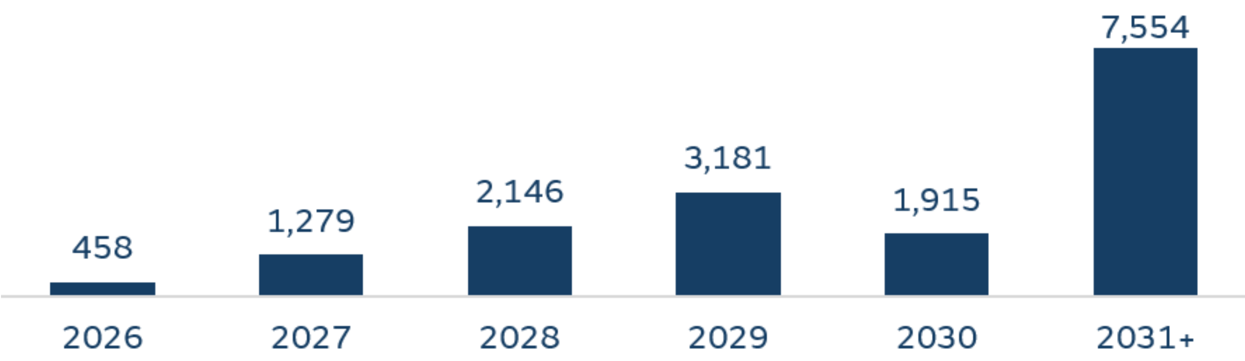
The breakdown of liquidity as at 30 June is as follows:

	Consolidated		Chile		Brazil	Argentina	Mexico	Panama	Holding & others
	1H26	2025	**CLP**	**USD**	**BRL**	**ARS**	**MXN**	**USD**	**EUR/ Others**
Cash and equivalents	4,686	4,357	165	65	275	75	109	119	3,878
Undrawn committed credit lines	5,524	5,560	76	26	32	—	100	31	5,259
Total	10,210	9,917	241	91	307	75	209	150	9,137

The maturity schedule for undrawn credit lines is as follows:

	2026	2027	2028	2029	2030	2031+
Undrawn committed credit lines	62	336	827	818	1,480	2,001

Gross financial debt as at 30 June 2026, broken down by maturity, is as follows:



The detail of net financial debt, the average cost of gross financial debt and the breakdown of fixed gross debt by country and currency, is as follows:

		Consolidated		Chile		Brazil	Argentina	Mexico	Panama	Holding & others
		1H26	2025	**CLP**	**USD**	**BRL**	**ARS**	**MXN**	**USD**	**EUR/ Others**
Net financial debt	€m	11,745	12,317	330	(10)	(149)	(38)	511	933	10,168
Average cost of debt (1)	%	4.0	3.9	8.8	5.7	15.0	29.6	8.5	6.7	2.7
% fixed rated (gross debt) (2)	%	62	66	64	90	2	2	41	34	62

(1) Does not include either the cost of finance lease liabilities or other refinancing costs. Information as at 30 June projected to the full year.
(2) Gross fixed-rate financial debt as a percentage of total gross financial debt (see Note 13. Risk management, in the Condensed interim consolidated financial statements as at 30 June 2026).

The average cost of gross financial debt in the period, excluding the cost of financial liabilities related to leases and other refinancing costs, is 4.0%, slightly higher than in the same period of 2025 (3.9%).

2. Main risks, opportunities and uncertainties

During the first half of 2026, Naturgy maintained the same Risk Control and Management Model as described in section 4. "Main risks, opportunities and uncertainties" in the Consolidated Directors' Report for the year ended 31 December 2025.

Naturgy defines five types of risk in its Corporate Risk Map:

- **Economic:** market (commodities, margins/prices, exchange rates, and volume), regulatory, and legal.
- **Financial:** tax, credit, interest rate, rating, and liquidity.
- **Operational:** operational, nature-related, climate change, security, third-party, fraud, cybersecurity, data protection, and health and safety.
- **Reputational/Compliance:** compliance, reputation and ESG, customer and employee satisfaction.
- **Strategic:** associated with Naturgy's long-term business portfolio, stemming from strategic planning, changes in the competitive environment, business sustainability, and innovation initiatives.

The main economic and financial risks are discussed in Notes 13 and 28 to the Condensed interim consolidated financial statements as at 30 June 2026. The main operational and reputational/compliance risks are discussed in the Consolidated Non-Financial Information Statement and Sustainability Reporting for the year ended 31 December 2025.

Finally, because of their forward-looking nature, strategic risks are handled according to the pertinent time horizon within the other types of risk (economic, financial, operational, and reputational/compliance). In this respect, Naturgy's Strategic Plan 2025-2027, approved by the Board of Directors on 18 February 2025, envisages attaining resilient cash flow and maintaining a sound balance sheet to facilitate execution of the Group's investment plan and ensure an attractive, sustainable return for its shareholders, guided by three core principles:

- Operational excellence
- Financial discipline and profitability
- Shareholder remuneration and liquidity

Naturgy views the energy transition as an opportunity to transform the business by promoting decarbonisation and sustainable growth, energy security and price competitiveness. In this context and based on the 2025-2027 Strategic Plan, the main opportunities that have been identified are:

- **An integrated industrial model throughout the value chain,** with growth potential and robust regulatory frameworks that make it possible to maximise profitability.
- **Multi-energy position,** with a presence in electricity and gas as a key source for the energy transition.
- **Renewable generation,** through increasing renewable generation capacity in line with the global energy transition, combined with hybridisation and repowering of existing wind farms, and batteries to complement photovoltaic plants.
- **Network operation and growth,** focused on continuous improvement in network quality and the security of energy supply by integrating renewable energies to meet growing electricity demand.
- **Lead the development of Renewable Gases,** by developing and acquiring renewable gas innovation projects, alliances and partnerships to accelerate decarbonisation and consolidate the role of gas in the energy transition.
- **Gas** is the essential component for ensuring security of supply and flexibility and is the cornerstone of the energy transition.

In parallel with these opportunities, there are cross-cutting uncertainties, such as the climate and the geopolitical context, which materialise and impact many of the risks set out in the categories described above, as detailed in notes 2.5.b and 2.5.c, respectively, to the Condensed interim consolidated financial statements.

Changes in the regulatory framework are described in detail in Appendix II to the Condensed interim consolidated financial statements as at 30 June 2026.

3. Subsequent events

Events occurring after the end of the six-month period ended 30 June 2026 are described in Note 29 to the Condensed interim consolidated financial statements as at 30 June 2026.

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Annex I. Alternative performance metrics

Naturgy's financial disclosures contain magnitudes and metrics drafted in accordance with International Financial Reporting Standards (IFRS) and others that are based on the Group's disclosure model, referred to as Alternative Performance Metrics (APM), which are viewed as adjusted figures with respect to those presented in accordance with IFRS.

The chosen APMs are useful for persons consulting the financial information as they allow an analysis of the financial performance, cash flows and financial situation of Naturgy, and a comparison with other companies.

Below is a glossary of terms with the definition of the APMs. The APM terms can generally be traced directly to the relevant items of the consolidated balance sheet, consolidated income statement, consolidated statement of cash flows and notes to Condensed interim consolidated financial statements of Naturgy. To enhance the traceability, a reconciliation is presented of the calculated values.

Alternative performance metrics	Definition and terms	Reconciliation of values as at 30.06.2026	Reconciliation of values as at 30.06.2025	Relevance
EBITDA	EBITDA = Net sales (2) – Procurements (2) + Other operating income (2) – Personnel expenses (2) – Other operating expenses (2) + Gain/(loss) on disposals of fixed assets (2) + Release of fixed asset grants to income and other (2)	Euros 2,975 million	Euros 2,848 million	EBITDA ("Earnings Before Interest, Taxes, Depreciation and Amortisation") measures the Group's operating profit before deducting interests, taxes, depreciation and amortisation. By dispensing with financial, tax and accounting expenses that do not entail a cash outflow, it makes it possible to compare earnings performance over time. This indicator is widely used in the markets to compare the results of different companies.
Operating expenses (OPEX)	Personnel expenses (2) + Own work capitalised (4) (Note 18) + Other operating expenses (2) – Taxes (4) (Note 19)	Euros 871 million = 301 + 38 + 756 - 224	Euros 855 million = 290 + 39 + 820 - 294	Measures the expenses incurred by the Group to carry out its business activities, without considering taxes. Permits comparisons with other companies.
Capital expenditure (CAPEX) (6)	Investment in property, plant and equipment (4) (Note 5) + Investment in intangible assets (4) (Note 5) + Payments for acquisitions of associated companies, net of cash and cash equivalents (3)	Euros 844 million = 174 + 659 + 11	Euros 897 million = 177 + 720 + 0	Measure of the investment in each period in assets of the various businesses, including accrued and unpaid investments. Provides information on how funds are allocated and enables comparison between periods. Comprises investments in maintenance and growth (funds invested in developing and expanding the Group's activities), including investments in associated companies, net of cash and cash equivalents.
Net capital expenditure (Net CAPEX) (6)	CAPEX (5) - Other proceeds from investing activities (3)	Euros 801 million = 844 – 43	Euros 869 million = 897 – 28	Measurement of the investment effort in each period without considering assets transferred or contributed by third parties
Gross financial debt	Non-current financial liabilities (1) (Note 12) + Current financial liabilities (1) (Note 12)	Euros 16,533 million = 15,310 + 1,223	Euros 16,911 million = 13,389 + 3,522 Comparative information as at 31 December the previous year: Euros 16,763 million = 13,992 + 2,771	Measure of the Group's indebtedness. Includes current and non-current items. This indicator is widely used in the capital markets to compare different companies.

Alternative performance metrics	Definition and terms	Reconciliation of values as at 30.06.2026	Reconciliation of values as at 30.06.2025	Relevance
Net financial debt	Gross financial debt (5) – Cash and cash equivalents (1) – Derivative financial assets linked to financial liabilities (4) (Note 13)	Euros 11,745 million = 16,533 – 4,686 – 102	Euros 13,689 million = 16,911 - 3,104 – 118 Comparative information as at 31 December the previous year: Euros 12,317 million = 16,763 - 4,357 – 89	A measure of the Group's indebtedness, including current and non-current items, net of cash and cash equivalents and asset derivatives linked to financial liabilities. This indicator is widely used in the capital markets to compare different companies.
Leverage (%)	Net financial debt (5) / (Net financial debt (5) + Equity (1))	50.0% = 11,745 / (11,745 + 11,735)	58.4% = 13,689 / (13,689 + 9,759) Comparative information as at 31 December the previous year: 52.0% = 12,317 / (12,317 + 11,373)	Measures the proportion of borrowed funds in financing the business activity. This indicator is widely used in the capital markets to compare different companies.
Cost of net financial debt	Cost of financial debt (4) (Note 22) – Interest revenue (4) (Note 22)	Euros 276 million = 361- 85	Euros 257 million = 355- 98	Measures the cost of borrowings, net of interest revenues. This indicator is widely used in the capital markets to compare different companies.
EBITDA/Cost of net financial debt	EBITDA (5) / Cost of net financial debt (5)	10.8x = 2,975 / 276	11.1x = 2,848 / 257 Comparative information as at 31 December the previous year: 10.1x = 5,334 / 529	A measure of the company's ability to generate operating funds, expressed as a multiple of the cost of borrowings. This indicator is widely used in the capital markets to compare different companies.
Net financial debt / EBITDA LTM	Net financial debt (5) / EBITDA LTM (2)	2.2x = 11,745 / (5,461)	2.6x = 13,689 / 5,367 Comparative information as at 31 December the previous year: 2.3x = 12,317 / 5,334	A measure of the Group's ability to generate funds to service its debt. This indicator is widely used in the capital markets to compare different companies.
Net Free Cash Flow	Cash flows from operating activities (3) + Cash flows from investing activities (3) + Cash flows from financing activities (3) - Proceeds/payments on financial liability instruments (3)	Euros 729 million= 2,301 – 988 - 1,088 + 504	Euros -1,628 million= 2,642 – 1,032 - 3,889 + 651	A measure of cash flow that indicates the volume of funds available to service debt.

Alternative performance metrics	Definition and terms	Reconciliation of values as at 30.06.2026	Reconciliation of values as at 30.06.2025	Relevance
Free cash flow after non-controlling interests	Free cash flow (5) + Dividends received by parent company net of those received by group companies (4) (Note 10) + Purchase of own shares (4) (Note 10) - Sale of own shares - associated dividends (4) (Note 10)	Euros 1,259 million= 729 + 547 + 0 - 17	Euros 1,280 million= -1,628 + 576 + 2,332	A measure of cash generated by operating and investing activities. It is used to assess the funds available to pay dividends to shareholders and service debt.
Average cost of gross financial debt	Cost of financial debt (4) (Note 22) - Cost of finance lease liabilities (4) (Note 22) - Other refinancing costs (4) (Note 22) projected in annual terms / monthly average gross financial debt (4) (excluding finance lease debt) (Note 12)	4.0% = (361 - 39 - 6) * (365 / 182) / 15,723	3.9% = (355 - 42 - 5) * (365 / 181) / 15,729 Comparative information as at 31 December the previous year: 3.9% = (708 - 83 - 11) / 15,712	A measure of the effective interest rate on borrowings. This indicator is widely used in the capital markets to compare different companies.
Liquidity	Cash and cash equivalents (1) + Undrawn and fully committed lines of credit (4) (Note 13)	Euros 10,210 million = 4,686 + 5,524	Euros 8,596 million = 3,104 + 5,492 Comparative information as at 31 December the previous year: Euros 9,917 million = 4,357 + 5,560	A measure of the Group's ability to meet any type of payment.
Economic value distributed	Procurements (2) + Other operating expenses (including taxes) (2) + Income tax payments (3) + Personnel expenses (2) + Work on fixed assets (4) (Note 18) + Financial expenses (2) + Parent company dividends net of those received by group companies (4) (Note 10) + Expenses of discontinued operations before taxes (4) (Note 9)	Euros 8,552 million = 6,190 + 756 + 307 + 301 + 38 + 413 + 547 + 0	Euros 8,465 million = 6,112 + 820 + 243 + 290 + 39 + 385 + 576 + 0	Measure of the company's value considering the economic value generated by its activities, distributed to the various stakeholders (mainly shareholders, suppliers, employees, government and society).

(1) Consolidated statement of financial position line item.

(2) Consolidated income statement line item.

(3) Consolidated statement of cash flows line item.

(4) Figure detailed in the Notes to the consolidated financial statements.

(5) Figure detailed in the APMs.

(6) Figure detailed in the directors' report.

Report on Limited Review of Naturgy Energy Group, S.A.

(Together with the condensed interim financial statements and the interim directors' report of Naturgy Energy Group, S.A. and subsidiaries for the six-month period ended 30 June 2026)

(Translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails.)

KPMG Auditores, S.L.
Paseo de la Castellana, 259C
28046 Madrid

Report on Limited Review of Condensed Interim Financial Statements

(Translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails.)

To the Shareholders of Naturgy Energy Group, S.A., commissioned by the Directors of the Company

REPORT ON THE CONDENSED INTERIM FINANCIAL STATEMENTS

Introduction

We have carried out a limited review of the accompanying condensed interim financial statements (hereinafter the “interim financial statements”) of Naturgy Energy Group, S.A. (the "Company”), which comprise the balance sheet at 30 June 2026, and the income statement, statement of changes in equity and cash flow statement for the six-month period then ended, and explanatory notes to the interim financial statements (all condensed). The Directors of the Company are responsible for the preparation of these interim financial statements in accordance with the accounting principles and the minimum content envisaged in articles 12 and 13 of Royal Decree 1362/2007 of 19 October 2007 and in Circular 3/2018 of the Spanish National Securities Market Commission (CNMV) for the preparation of these interim financial statements. Our responsibility is to express a conclusion on these interim financial statements based on our limited review.

Scope of Review

We conducted our limited review in accordance with International Standard on Review Engagements 2410, “Review of Interim Financial Statements Performed by the Independent Auditor of the Entity”. A limited review of interim financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A limited review is substantially less in scope than an audit conducted in accordance with prevailing legislation regulating the audit of accounts in Spain and, consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion on the accompanying interim financial statements.

(Translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails.)

Conclusion

Based on our limited review, which can under no circumstances be considered an audit, nothing has come to our attention that causes us to believe that the accompanying interim financial statements for the six-month period ended 30 June 2026 have not been prepared, in all material respects, in accordance with the accounting principles and the minimum content envisaged in articles 12 and 13 of Royal Decree 1362/2007 and in Circular 3/2018 of the Spanish National Securities Market Commission (CNMV) as regards the preparation of these interim financial statements.

Emphasis of Matter

We draw your attention to note 2 in the accompanying interim financial statements, which states that such interim financial statements do not include all the information that would be required in a complete set of interim financial statements prepared in accordance with the financial reporting framework applicable to the entity in Spain. The accompanying interim financial statements should therefore be read in conjunction with the Company's annual accounts for the year ended 31 December 2025. This matter does not modify our conclusion.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

The accompanying interim directors' report for the six-month period ended 30 June 2026 contains such explanations as the Directors of the Company consider relevant with respect to the significant events that have taken place in this period and their effect on the interim financial statements, as well as the disclosures required by article 15 of Royal Decree 1362/2007. The interim directors' report is not an integral part of the interim financial statements. We have verified that the accounting information contained therein is consistent with that disclosed in the interim financial statements for the six-month period ended 30 June 2026. Our work is limited to the verification of the interim directors' report within the scope described in this paragraph and does not include a review of information other than that obtained from the accounting records of the Company.

Other Matter

This report has been prepared at the request of the Company's Directors in relation to the publication of the half-yearly financial report required by article 100 of Law 6/2023 of 17 March 2023 on Securities Markets and Investment Services.

KPMG Auditores, S.L.

(Signed on original in Spanish)

Juan Ignacio Fernández Pérez

22 July 2026

Condensed interim financial statements of Naturgy Energy Group, S.A.

June 2026

These Interim financial statements as at 30 June 2026 are a translation of a report originally issued in Spanish. In the event of a discrepancy, the Spanish language version prevails.

Naturgy Energy Group, S.A.
Interim balance sheet

		(million euro)	
		30.06.2026	31.12.2025
NON-CURRENT ASSETS	**Note**	**28,053**	**28,040**
Intangible assets		26	27
Other intangible assets		26	27
Property, plant and equipment		88	87
Land and buildings		69	67
Other property, plant and equipment		19	20
Long-term investments in group companies and associates	5	27,788	27,775
Equity instruments		15,885	15,855
Loans to companies		11,903	11,920
Long-term investments	6	26	25
Equity instruments		3	3
Derivatives		19	18
Other financial assets		4	4
Other non-current assets		2	2
Derivatives		2	2
Deferred tax assets		123	124
CURRENT ASSETS		**3,940**	**3,453**
Trade and other receivables		156	185
Trade receivables, group companies and associates		24	28
Derivatives		102	128
Other sundry receivables		1	—
Current tax assets		12	12
Other amounts receivable to Public Administrations		17	17
Short-term investments in group companies and associates	5	1,465	957
Loans to companies		1,340	957
Other financial assets		125	—
Short-term investments	6	13	9
Derivatives		12	8
Other financial assets		1	1
Short-term prepayments and accrued expenses		6	2
Cash and cash equivalents	4	2,300	2,300
Cash at banks and in hand		1,239	1,349
Other cash equivalents		1,061	951
TOTAL ASSETS		**31,993**	**31,493**

Notes 1 to 16 are an integral part of the condensed interim financial statements.

Naturgy Energy Group, S.A.
Interim balance sheet

		(million euro)	
	Note	**30.06.2026**	31.12.2025
Equity	7	**16,792**	**16,209**
Shareholders' equity		**16,767**	**16,193**
Capital		970	970
Share capital		970	970
Share premium		3,808	3,808
Reserves		10,436	10,358
Legal and statutory		300	300
Other reserves		10,136	10,058
Treasury shares		(1,123)	(1,132)
Profit/(loss) for the period		1,034	1,321
Retained earnings		1,626	1,952
Interim dividend		—	(1,100)
Other equity instruments		16	16
VALUE CHANGE ADJUSTMENTS		**25**	**16**
Hedging operations		25	16
NON-CURRENT LIABILITIES		**11,333**	**10,984**
Long-term provisions	8	301	289
Long-term post-employment obligations		180	186
Other provisions		121	103
Long-term borrowings	9	6,327	5,804
Bank borrowings		6,326	5,803
Other financial liabilities		1	1
Amounts owing to group companies and associates falling due in more than one year	10	4,451	4,626
Deferred tax liabilities		252	263
Other liabilities		2	2
Derivatives		2	2
CURRENT LIABILITIES		**3,868**	**4,300**
Short-term borrowings	9	161	146
Bank borrowings		155	135
Derivatives		1	3
Other financial liabilities		5	8
Amounts owing to group companies and associates falling due in less than one year	10	3,410	3,899
Trade and other payables		296	254
Trade payables		81	77
Trade payables, Group companies and associates		16	8
Derivatives		102	128
Personnel (outstanding remuneration)		38	38
Current tax liabilities		55	—
Other amounts payable to Public Administrations		3	3
Short-term prepayments and accrued expenses		1	1
TOTAL EQUITY AND LIABILITIES		**31,993**	**31,493**

Notes 1 to 16 are an integral part of the condensed interim financial statements.

Naturgy Energy Group, S.A.

Interim income statement		**(million euro)**	
	Note	**30.06.2026**	30.06.2025
Revenue	11	1,351	1,415
Sales		—	1
Income from equity instruments of group companies and associates		1,121	1,183
Income from marketable securities and other financial instruments of Group companies and associates		230	231
Raw materials and consumables		—	(2)
Consumption of goods		—	(2)
Other operating income		56	57
Supplementary income and other operating income		56	57
Personnel expenses		(36)	(27)
Wages, salaries and related expenses		(28)	(18)
Social Security		(5)	(6)
Provisions		(3)	(3)
Other operating expenses		(80)	(74)
Services received		(79)	(74)
Taxes		(1)	—
Fixed asset depreciation/amortisation		(11)	(11)
Impairment and gain/(loss) on disposals of fixed assets		(57)	65
Impairment of and losses from equity instruments of group companies and associates	5	(57)	65
OPERATING PROFIT/(LOSS)		**1,223**	**1,423**
Financial income		19	32
Negotiable securities and other financial instruments		19	32
- In third parties		19	32
Financial expenses		(206)	(202)
Borrowings from group companies and associates		(101)	(105)
Borrowings from third parties		(105)	(97)
Exchange differences		—	(2)
Net financial income		**(187)**	**(172)**
PROFIT/(LOSS) BEFORE TAXES		**1,036**	**1,251**
Income tax		(2)	(22)
PROFIT/(LOSS) FOR THE PERIOD		**1,034**	**1,229**
Basic and diluted earnings per share in euro		1.12	1.28

Notes 1 to 16 are an integral part of the condensed interim financial statements.

Naturgy Energy Group, S.A.
Interim statement of changes in equity

A) INTERIM STATEMENT OF RECOGNISED INCOME AND EXPENSE		**(million euro)**
	30.06.2026	30.06.2025
PROFIT/(LOSS) FOR THE PERIOD	**1,034**	**1,229**
INCOME AND EXPENSE RECOGNISED DIRECTLY IN EQUITY	**89**	**96**
Cash flow hedges	14	3
Actuarial gains and losses	(11)	—
Other adjustments	87	94
Tax effect	(1)	(1)
RELEASES TO INCOME STATEMENT	**(2)**	**(9)**
Cash flow hedges	(2)	(12)
Tax effect	—	3
TOTAL INCOME AND EXPENSE RECOGNISED IN THE PERIOD	**1,121**	**1,316**

Notes 1 to 16 are an integral part of the condensed interim financial statements.

Naturgy Energy Group, S.A.

Interim statement of changes in equity

B) TOTAL STATEMENT OF CHANGES IN EQUITY										**(million euro)**
	Share capital	**Share premium**	**Reserves**	**Treasury shares**	**Retained Earnings**	**Profit of the period**	**Interim dividend**	**Other instruments**	**Value changes adjustments**	**Total**
Balance at 1.1.2025	**970**	**3,808**	**10,362**	**(6)**	**2,446**	**1,057**	**(969)**	**16**	**20**	**17,704**
Total recognised income and expense	—	—	(2)	—	—	1,229	—	96	(7)	1,316
Operations with shareholders or owners										
- Dividend distribution	—	—	—	—	(582)	—	—	—	—	(582)
- Trading in treasury shares	—	—	—	(2,532)	—	—	—	(29)	—	(2,561)
Other changes in equity	—	—	—	—	88	(1,057)	969	(67)	—	(67)
Balance at 30.06.2025	**970**	**3,808**	**10,360**	**(2,538)**	**1,952**	**1,229**	**—**	**16**	**13**	**15,810**
Total recognised income and expense	—	—	(2)	—	—	92	—	—	3	93
Operations with shareholders or owners										
- Dividend distribution	—	—	—	—	—	—	(1,100)	—	—	(1,100)
- Trading in treasury shares	—	—	—	1,406	—	—	—	—	—	1,406
Balance at 31.12.2025	**970**	**3,808**	**10,358**	**(1,132)**	**1,952**	**1,321**	**(1,100)**	**16**	**16**	**16,209**
Total recognised income and expense	—	—	78	—	—	1,034	—	—	9	1,121
Operations with shareholders or owners										
- Dividend distribution	—	—	—	—	(547)	—	—	—	—	(547)
- Trading in treasury shares	—	—	—	9	—	—	—	—	—	9
Other changes in equity	—	—	—	—	221	(1,321)	1,100	—	—	—
Balance at 30.06.2026	**970**	**3,808**	**10,436**	**(1,123)**	**1,626**	**1,034**	**—**	**16**	**25**	**16,792**

Notes 1 to 16 are an integral part of the condensed interim financial statements.

Naturgy Energy Group, S.A.

Interim cash flow statement **(million euro)**

	30.06.2026	30.06.2025
Profit/(Loss) for the year before tax	**1,036**	**1,251**
Adjustments to results	**(1,114)**	**(1,277)**
Fixed asset depreciation/amortisation	11	11
Impairment adjustments	57	(65)
Change in provisions	(18)	5
Financial income	(1,370)	(1,446)
Financial expenses	206	202
Exchange differences	—	2
Other income and expenses	—	14
Changes in working capital	**21**	**(10)**
Debtors and other receivables	4	95
Other current assets	(4)	(4)
Creditors and other payables	21	(102)
Other current liabilities	—	1
Other cash flows from operating activities	**1,053**	**705**
Interest paid	(211)	(186)
Dividends received	996	638
Interest collected	225	237
Income tax collections/(payments)	43	16
Cash flows from operating activities	**996**	**669**
Amounts paid on investments	**(126)**	**(356)**
Group companies and associates	(109)	(349)
Intangible assets	(7)	(5)
Property, plant and equipment	(10)	(2)
Amounts collected from divestments	**5**	**14**
Group companies and associates	5	9
Other financial assets	—	5
Cash flows from investing activities	**(121)**	**(342)**
Collections and payments on equity instruments	**17**	**(2,399)**
Issuance of equity instruments	17	—
Cancellation of equity instruments	—	(67)
Acquisition of own equity instruments	—	(2,332)
Collections and payments from financial liability instruments	**(345)**	**1,382**
Issuance	3,512	5,221
Bank borrowings	1,606	354
Payables to Group companies and associates	1,904	4,862
Other payables	2	5
Repayment/redemption of	(3,857)	(3,839)
Bank borrowings	(1,038)	(179)
Payables to Group companies and associates	(2,819)	(3,626)
Other payables	—	(34)
Dividend payments	**(547)**	**(582)**
Cash flow from financing activities	**(875)**	**(1,599)**
NET INCREASE/DECREASE IN CASH OR CASH EQUIVALENTS	**—**	**(1,272)**
Cash and cash equivalents at the beginning of the year	2,300	3,136
Cash and cash equivalents at the year end	2,300	1,864

Notes 1 to 16 are an integral part of the condensed interim financial statements.

Notes to the condensed interim financial statements as at 30 June 2026

Notes to the condensed interim financial statements as at 30 June 2026

Note 1. General information

Naturgy Energy Group, S.A. ("the Company"), the parent company of the Naturgy group ("Naturgy"), was incorporated as a public limited company in 1843 and its registered office is at Avda. América 38, Madrid. On 27 June 2018, the shareholders, in general meeting, agreed to change the company's business name to Naturgy Energy Group, S.A., formerly Gas Natural SDG, S.A.

The company's corporate purposes, as per its articles of association, comprise the following activities:

a. All types of activities related to gas, electricity and any other type of existing energy source, the production and sale of electrical, electro-mechanical and electronic equipment and components, planning and execution of construction projects, management of architectural projects, civil engineering works, utilities and gas and hydrocarbon distribution in general; management of communications, telecommunications, gas and hydrocarbon distribution networks in general, and maintenance of electrical and gas appliances; as well as business consulting, energy planning and energy use rationalisation services, research, development and exploitation of new technologies, communications, computer and industrial security systems; training and selection of human resources and real estate management and development.

b. Acting as a holding company, incorporating companies or holding shares as a member or shareholder in other companies no matter what their corporate purpose or nature, by subscribing, acquiring or holding shares, participation units or any other securities deriving from the same, subject to compliance with the legal requirements in each case.

The Company's main ordinary activity is the administration and management of its shareholdings in subsidiaries.

The Company's shares are listed on the four Spanish stock exchanges and the continuous market and form part of the Ibex 35 stock index.

Note 2. Basis of presentation, comparability and accounting policies

The Company's financial statements for 2025 were approved at the annual general meeting of shareholders on 24 March 2026.

The selected condensed interim financial information has been prepared in connection with the publication of the interim financial report required by Article 100 of Law 6/2023, of 17 March, on Securities Markets and Investment Services, and in accordance with the principles and content provided for in Articles 12 and 13 of Royal Decree 1362/2007, of 19 October, regarding the transparency requirements relating to information on issuers whose securities are listed on an official secondary market or another regulated market in the European Union, and in Circular 3/2018, of 28 June, on the periodic information of issuers with securities listed on regulated markets relating to half-yearly financial reports, and, consequently, does not include all the information that would be required in a full set of financial statements prepared in accordance with accounting principles and standards generally accepted under Spanish law. Therefore, the interim financial information should be read together with the Company's financial statements for the year ended 31 December 2025.

As a result, it was not necessary to replicate or update certain notes or estimates contained in the aforementioned financial statements of the Company. Instead, the accompanying selected notes to the financial statements contain details of significant events or movements in order to explain any changes in the financial position and results of operations, comprehensive income, equity and cash flows of the Company between 31 December 2025, the date of the above-mentioned consolidated financial statements, and 30 June 2026.

These condensed interim financial statements have been prepared based on the Company's accounting records in order to fairly present its equity and financial position as at 30 June 2026, as well as the Company's results, changes in equity and cash flows for the period then ended.

Unless otherwise stated, the figures set out in these financial statements are expressed in million euro, this being the Company's functional and presentation currency.

The condensed interim financial statements as at 30 June 2026 present, for comparative purposes, for each item in the balance sheet, income statement, statement of changes in equity, cash-flow statement and notes to the financial statements, in addition to the figures for 2026, those for the previous year/period which formed part of the 2025 financial statements and the interim financial statements as at 30 June 2025.

The condensed interim consolidated financial statements of Naturgy as at 30 June 2026 were authorised by the Board of Directors on 21 July 2026 and were drawn up in accordance with IAS 34 "Interim Financial Reporting". The main figures (in million euro) disclosed therein, which were the subject of a limited review, are as follows:

Total assets	40,778
Equity attributed to the parent company	9,580
Non-controlling interests	2,155
Revenue	10,097
Income attributable to equity holders of the parent	1,215

Note 3. Accounting policies

The accounting policies and valuation standards applied by the Company to prepare these condensed interim financial statements are the same as at 31 December 2025, as detailed in Note 3 to the financial statements as at 31 December 2025.

3.1 Significant accounting estimates and judgements

The preparation of the condensed interim financial statements requires the use of estimates and assumptions. Note 3.20 to the financial statements as at 31 December 2025 lists the valuation standards that are most reliant on estimates.

As at 30 June 2026, the main estimates are as follows:

a. Impairment of investments in Group companies and associates

As at 30 June 2026, the Company has not identified any general indications of impairment that might require a global review of the estimates of the recoverable value of investments in group companies and associates, updated at 2025 year-end,on the basis of the 2025-2027 Strategic Plan, approved by the Board of Directors on 18 February 2025. An analysis of specific situations as at 30 June 2026 disclosed the need to recognise provisions for impairment or to reverse provisions as indicated in Note 5.

b. Climate change and the energy transition

In line with the information provided in the 2025 financial statements, Naturgy maintains its position as a key player in the energy transition towards a progressively decarbonised efficient model. There were no structural changes to the strategy during the first half of 2026, although certain assumptions, estimates, and the regulatory and geopolitical context, were updated.

In line with this objective, Naturgy has a Climate Transition Plan (CTP) detailing the paths for reducing greenhouse gas (GHG) emissions and the intermediate targets required under the applicable regulations, which provide an understanding of the mitigation efforts undertaken by the Group.

Naturgy's GHG emission reduction targets for 2030 are as follows:

- Reduction of Scope 1 and 2 emissions by 36% with respect to 2022, in line with the 1.5ºC global warming reduction pathway.

- Reduction of Scope 3 emissions in Spain by 22% with respect to 2022. This target is aligned with the "Well Below 2 Degrees" (WB2D) reduction pathway. If emissions from the other countries are considered, the Scope 3 reduction is expected to be 8%, also with respect to 2022.

As at 30 June 2026, total Scope 1 and 2 emissions had been cut by 9.9% with respect to 2022. During the first half of 2026, no measurements were taken in relation to Scope 3 emissions (in 2025, emissions in this scope were reduced by 15% with respect to 2022). As observed throughout much of 2025, emissions trends have been influenced by the increased output from CCGT plants, which was necessary to ensure security of supply in Spain amid high demand on the grid.

To achieve the objectives set out in the CTP, Naturgy will continue to promote and lead a business model and investment plan fully aligned with the energy trilemma: security of supply, accessibility and affordability of energy, and mitigation of environmental impact.

Naturgy's Strategic Plan 2025-2027 envisages continuing to invest in the energy transition, principally in to renewable generation, electricity grids and renewable gases. It also plans to continue developing energy solutions that promote efficiency at a competitive cost for customers.

The CTP's main lines of action, as set out in the Strategic Plan 2025-2027, are based on an integrated electricity and gas business model that promotes the decarbonisation of energy through technological neutrality and at the lowest possible cost for consumers, specifically:

- Promoting renewable electricity generation using solar and wind together with the necessary growth of electricity grids, and back-up capacity using natural gas combined cycle plants.

- Developing renewable gases as a lever for the decarbonisation of natural gas through biomethane produced from organic waste and, in the medium/long term, green hydrogen generated from surplus renewable electricity. This promotes decarbonisation at the lowest possible cost to the consumer and drives the circular economy through the use of waste or surplus.

- Offering eco-efficient, carbon-neutral products and services at competitive prices to our customers.

- Increasing electrification of final demand in applications where it is most efficient.

Naturgy's CTP will contribute to the future objective of transforming the energy mix contemplated in the National Energy and Climate Plan (NECP) 2023-2030, approved by the Spanish Cabinet on 24 September 2024, which is also aligned with the objective of climate neutrality in the European Union (EU) by 2050. For the other countries where Naturgy operates, the published national plans and the GHG reduction pathways set out by the International Energy Agency in the "Net Zero Roadmap" scenario are taken into account.

Information on the CTP, the Group's decarbonisation strategy and the GHG emission reduction targets are set out in section "E-1 Climate change" of the Group's 2025 Non-Financial Disclosures and Sustainability Report, which is prepared in line with the recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD), now overseen by the International Sustainability Standards Board (ISSB).

These condensed interim financial statements have been prepared taking into account the decarbonisation commitments made by Naturgy, in addition to the risks and uncertainties related to climate change and the decarbonisation of the economy. The main accounting estimates and judgements relate to the expected effects of climate change and the energy transition on the recoverability of investments in group companies and associates, deferred tax assets, regulations, dividend distribution, and the physical risks to which its assets may be exposed.

c. Geopolitical risks and uncertainties

During the first half of 2026, the global geopolitical environment continued to be characterised by a high level of uncertainty, growing geoeconomic fragmentation, and energy markets that were particularly sensitive to developments in various international hotspots.

In this context, the first half of 2026 saw a significant increase in geopolitical tensions in the Middle East, particularly as a result of the conflict between the United States and Iran that began in late February 2026. This situation has affected certain energy infrastructures and strategic hydrocarbon transport routes, contributing to higher prices and greater volatility in the international oil and gas markets, as well as an increase in the geopolitical risk premium, although it has had no direct physical impact on the Group’s procurement sources.

In line with the above, the first quarter of 2026 saw a significant surge in gas prices, accompanied by increased volatility, and prices remained close to those peaks throughout the second quarter.

Meanwhile, the armed conflict between Ukraine and Russia that began in February 2022 continues with no clear signs of resolution, and remains a structural risk factor in international energy markets. In the regulatory sphere, EU institutions are maintaining their strategic focus on gradually reducing energy dependence on Russia. In this regard, the measures adopted in previous months remain in effect.

On 23 October 2025, the Council of the European Union adopted the 19th package of sanctions against Russia, which includes a ban, effective from 1 January 2027, on the purchase, import or transfer, directly or indirectly, of liquefied natural gas (LNG) originating in or exported from Russia under contracts with a duration of more than one year signed before 17 June 2025 (short-term contracts are prohibited from April 2026). These sanctions were extended: to 31 July 2026 on 22 December 2025, and, subsequently, to 31 July 2027 on 25 June 2026.

Additionally, the Council of the European Union and the Parliament reached an agreement to approve a Regulation, which was finally published on 2 February 2026, banning imports of Russian natural gas, both by pipeline and in the form of LNG. This regulation provides for the entry into force of a ban on imports into the European Union under long-term LNG contracts, effective 1 January 2027, provided that such contracts were signed before 17 June 2025 and were not amended thereafter, and for pipeline gas contracts, effective September 30, 2027, including a transitional regime for pre-existing contracts, providing for prior authorisation requirements to ensure compliance.

The European Commission has stated that this ban constitutes a case of force majeure for the companies that are party to such long-term contracts, meaning that breach of the commitment to take the gas will not generate liability for the buyer.

As part of its procurement portfolio, Naturgy has a long-term contract to procure LNG of Russian origin that was concluded in 2013 with Yamal LNG and includes take-or-pay clauses for 38 TWh per year through 2041. Since the beginning of the conflict, Naturgy has received the volumes strictly established in the contract. During the first half of 2026, the volumes supplied under this contract accounted for approximately 20% of the Group’s total procurement, similar to the percentage observed in previous years (16% in 2025).

Except as noted above, Naturgy does not have any other long-term contracts susceptible to being affected by the sanctions currently in place, nor does it hold any interest in companies operating in Russia or Belarus or have investments in those countries, nor does it have cash balances or equivalent liquid assets that are restricted as a result of those measures and sanctions.

In addition, the global geopolitical context continues to be affected by growing trade and regulatory tensions among major economies, which result in persistent volatility in energy and other commodity prices, as well as potential disruptions to supply chains and project timelines. In this context, the Group maintains a mitigation strategy based on diversifying its procurement sources, active management of strategic inventories, flexible project planning, the use of contracts with contingency clauses, continuous assessment of logistics risks, and collaboration with operators to secure alternative routes, as well as contingency plans designed to ensure business continuity.

In contrast with other regions, recent events in Venezuela have not had a significant impact on the Group, as it has no significant operational or financial exposure in that country.

Given that this situation is evolving constantly and that it is difficult to predict to what extent and for how long various geopolitical conflicts might continue to affect the macroeconomic environment and energy markets, Naturgy continuously monitors material economic, regulatory, and business variables in order to obtain the best possible real-time estimate of potential impacts, taking into account the recommendations of national and supranational supervisory bodies.

Note 4. Main risks and uncertainties

The main risks and uncertainties are disclosed in Note 14 to the 2025 financial statements. The main aspects of financial risk are updated as at 30 June 2026.

Risk management

The main aspects of financial risk as at 30 June 2026 are as follows:

Interest rate risk

The purpose of interest rate risk management is to balance floating- and fixed-rate borrowings in order to reduce borrowing costs within the established risk parameters.

The Company employs financial swaps to manage exposure to interest rate fluctuations, swapping floating rates for fixed rates.

As at 30 June 2026, 62% of Naturgy's debt is at fixed interest rates, while exposure to floating interest rates is limited.

The sensitivity of the Company's results and equity (value change adjustments) to interest rate fluctuations is as follows:

	Increase/decrease in interest rates (basis points)	Effect on profit before tax	Effect on equity before tax
30 June 2026	50	(21)	17
	(50)	21	(17)
31 December 2025	50	(18)	21
	(50)	18	(21)

During the first half of 2026, inflation in the Eurozone was more volatile than in 2025. After initially remaining at levels close to the European Central Bank's (ECB) target, inflationary pressures picked up during the spring, driven mainly by rising energy costs amid heightened international geopolitical tensions. As a result, the inflation outlook for 2026 was revised upward compared with the estimates made at the end of 2025.

In this context, the European Central Bank maintained a cautious stance for much of the first half. However, in light of rising inflationary risks — particularly those stemming from higher energy prices — the Governing Council agreed in June 2026 to raise its official interest rates by 25 basis points. As a result, the interest rate on main refinancing operations stood at 2.40% at mid-year.

Exchange rate risk

In order to mitigate these risks to the extent possible, Naturgy finances its investments in local currency. Furthermore, whenever possible, it tries to match costs and revenues referenced to the same currency, as well as amounts and maturities of assets and liabilities arising from operations denominated in currencies other than the euro.

For open positions, where it is considered to be necessary, the risks in investments in currencies other than the functional currency are managed through financial swaps and foreign exchange within the limits approved for hedging instruments.

The currency other than the euro with which the Company operates most is the US dollar. The sensitivity of the Company's profits and equity (value change adjustments) to a 5% variation (increase or decrease) in the US dollar/euro exchange rate is not material.

Commodity risk

Volatility in the prices of energy commodities (natural gas, oil, electricity) poses a significant risk to the Group, given its direct impact on procurement costs and commercial margins. Geopolitical factors, such as tensions in producing regions or changes in export policies, can alter global supply and demand, causing sharp fluctuations in prices.

A large proportion of the Group's operating profit is linked to the purchase of gas for supply to a diversified portfolio of customers.

These gas procurement contracts are mostly signed on a long-term basis with purchase prices based on a combination of commodity prices, basically crude oil and its derivatives and natural gas hubs.

However, selling prices to final customers are generally agreed on a short/medium-term basis and are shaped by the supply/demand balance existing at any given time in the gas market. This may result in decoupling from gas procurement prices.

Consequently, Naturgy is exposed to variations in gas procurement prices with respect to the sale price to end customers. Exposure to this risk is managed and mitigated by natural hedging, seeking to balance the commodity exposures of both prices. In addition, some supply contracts allow this exposure to be managed through volume flexibility and repricing mechanisms.

When it is not possible to achieve a natural hedge, the position is managed, within reasonable risk parameters, through derivatives to reduce exposure to price decoupling risk, generally designated as hedging instruments. However, these hedges may prove to be ineffective as a result of changes in the expected dates of the purchase and sale transactions, a reduction in the volumes hedged or decoupling from the indices hedged in the purchase and sale transactions.

In the integrated electricity businesses, the company's aggregate exposure is determined by the strategic generation/supply positioning and by the final sale pricing policies in electricity supply.

Gas prices began to escalate late in 2021 and peaked in 2022 following the impact of the war in Ukraine and the reduction in supplies from Russia. Prices corrected downwards from 2023 onwards, leading to a phase of relative stability towards the middle of 2024. Subsequently, there was a significant rebound through early 2025, followed by another correction that led to a more stable environment toward mid-2025. During the second half of 2025, ceasefire talks between Ukraine and Russia, plus high storage levels, diversification of supply sources and moderate demand, contributed to lower natural gas prices in Europe, around the levels that prevailed in the first half of 2024.

However, this stable environment was significantly disrupted in the first half of 2026 as a result of the armed conflict between the United States and Iran, which has caused tensions in global energy markets. In particular, the risks associated with major energy transport routes, including the Strait of Hormuz, have contributed to a surge in international gas prices.

In parallel, as a result of the 19th package of sanctions imposed by the European Council, currently in force until 31 July 2027, and the European import regulation published on 2 February 2026 and in force since the following day, there are implications for the long-term contract to procure LNG from Yamal described in Note 3.1.c of these condensed interim financial statements. The Group has a diversified procurement portfolio, which will help mitigate the potential impact of the aforementioned European regulation.

Business segment sensitivity to oil, gas and electricity prices is described below:

- Gas and electricity distribution: This is a regulated activity in which revenue and profit margins are linked to distribution infrastructure management services, irrespective of the prices of the commodities distributed.

- Gas and electricity supply: Profit margins on gas and electricity supply activities are directly affected by commodity prices. In this regard, Naturgy has a risk policy that stipulates, among other aspects, the tolerance range, based on applicable risk limits. Measures employed to keep risk within the stipulated limits include active procurement management, balanced acquisitions and sales formulae, and specific hedging so as to maximise the risk-profit relationship. Supplementary to the above-mentioned policy, Naturgy has mechanisms for ordinary and extraordinary price reviews, by means of the relevant clauses, with a large part of its procurement portfolio. These clauses make it possible, in the medium term, to modulate the impact in the event of decoupling between Naturgy's selling prices in its markets and trends in prices in its procurement portfolio.

Credit risk

With regard to credit risk, trade receivables are recognised in the balance sheet net of provisions for bad debts, which are estimated by the Company on the basis of the ageing of the debt and past experience, in accordance with the prior segregation of customer portfolios and the current economic environment.

Naturgy's credit risk relating to trade accounts receivable has historically been limited because customer receivables are collected over a short time scale, so that there is no time for significant amounts to accumulate before supply can be suspended due to non-payment, in accordance with applicable regulations; moreover, risk management measures in place optimise the credit quality of the overall receivables portfolio as well as implementing supplementary measures.

With respect to other exposures to counterparties, such as transactions involving financial derivatives and the investment of cash surpluses, credit risk is mitigated by carrying out such operations with reputable financial institutions in line with internal requirements. In the six months ended 30 June 2026 and in 2025, there were no significant defaults or losses.

The ageing analysis of financial assets concluded that there were no unimpaired past-due financial assets as at 30 June 2026 and 31 December 2025.

An ageing analysis of financial assets and related impairment provisions as at 30 June 2026 and 31 December 2025 is set out below:

30.06.2026	**Total**	**Current**	**0 to 180 days**	**180 to 360 days**	**Over 360 days**
Trade receivables for sales and services	13	—	—	—	13
Impairment provision	13	—	—	—	13

31.12.2025	**Total**	**Current**	**0 to 180 days**	**180 to 360 days**	**Over 360 days**
Trade receivables for sales and services	13	—	—	—	13
Impairment provision	13	—	—	—	13

Concerning supplier credit risk, Naturgy ensures the solvency of each supplier of products and services through regular analysis of their financial information, particularly prior to new engagements. To this end, the relevant assessment criteria are applied depending on the supplier's criticality in terms of service or concentration. This procedure is supported by control mechanisms and systems and supplier management.

As at 30 June 2026 and 31 December 2025, the Company did not have significant concentrations of credit risk.

Naturgy keeps its credit risk management model up to date based on economic forecasts in the main countries in which it operates, taking into account various factors including existing geopolitical conflicts affecting the world's economy and financial markets (Note 3.1); changes in debtors' payment behaviour were not found to have a material impact on the interim financial statements as at 30 June 2026 or the financial statements as at 31 December 2025.

Liquidity risk

As at 30 June 2026, the Company’s working capital was positive in the amount of Euros 72 million (negative in the amount of Euros 847 million as at 31 December 2025). As at 30 June 2026, available liquidity totalled Euros 7,556 million (Euros 7,550 million as at 31 December 2025), including cash and cash equivalents of Euros 2,300 million (Euros 2,300 million as at 31 December 2025) together with unused bank financing and credit lines totalling Euros 5,256 million (Euros 5,250 million as at 31 December 2025).

There is also additional unused capacity to issue debt in capital markets amounting to Euros 8,768 million (Euros 8,181 million as at 31 December 2025).

Naturgy has analysed the potential effects of the geopolitical environment — taking into account both the conflict between the United States and Iran and the conflict in Ukraine, as well as volatility in the energy and financial markets — in order to assess its ability to meet its short-term obligations and maintain liquidity across its various business units. This analysis did not identify any significant impacts or additional risks. Naturgy maintains a robust liquidity position, backed by available credit lines and appropriate diversification of funding sources, including access to the capital markets. This position allows the company to comfortably meet projected short-term debt maturities and honour its financial obligations.

Capital management

The main purpose of the Company’s capital management is to ensure a financial structure that can optimise capital cost and maintain a solid financial position, in order to combine value creation for the shareholder with access to the financial markets at a competitive cost to cover financing needs.

Naturgy targets approximately 50% leverage in its long-term capital management strategy.

The Company's long-term credit rating is as follows:

	30.06.2026	31.12.2025
Standard & Poor's (S&P)	BBB (*)	BBB (*)
Fitch	BBB (*)	BBB (*)

(*) S&P: Stable outlook, Fitch: Stable outlook

Note 5. Investments in Group companies and associates

The classification of investments in Group companies and associates by category as at 30 June 2026 and 31 December 2025 is as follows:

30.06.2026	**Financial assets at cost**	**Financial assets at amortised cost**	**Total**
Equity instruments	15,885	—	15,885
Loans	—	11,903	11,903
Non-current	**15,885**	**11,903**	**27,788**
Loans	—	1,340	1,340
Other financial assets	—	125	125
Current	**—**	**1,465**	**1,465**
TOTAL	**15,885**	**13,368**	**29,253**

31.12.2025	**Financial assets at cost**	**Financial assets at amortised cost**	**Total**
Equity instruments	15,855	—	15,855
Loans	—	11,920	11,920
Non-current	**15,855**	**11,920**	**27,775**
Loans	—	957	957
Current	**—**	**957**	**957**
TOTAL	**15,855**	**12,877**	**28,732**

Movements in non-current investments in group companies and associates during the six-month period ended 30 June 2026 and in 2025 are as follows:

	Holdings in group companies	Loans to group companies	Holdings in associates	Total
Balance at 01.01.2025	**15,990**	**12,661**	**4**	**28,655**
Additions	3	33	—	36
Divestments	(184)	(37)	—	(221)
Reclassification	—	(1,188)	—	(1,188)
Charge/reversal provisions	65	—	—	65
Balance at 30.06.2025	**15,874**	**11,469**	**4**	**27,347**
Additions	12	84	—	96
Divestments	—	(1)	—	(1)
Reclassification	—	368	—	368
Charge/reversal provisions	(35)	—	—	(35)
Balance at 31.12.2025	**15,851**	**11,920**	**4**	**27,775**
Additions	74	100	—	174
Divestments	—	(5)	—	(5)
Reclassification	—	(112)	—	(112)
Charge/reversal provisions	(44)	—	—	(44)
Balance at 30.06.2026	**15,881**	**11,903**	**4**	**27,788**

The main corporate transactions carried out by the Company were as follows:

Six-month period ended 30 June 2026

- Acquisition of 5 shares in Gas Natural Comercializadora, S.A. from group company La Propagadora del Gas, S.A. for an amount of Euros 0.1 million, as a result of which the Company became the sole shareholder of that company.

- Acquisition of an 84.97% stake in Lean Grids Services, S.L. for Euros 3 million, as a result of which the Company became its sole shareholder, since it held the other 15.03% as at 31 December 2025. This interest was also reclassified in the Company's balance sheet from "Financial investments" to "Investments in group companies".

- Based on the spin-off to Naturgy Clientes Empresas, S.A. (formerly known as Naturgy Iberia, S.A.) of the business segment engaging in the sale of gas, electricity, and other energy-related services to industrial customers carried out by Gas Natural Comercializadora, S.A.U., the Company adjusted its equity interest in both companies by increasing the value of its stake in Naturgy Clientes Empresas, S.A. by Euros 275 million (the fair value of the contributed business) and reducing its stake in Gas Natural Comercializadora, S.A.U. by Euros 204 million, thereby recognising under Reserves the unrealised capital gain on the contributed business in the amount of Euros 71 million.

Six-month period ended 30 June 2025

- Cash contribution of Euros 2 million to offset losses of the company Naturgy Innovahub, S.L.U.

- The distribution of dividends by Naturgy Generación, S.L.U. in the amount of Euros 83 million was recognised as a decrease in the carrying amount of that company.

- Part of the Euros 1 million dividend payment by Naturgy Engineering, S.L. was recognised as a decrease in the carrying amount of that company.

- Acquisition of 70 shares in Naturgy Iberia, S.A. from group company La Propagadora del Gas, S.A. for an amount of Euros 0.1 million, as a result of which the Company became the sole shareholder of that company.

- Within the framework of the early expiration of the long-term variable incentive plan (ILP) approved by the Board of Directors on 18 February 2025 (Note 7), Euros 100 million of the share premium of Naturgy Participaciones, S.A.U. was distributed together with the surplus generated since the acquisition of shares of Naturgy Energy Group, S.A., in the amount of Euros 95 million. The distribution of the share premium was recognised as a decrease in the carrying amount of the holding in this company, and the surplus distributed was recognised under Other equity instruments with a balancing entry in the account payable for the purchase of the shares on 14 May 2025 (Note 7).

Impairment of assets

As at 30 June 2026, a loss was recognised for the impairment of holdings in Group companies and associates amounting Euros 57 million (Euros 65 million as at 30 June 2025 as revenue from impairment reversal) under the "Impairment of and losses from equity instruments of Group companies and associates" heading in the interim income statement, of which Euros 13 million are classified as contingencies, as detailed below:

	30.06.2026	30.06.2025
Comercializadora Regulada, Gas & Power, S.A.	(76)	—
Naturgy Commodities Trading, S.A.	(26)	2
Naturgy Participaciones, S.A.U.	(5)	—
General de edificios y solares, S.L.	(4)	1
Naturgy Engineering, S.L	1	(1)
Naturgy Innovahub, S.L.U.	1	—
Naturgy Generación, S.L.U.	53	65
Naturgy Finance Iberia, S.A.U.	—	(2)
Other	(1)	—
Total	**(57)**	**65**

30 June 2026:

Losses due to impairment recognised on holdings in Group and associated companies in the first six months of 2026 relate to:

- Comercializadora Regulada Gas&Power, S.A.:

Impairment was recognised in the amount of Euros 76 million in connection with the shareholding in Comercializadora Regulada Gas&Power, S.A. due to the tariff being insufficient to remunerate the regulated sales of gas and electricity by that company. The accumulated impairment as at 30 June 2026 is Euros 126 million.

- Naturgy Commodities Trading, S.A.:

Impairment was recognised in the amount of Euros 14 million in connection with the shareholding in Naturgy Commodities Trading, S.A. due to that company's adverse performance; the holding in the company was written down to zero. The accumulated impairment as at 30 June 2026 is Euros 43 million. Furthermore, in light of the additional losses incurred by this subsidiary during the first half of 2026, the Company recognised a provision for future contingencies in the amount of Euros 12 million under "Provisions" on the liability side of the balance sheet.

- Naturgy Participaciones, S.A.U.:

Impairment was recognised on the investment in Naturgy Participaciones, S.A.U. in the amount of Euros 5 million due to the decline in its equity following the distribution of that company's supplementary dividend for 2025. The accumulated impairment as at 30 June 2026 is Euros 10 million.

- General de Edificios y Solares, S.L:

The interest in this company was impaired in the amount of Euros 4 million due to the adverse performance of its equity in the first half of 2026. The accumulated impairment as at 30 June 2026 is Euros 4 million.

– Other:

This relates primarily, among other items, to the provision for future contingencies in the amount of Euros 1 million recognised by the Company in connection with its investment in Naturgy Servicios Redes, S.A., which was fully impaired as at 30 June 2026 due to losses incurred by that investee during the first half of 2026.

Additionally, impairment of the following holdings was reversed as at 30 June 2026:

– Naturgy Generación, S.L.U.:

As at 30 June 2026, an amount of Euros 53 million was reversed from the provision for impairment of the shareholding in this company, which is part of the Spain Hydroelectric Generation CGU, based on its positive performance with respect to the Strategic Plan 2025-2027, approved by the Board of Directors on 18 February 2025.

The accumulated impairment as at 30 June 2026 is Euros 1,886 million.

– Naturgy Innovahub, S.L.U..:

Impairment was reversed in the amount of Euros 1 million in connection with the shareholding in Naturgy Innovahub, S.L.U. due to that company's favourable performance. The accumulated impairment as at 30 June 2026 is Euros 6 million.

– Naturgy Engineering, S.L:

Impairment was reversed in the amount of Euros 1 million in connection with the shareholding in this company due to the positive performance of its equity in the first half of 2026. The accumulated impairment as at 30 June 2026 is Euros 5 million.

As at 30 June 2025:

The main revenue items from the reversal of impairment of investments in group companies and associates during the first six months of 2025 related to:

– Naturgy Generación, S.L.U.:

As at 30 June 2025, an amount of Euros 66 million was reversed from the provision for impairment of the shareholding in this company, which is part of the Hydroelectric Generation Spain CGU.

The accumulated impairment as at 30 June 2025 is Euros 1,950 million.

The assumptions and projections in connection with the Hydroelectric Generation CGU were based on the best forward-looking information available at that date.

– Naturgy Commodities Trading, S.A.:

Impairment was reversed in the amount of Euros 2 million in connection with the shareholding in Naturgy Commodities Trading, S.A. due to that company's favourable performance. The accumulated impairment as at 30 June 2025 is Euros 29 million.

– General de Edificios y Solares, S.L.:

As at 30 June 2025, Euros 1 million were reversed from the provision for impairment of the shareholding in this company, on the basis of the trend in its net worth. The accumulated impairment as at 30 June 2025 is Euros 4 million.

Additionally, the following holdings were impaired as at 30 June 2025:

– Naturgy Finance Iberia, S.A.U.:

An impairment charge was recognised for an amount of Euros 2 million. The accumulated impairment as at 30 June 2025 is Euros 2 million.

– Naturgy Engineering S.L.:

Impairment in the amount of Euros 1 million. The accumulated impairment as at 30 June 2025 is Euros 6 million.

Loans to group companies and associates and other financial assets

As at 30 June 2026, non-current loans to group companies and associates amounted to Euros 11,903 million (Euros 11,920 million as at 31 December 2025), maturing as follows:

Maturity	**30.06.2026**	31.12.2025
2027	1,996	3,087
2028	2,161	2,256
2029	3,535	2,499
2030	1,081	1,080
2031 and subsequent	3,130	2,998
Total	**11,903**	**11,920**

Set out below are movements in the six-month period ended 30 June 2026 and in 2025 in the items making up loans and other current financial assets:

	Loans to group companies and associates	**Other financial assets**	**Total**
Balance at 1.1.2025	**1,224**	**2**	**1,226**
Additions	306	631	937
Divestments	(6)	—	(6)
Reclassifications and transfers	2	—	2
Balance at 30.06.2025	**1,526**	**633**	**2,159**
Additions	(7)	(631)	(638)
Divestments	(200)	—	(200)
Reclassifications and transfers	(362)	—	(362)
Exchange differences	—	(2)	(2)
Balance at 31.12.2025	**957**	**—**	**957**
Additions	8	125	133
Divestments	(1)	—	(1)
Reclassifications and transfers	376	—	376
Balance at 30.06.2026	**1,340**	**125**	**1,465**

There are no significant differences between carrying amounts and fair values in the balances under Loans to group companies and associates and other receivables.

Current loans to group companies and associates include loans to group companies totalling Euros 1,254 million (Euros 879 million as at 31 December 2025), including receivables from group companies relating to consolidated corporate income tax amounting to Euros 161 million and to consolidated VAT amounting to Euros 2 million (Euros 162 million in 2025 relating to consolidated corporate income tax and Euros 1 million relating to consolidated VAT, both as at 31 December 2025). Accrued interest receivable of Euros 86 million (Euros 78 million as at 31 December 2025) is also included.

As at 30 June 2026, loans to group companies and associates accrued interest at a rate of 5.26% (4.95% in the first half of 2025) for non-current loans and a rate of 3.18% (3.46% in the first half of 2025) for current loans.

As at 30 June 2026, the balance of dividends receivable was Euros 125 million, recognised under "Other current financial assets" (zero as at 31 December 2025).

Note 6. Investments

Details of financial assets by class and category as at 30 June 2026 and 31 December 2025 are as follows:

As at 30 June 2026	**Financial assets at amortised cost**	**At cost**	**Hedging derivatives**	**Total**
Equity instruments	—	3	—	3
Derivatives	—	—	19	19
Other financial assets	4	—	—	4
Non-current investments	**4**	**3**	**19**	**26**
Derivatives	—	—	12	12
Other financial assets	1	—	—	1
Current investments	**1**	**—**	**12**	**13**
Total	**5**	**3**	**31**	**39**

As at 31 December 2025	**Financial assets at amortised cost**	**At cost**	**Hedging derivatives**	**Total**
Equity instruments	—	3	—	3
Derivatives	—	—	18	18
Other financial assets	4	—	—	4
Non-current investments	**4**	**3**	**18**	**25**
Derivatives	—	—	8	8
Other financial assets	1	—	—	1
Current investments	**1**	**—**	**8**	**9**
Total	**5**	**3**	**26**	**34**

Financial assets at fair value as at 30 June 2026 and 31 December 2025 are classified as follows:

	30.06.2026				31.12.2025			
Financial assets	**Level 1 (quoted price in an active market)**	**Level 2 (observable variables)**	**Level 3 (unobservable variables)**	**Total**	**Level 1 (quoted price in an active market)**	**Level 2 (observable variables)**	**Level 3 (unobservable variables)**	**Total**
Fair value through profit or loss	—	31	—	31	—	26	—	26
Total	**—**	**31**	**—**	**31**	**—**	**26**	**—**	**26**

Financial assets at cost

All financial assets at cost relate to unlisted shareholdings as at 30 June 2026 and 31 December 2025.

Financial assets at amortised cost

The balance as at 30 June 2026 and 31 December 2025 is as follows:

	30.06.2026	31.12.2025
Deposits and guarantee deposits	4	4
Non-current	**4**	**4**
Deposits and guarantee deposits	1	1
Current	**1**	**1**
Total	**5**	**5**

The fair values and carrying amounts of these assets do not differ significantly.

Note 7. Equity

The main equity items are as follows:

Share capital and share premium

The variations, during the six-month period ended 30 June 2026 and in 2025, in the number of shares and the share capital and share premium accounts are as follows:

	Number of shares	Share capital	Share premium	Total
1 January 2025	**969,613,801**	**970**	**3,808**	**4,778**
Variation	—	—	—	—
31 December 2025	**969,613,801**	**970**	**3,808**	**4,778**
Variation	—	—	—	—
As at 30 June 2026	**969,613,801**	**970**	**3,808**	**4,778**

All issued shares are fully paid up and carry equal voting and dividend rights.

There were no movements in the number of shares or in the share capital and share premium accounts in the first half of 2026 or in 2025.

The Company's Board of Directors, for a maximum term of five years as from 25 March 2025, is empowered to increase share capital by a maximum of 50% of the Company's share capital at the time of the authorisation, at one or more times, through cash payments at the time and in the amount that it deems fit, by issuing ordinary, privileged or redeemable shares, with or without voting rights, with or without a share premium, without requiring any further authorisation from the shareholders, with the power to partly or wholly override preferential subscription rights, up to a limit of 20% of share capital at the date of that authorisation, and to amend the Articles of Association as required due to the capital increase or increases performed by virtue of that authorisation, with provision for the possibility of incomplete subscription, all in accordance with the provisions of Article 297.1.b) of the Capital Companies Law. Additionally, based on this authorisation, it will carry out any necessary procedures and actions before domestic and overseas securities market agencies to request the listing, continuance and/or, as the case may be, delisting of the issued shares.

The Spanish Companies Law specifically allows the use of the share premium balance to increase capital and imposes no specific restrictions on its use.

The main holdings in the Company’s share capital as at 30 June 2026 and 31 December 2025, in accordance with available public information and disclosures made to the Company, are as follows:

	% interest in share capital	
	30.06.2026	31.12.2025
- Fundación Bancaria Caixa d'Estalvis i Pensions de Barcelona,“la Caixa” (1)	28.5	26.0
- BlackRock, Inc. (2)	3.7	12.5
- CVC Capital Partners PLC (3)	0	13.8
- Corporación Financiera Alba, S.A. (4)	5.0	5.0
- IFM Global Infrastructure Fund (5)	15.5	15.5
- Sonatrach (6)	4.1	4.1

(1) Holding through Criteria Caixa, S.A.U.
(2) On 3 March 2026, GIP III Canary 1, S.à r.l. carried out an accelerated placement of its entire stake, i.e. 11.422% of the share capital of Naturgy Energy Group, S.A. As at 30 June 2026, BlackRock, Inc. owns only 3.7%, in addition to 0.547% of voting rights through financial instruments. As at 31 December 2025, BlackRock, Inc.’s ownership interest was held primarily through GIP III Canary 1, S.à r.l., which had a direct stake of 11.422%, in addition to 0.092% of voting rights through financial instruments.
(3) On 26 May 2026, Rioja Acquisition, S.à r.l. completed the accelerated placement of its holding in common stock representing 11.08% of the share capital of Naturgy Energy Group, S.A.; at the same time, it settled certain derivative transactions that involved the disposal of shares representing an additional 2.72%. As a result of these transactions, Rioja Acquisition, S.à r.l. disposed of its entire 13.8% stake in Naturgy’s share capital. In addition, the shareholders’ agreement regarding Naturgy in place between the vehicles owned by Corporación Financiera Alba and CVC was automatically terminated, according to the notice submitted to the CNMV on 2 June 2026. As at 31 December 2025, CVC Capital Partners PLC held its stake through Rioja Acquisition, S.à r.l.
(4) Through Alba Europe, S.à r.l.
(5) Through Global InfraCo O (2), S.à r.l.
(6) Société Nationale pour la Recherche, la Production, le Transport, la Transformation et la Commercialisation des Hydrocarbures.

All the Company’s shares are traded on the four official Spanish Stock Exchanges and the continuous market and form part of the Ibex 35 stock index.

On 30 June 2026, the share price stood at Euros 27.46. On 31 December 2025, the share price was Euros 25.92.

Naturgy had been excluded from the MSCI indices since February 2024 due to its free float falling below the required thresholds; this circumstance was unrelated to its operational or financial performance. Following the transactions involving the company's own shares carried out during 2025, as described in the “Own shares” section of this note, MSCI announced in November 2025 that the Company had been reinstated in its indices, effective 25 November 2025.

Reserves

“Reserves” includes the following reserves:

	30.06.2026	31.12.2025
Legal reserve	200	200
Statutory reserve	100	100
Voluntary reserves	9,731	9,731
Capital redemption reserve	31	31
Other reserves	374	296
Total	**10,436**	**10,358**

Legal reserve

Appropriations to the legal reserve are made in compliance with the Spanish Capital Companies Law, which stipulates that 10% of profit must be transferred to this reserve until it represents at least 20% of share capital. The legal reserve can be used to increase capital in the part that exceeds 10% of the increased capital.

Except for the use mentioned above, and as long as it does not exceed 20% of share capital, the legal reserve can only be used to offset losses in the event of no other reserves being available.

Statutory reserve

Under the Company's Articles of Association, 2% of net profit for the year must be allocated to the statutory reserve until it reaches at least 10% of share capital.

Capital redemption reserve

Following approval at the ordinary general meeting of shareholders on 26 May 2020, a capital reduction was made through the redemption of treasury shares with a reduction of Euros 14 million in capital and Euros 284 million in voluntary reserves.

In addition, pursuant to Article 335 c) of the Spanish Capital Companies Law, a restricted capital redemption reserve was created for an amount equal to the par value of the redeemed shares. The total accumulated capital redemption reserve amounts to Euros 31 million as at 30 June 2026 and 31 December 2025.

Voluntary reserve and other reserves

Relates basically to voluntary reserves for undistributed profits, also including the effects of the measurement of shareholdings in group companies as a result of transactions between group companies, recognised in the same amounts as stated in Naturgy's consolidated financial statements.

In addition, "Other Reserves" includes the costs associated with the voluntary tender offer for the company's own shares performed in 2025, as well as net fees and other costs and the gain or loss resulting from accelerated placements of own shares.

As at 30 June 2026, this item includes Euros 71 million related to the partial spin-off of the Gas Natural Comercializadora, S.A.U. business unit (Note 5) and Euros 17 million for dividends received during the year associated with the swap agreement entered into simultaneously following the bilateral sale of own shares in 2025 that are pending placement on the market as at this date, as well as the impact of actuarial losses.

Share-based payments

As indicated in Note 11 to the Company's 2025 financial statements, on 18 February 2025, Naturgy's Board of Directors approved the 2025–2027 Strategic Plan, including the early settlement of the long-term variable incentive plan covering the 2018–2025 period. Furthermore, based on a proposal of the Appointments, Remuneration and Corporate Governance Committee, the Board of Directors decided to settle in cash, instead of shares, the value of the surplus accumulated by the corporate vehicle in accordance with the conditions established initially.

Following the approval of the early expiry of the long-term variable incentive plan, the rights vested early at the settlement date and, consequently, in the 2025 income statement, an amount of Euros 2 million was recognised under "Personnel expenses" with a credit to "Other equity instruments" in the balance sheet. In addition, all liabilities accrued since 2018 were recognized at fair value as a reclassification of equity, and were subsequently paid to the twenty-three eligible executives. The settlement for the seven-year period from 2018 to 2024 amounted to Euros 9,584 thousand per year.

Treasury shares

Movements during the first six months of 2026 and in 2025 involving own shares of the Company are as follows:

	Number of shares	In million euro	% Capital
1 January 2025	**240,000**	**6**	**—**
Acquisition of shares from Naturgy Alfa Investments, S.A.U.	8,639,595	200	0.9
Tender offer	88,000,000	2,332	9.1
At 30 June 2025	**96,879,595**	**2,538**	**10.0**
1st accelerated placement	(19,305,000)	(506)	(2.0)
2nd accelerated placement	(34,100,000)	(893)	(3.5)
Delivered to employees	(254,365)	(7)	—
31 December 2025	**43,220,230**	**1,132**	**4.5**
Delivered to employees	(339,468)	(9)	—
As at 30 June 2026	**42,880,762**	**1,123**	**4.4**

On 25 March 2025, the Shareholders' Meeting authorised the Board of Directors to purchase fully paid Company shares in one or more transactions in a period of not more than five years; the nominal value of the shares directly or indirectly acquired, added to those already held by the Company and its subsidiaries, must not exceed 10% of share capital or any other limit established by law. The price or value of the consideration may not be lower than the par value of the shares nor exceed their listed price in the last stock market session prior to the transaction by more than 20%.

Six-month period ended 30 June 2026

Delivered to employees

Executing the resolutions adopted by the Shareholders' Meeting of Naturgy Energy Group, S.A., the 2026 Share Ownership Plan for Naturgy employees in Spain who voluntarily applied was implemented. The Plan enables participants to receive part of their remuneration in the form of shares in Naturgy Energy Group, S.A., subject to an annual limit of Euros 12,000. During April 2026, a total of 339,468 shares worth Euros 9 million were distributed to employees.

As at 30 June 2026, Naturgy held a total of 42,880,762 own shares, representing 4.4% of share capital.

Year 2025

Tender offer

As detailed in Note 11 to the Company's 2025 financial statements, at the date of publication of the initial announcement of the tender offer (14 March 2025), Naturgy Alfa Investments, S.A.U., a subsidiary that is wholly-owned indirectly by the Company, held 8,639,595 shares in Naturgy Energy Group, S.A.

At a meeting on 25 March 2025, the Board of Directors resolved to acquire them at a price of Euros 26.50 per share in connection with the early termination of the long-term variable incentive plan described in the “Share-based payments” section. The transaction was performed on 14 May 2025, and the shares so acquired were recognised at the initial cost to Naturgy, the difference, amounting to Euros 29 million, being adjusted under Other equity instruments.

On 25 March 2025, at an Ordinary General Meeting of Naturgy Energy Group, S.A., the shareholders approved a voluntary public tender offer for a maximum of 88,000,000 own shares, representing 9.08% of its share capital, addressed to all Naturgy shareholders.

The offer was for the purchase of shares for a consideration of Euros 26.50 per share, payable entirely in cash.

The offer, whose acceptance period concluded on 13 June 2025, resulted in the acquisition of 88 million shares, for a total amount of Euros 2,332 million. Consequently, as at 30 June 2025, Naturgy owned a total of 96,879,595 own shares.

The transaction was part of an effort to increase the free float, with plans to eventually sell the acquired shares on the market; there were no plans to cancel them.

Placement of treasury stock

During the second half of 2025, the Company carried out a number of transactions involving own shares as part of its strategy to return to the market the shares acquired in the tender offer described above, thereby helping to improve the share's liquidity and facilitating its inclusion in international stock market indices.

Specifically, on 7 August 2025, 19,305,000 own shares were sold to qualified investors through an accelerated placement for a total of Euros 500 million. In addition, on that same date, a bilateral sale of 34.100.000 own shares was carried out to with an international financial institution for Euros 883 million, while the Company simultaneously arranged a total return swap to maintain its economic exposure to those shares.

In addition, on 9 October 2025, 34,100,000 own shares were sold to qualified investors through another accelerated private placement for a total of Euros 883 million.

All of the foregoing transactions were executed at a price of Euros 25.9 per share.

Delivered to employees

Executing the resolutions adopted by the Shareholders' Meeting of Naturgy Energy Group, S.A., the 2025 Share Ownership Plan for Naturgy employees in Spain who voluntarily applied was implemented. The Plan enables participants to receive part of their remuneration in the form of shares in Naturgy Energy Group, S.A., subject to an annual limit of Euros 12,000. During August 2025, a total of 254,365 shares worth Euros 7 million were distributed to employees.

Following these transactions and taking into account the swap agreement, as at 31 December 2025, Naturgy owned 43,220.230 own shares, i.e. 4.5% of share capital.

Dividends

Set out below is a breakdown of dividend payments made in 2026 and 2025:

	30.06.2026			30.06.2025		
	% of Nominal	Euro per share	Amount (1)	% of Nominal	Euro per share	Amount
Ordinary shares	57 %	0.57	547	60 %	0.60	582
Other shares (without voting rights, redeemable, etc.)	—	—	—	—	—	—
Total dividends paid	**57 %**	**0.57**	**547**	**60 %**	**0.60**	**582**
a) Dividends charged to income statement or retained earnings	57 %	0.57	547	60 %	0.60	582

(1) The six-month period ended 30 June 2026 includes an amount of Euros 17 million related to the shares in the swap transaction that were subsequently repaid to the Company, recognised under "Other Reserves."

As at 30 June 2026

On 17 February 2026, the Board of Directors approved the following proposal for the distribution of the Company's 2025 net profit and retained earnings, for submission to the annual general meeting:

AVAILABLE FOR DISTRIBUTION

Profit..	1,321
Retained earnings...	1,952
Available for distribution..	**3,273**

DISTRIBUTION:

TO DIVIDENDS: the gross aggregate amount will be equal to the sum of the following quantities (the “Dividend”):

i. Euros 1,100 million ("the Total Interim Dividend"), corresponding to the two interim dividends for 2025 paid by Naturgy Energy Group, S.A., jointly equivalent to Euros 1.20 per share by the number of shares that were not direct treasury shares on the relevant dates as approved by the Board of Directors in accordance with the interim accounting statements and in accordance with the legal requirements, which disclosed the existence of sufficient liquidity for the distribution of these interim dividends out of profit for 2025, and

ii. the amount obtained by multiplying Euros 0.57 per share by the number of shares that are not direct treasury shares on the date on which the shareholders of record entitled to receive the supplementary dividend (the “Supplementary Dividend”) are determined.

Euros 1,100 million of that dividend had already been paid on 30 July and 5 November 2025. The supplementary dividend will be paid in the amount per share indicated above through the entities that are members of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear). That dividend will be paid to shareholders as from 31 March 2026.

The Board of Directors was empowered, with express powers of substitution by the director(s) it deems fit, to perform all the actions that may be required or advisable to carry out the distribution and, in particular, without limitation, to designate the entity that is to act as payment agent.

TO RETAINED EARNINGS: Determinable amount obtained by subtracting the dividend amount from the distribution base.

TOTAL DISTRIBUTED 3,273

This proposal for the distribution of profits and retained earnings adopted by the Board for approval by the annual general meeting includes a supplementary payment of Euros 0.57 per share for each qualifying share outstanding at the proposed date of payment, i.e. 31 March 2026.

The general meeting of shareholders on 24 March 2026 approved a supplementary dividend of Euros 0.57 per share for shares not directly held as treasury stock on the payment date, which was paid in full in cash on 31 March 2026.

After payment of the supplementary dividend, the amount allocated to retained earnings was Euros 1,626 million.

At a meeting on 21 July 2026, the Board of Directors of Naturgy Energy Group, S.A. declared an interim dividend charged to 2026 profit of Euros 0.60 per outstanding share, payable from 29 July 2026.

The Company had sufficient liquidity to pay the dividend at the approval date, in accordance with the provisions of the Spanish Capital Companies Law. The provisional liquidity statement as at 30 June 2026 drawn up by the directors on 21 July 2026 is as follows:

Profit after tax		1,034
Reserves to be replenished		—
Maximum distributable amount		**1,034**
Forecast interim dividend payment		**576**
Cash resources	2,300	
Undrawn credit facilities	5,256	
Total liquidity		**7,556**

At 30 June 2025

On 18 February 2025, the Board of Directors approved a proposal, and referred it to the general meeting of shareholders, for the distribution of the Company's net profit for 2024 and retained earnings from previous years, as detailed in Note 11 to the Annual financial statements for the year ended 31 December 2024.

This proposal for the distribution of profits and retained earnings prepared by the Board for approval by the General Meeting of Shareholders included a supplementary payment of Euros 0.60 per share for each qualifying share outstanding at the proposed date of payment.

The Shareholders' Meeting on 25 March 2025 approved a supplementary dividend of Euros 0.60 per share for shares not directly held as treasury stock on the payment date, which was fully paid in cash on 9 April 2025.

Following payment of the supplementary dividend, the amount allocated to retained earnings was Euros 1,952 million.

Note 8. Provisions

The breakdown of provisions as at 30 June 2026 and 31 December 2025 is as follows:

	30.06.2026	31.12.2025
Provisions for employee obligations	180	186
Other provisions	121	103
Non-current provisions	**301**	**289**

The "Provisions for employee obligations" account includes the provisions for "Pensions and other similar obligations" and "Other obligations to personnel" detailed in Note 12 to the 2025 Annual financial statements.

With regard to “Other obligations to personnel”, the Group maintained a long-term incentive plan for certain executives other than those included in the plan described in Note 7, covering the period 2018–2025.

In line with the terms of the incentive plan described in Note 7, Naturgy's Board of Directors approved the early termination of this incentive plan on 18 February 2025. The settlement in favour of this second group of executives, also for the seven-year period from 2018 to 2024, amounted to Euros 2,825 thousand per year. This amount was covered by the provisions that had been recognised for this purpose.

In addition, at the general meeting on 25 March 2025, the shareholders authorised the Board of Directors to establish a new multi-year variable remuneration scheme for all Naturgy executives, indexed to the annual shareholder return.

This scheme will have an ordinary duration of three years, starting on 1 January 2025, and will be referenced to the annual return obtained by a shareholder, considering an initial value of the shares and, as final value, the weighted average share price in the 90 calendar days prior to the end of the incentive period, also considering the dividends paid to shareholders during the incentive period.

This new multi-year variable remuneration scheme generates economic rights whose amount remains contingent until the end of the plan period, meaning that the final amount cannot be confirmed until 31 December 2027. Assuming as likely that the degree of fulfilment of the established conditions is 100%, the amount accrued at Naturgy Energy Group, S.A. during the period ended 30 June 2026 is Euros 5 million, of which Euros 3.8 million correspond to senior management (Euros 4.8 million in the first half of 2025, of which Euros 3.4 million corresponded to senior management). As at 30 June 2026, the balance of the provision associated with this programme for all the Company’s executives amounted to Euros 18 million.

In the first half of 2026, the Appointments, Remuneration, and Governance Committee began analysing possible modifications to the current incentive plan, including the option of transitioning to a recurring plan with a three-year term and annual payments; in any case, the implementation of such a plan would require the approval of the Board of Directors. Additionally, as part of that analysis, consideration is being given to the possibility of establishing advance payment mechanisms while the new scheme is being rolled out, without this entailing any change in the nature or essential conditions of the incentive currently in place, and the degree of compliance would be determined at the end of the initially planned period.

"Other non-current provisions" mainly includes provisions recognised to cover obligations deriving from tax claims and other future contingencies.

Note 9. Financial liabilities

Set out below is a breakdown of financial liabilities, excluding "Trade and other payables", as at 30 June 2026 and 31 December 2025, by nature and category:

30.06.2026	**Amortised cost**	**Hedging derivatives**	**Total**
Bank borrowings	6,326	—	6,326
Finance lease payables	1	—	1
Non-current borrowings	**6,327**	**—**	**6,327**
Bank borrowings	155	—	155
Derivatives	—	1	1
Finance lease payables	5	—	5
Current borrowings	**160**	**1**	**161**
Total	**6,487**	**1**	**6,488**

31.12.2025	**Amortised cost**	**Hedging derivatives**	**Total**
Bank borrowings	5,803	—	5,803
Other financial liabilities	1	—	1
Non-current borrowings	**5,804**	**—**	**5,804**
Bank borrowings	135	—	135
Derivatives	—	3	3
Other financial liabilities	8	—	8
Current borrowings	**143**	**3**	**146**
Total	**5,947**	**3**	**5,950**

Financial liabilities at fair value as at 30 June 2026 and 31 December 2025 are classified as follows:

	30.06.2026				**A 31.12.2025**			
Financial liabilities	**Level 1 (quoted price in an active market)**	**Level 2 (observable variables)**	**Level 3 (unobservabl e variables)**	**Total**	**Level 1 (quoted price in an active market)**	**Level 2 (observable variables)**	**Level 3 (unobservabl e variables)**	**Total**
Hedging derivatives	—	1	—	1	—	3	—	3
Total	**—**	**1**	**—**	**1**	**—**	**3**	**—**	**3**

The carrying amounts and fair value of non-current borrowings are as follows:

	Carrying amount		Fair value	
	30.06.2026	31.12.2025	**30.06.2026**	31.12.2025
Bank borrowings, derivatives and other financial liabilities	6,327	5,804	6,342	5,818

The fair value of loans with fixed interest rates is estimated on the basis of the discounted cash flows over the remaining terms of such debt. The discount rates were determined based on market rates available at 30 June 2026 and 31 December 2025 for borrowings with similar credit and maturity characteristics. These valuations are based on the quoted price of similar financial instruments in an official market or on observable information in an official market (Level 2).

The movement in financial liabilities is as follows:

	Bank borrowings	Derivatives	Finance lease payables	Other financial liabilities	Total
Balance as at 01.01.2025	**5,473**	**8**	**1**	**1**	**5,483**
Additions	351	8	—	7	366
Decrease	(177)	(1)	(1)	(4)	(183)
Balance as at 30.06.2025	**5,647**	**15**	**—**	**4**	**5,666**
Additions	352	(8)	—	1	345
Decrease	(61)	(4)	—	4	(61)
Balance as at 31.12.2025	**5,938**	**3**	**—**	**9**	**5,950**
Additions	1,580	—	—	14	1,594
Decrease	(1,037)	(2)	—	(17)	(1,056)
Balance as at 30.06.2026	**6,481**	**1**	**—**	**6**	**6,488**

In the six-month period ended 30 June 2026, borrowings bore interest at an average effective rate of 2.90% (3.18% in the six-month period ended 30 June 2025) including the derivative instruments assigned to each transaction.

As at 30 June 2026, bank borrowings include Euros 29 million in interest pending payment (Euros 26 million as at 31 December 2025).

Most of the outstanding borrowings include a clause relating to a change in control, either by acquisition of more than 50% of the voting shares or by obtaining the right to appoint the majority of the members of the Board of Naturgy Energy Group, S.A. These clauses are subject to additional conditions and, therefore, their activation depends on the simultaneous occurrence of some of the following events: a material downgrade in the credit rating caused by the change in control, or the loss of investment grade status granted by rating agencies; inability to honour the financial obligations of the contract; a material detrimental event for the creditor; or a material adverse change in creditworthiness. These clauses entail the repayment of drawn-down debt, although they usually have a longer term than that granted in cases of early termination.

At the date of authorisation of these interim financial statements, the Company is not in breach of its financial obligations or of any type of obligation that could give rise to the acceleration of its financial commitments.

The main financial instruments are as follows:

Institutional financing

The Company has loans from the Official Credit Institute (ICO) in the form of instruments maturing in 2034 at the latest for a total amount of Euros 370 million (Euros 380 million as at 31 December 2025).

Additionally, in connection with borrowings from institutional banks, the European Investment Bank (EIB) had granted financing to the Company as at 30 June 2026 in the amount of Euros 2,309 million maturing between 2028 and 2044 (Euros 2,330 million as at 31 December 2025).

As of 30 June 30 2026, the outstanding interest payments associated with this institutional financing amount to 22 million euros (19 million as of December 31, 2025).

Other bank borrowings

As at 30 June 2026, payables to non-institutional credit institutions amount to Euros 3,780 million (Euros 3,228 million as at 31 December 2025).

The Company continues to work on strengthening its financial profile; in this line, financing transactions were arranged with credit institutions that do not entail substantial changes to the conditions of the initial debt, in the amount of Euros 4,341 million for refinancing credit lines and loans in Spain in 2026 (Euros 1,485 million in the first half of 2025), and which basically include:

30 June 2026

- Refinancing of credit lines for a total aggregate amount of Euros 2,726 million and loans in the amount of Euros 1,615 million.

30 June 2025

- Refinancing of credit lines for a total aggregate amount of Euros 735 million and loans in the amount of Euros 750 million.

Naturgy also enjoys a comfortable debt maturity profile and balance sheet position, as well as flexibility in its investments and operating expenses for addressing the current economic situation.

Of total bank borrowings, Euros 860 million (Euros 881 million as at 31 December 2025) is subject to compliance with certain financial ratios.

ESG-linked financing

ESG-linked financing relates to credit lines in Spain, the cost of which is linked to at least one of the following ESG indicators:

- Direct GHG emissions: three-year average reduction (Mt CO_2/GWh)
- CO_2 intensity in power generation: three-year average reduction (tCO_2/GWh)
- Water consumption: three-year average reduction (hm3)
- Women in management positions (%)

The adjustment to the cost of debt is linked to the level of compliance with the above metrics and their variation with respect to the previous year's indicators.

These financing as at 30June 2026, amounts to Euros 2,885 million (Euros 2,885 million as at 31 December 2025), of which Euros 2,875 million correspond to credit lines that have not been drawn down so, consequently, the impact of the degree of compliance with those indicators on the funding cost is not material.

In addition, the terms of that financing do not disclose the existence of an embedded derivative that needs to treated separately.

Note 10. Payables to Group companies and associates

The breakdown by maturity of payables to Group companies is as follows:

Maturity	**30.06.2026**	31.12.2025
2026	3,410	3,899
2027	330	512
2028	832	827
2029	1,196	1,195
2030	498	497
2031	497	497
2032 and subsequent	1,098	1,098
Total	**7,861**	**8,525**

As at 30 June 2026 and 31 December 2025, payables to Group companies are mainly debts recognised at amortised cost related to securities issued by Naturgy Finance Iberia, S.A.U. under the European Medium-Term Notes (EMTN) programme. This subsidiary also participates in the Euro Commercial Paper (ECP) programme, although it had no outstanding balances as at 30 June 2026 or 31 December 2025.

Also included are the balances payable to Naturgy Finance Iberia, S.A.U. in respect of perpetual subordinated notes amounting to Euros 330 million (Euros 330 million as at 31 December 2025) and to Unión Fenosa Preferentes, S.A. in respect of preference shares totalling Euros 110 million (Euros 110 million as at 31 December 2025).

Payables to group companies also include accrued unmatured interest amounting to Euros 51 million (Euros 63 million as at 31 December 2025) and cash pooling balances with group companies totalling Euros 2,951 million, accruing interest at a rate of 2.176% (Euros 3,021 million as at 31 December 2025, accruing interest at a rate of 2.331%), as well as balances with group companies related to consolidated corporate income tax of Euros 226 million (Euros 228 million as at 31 December 2025).

The detail of the Group companies' debts in connection with bond issues is as follows:

As at 30 June 2026							
Programme/Company	**Country**	**Year formalised**	**Currency**	**Programme limit**	**down nominal**	**Available**	**Issued in the year**
Euro Commercial Paper (ECP) programme							
Naturgy Finance Iberia, S.A.U.	Spain	2010	Euros	1,000	—	1,000	859
European Medium Term Notes (EMTN) programme							
Naturgy Finance Iberia, S.A.U.	Spain	1999	Euros	12,000	4,232	7,768	—

31 December 2025							
Programme/Company	**Country**	**Year formalised**	**Currency**	**Programme limit**	**down nominal**	**Available**	**Issued in the year**
Euro Commercial Paper (ECP) programme							
Naturgy Finance Iberia, S.A.U.	Spain	2010	Euros	1,000	—	1,000	909
European Medium Term Notes (EMTN) programme							
Naturgy Finance Iberia, S.A.U.	Spain	1999	Euros	12,000	4,819	7,181	1,000

As is customary in the Eurobond market, the outstanding bonds, totalling Euros 4,232 million (Euros 4,819 million as at 31 December 2025), contain change-of-control clauses (defined, among other scenarios, as the acquisition of more than 50% of the voting rights or the ability to appoint a majority of the Board) that could result in the bonds being accelerated. That acceleration would also be conditional upon such a change of control triggering a downgrade of more than two full notches in at least two of the Company's three ratings and all the ratings falling below investment grade, provided that the rating agency stated that the rating downgrade was the result of the change in control.

The main movements during the first six months of 2026 and 2025 are:

30 June 2026

Bonds under the EMTN programme totalling Euros 587 million with an average coupon of 1.25% matured in 2026.

In the first half of 2026, Euros 859 million were issued under the Euro Commercial Paper (ECP) programme and they matured in that same period, with the result that there was no amount outstanding as at 30 June 2026.

30 June 2025

In May 2025, Naturgy Finance Iberia, S.A.U. issued two bonds under the EMTN programme: Euros 500 million at 6 years with a 3.375% coupon, and Euros 500 million at 10 years with a 3.875% coupon. The proceeds were used to call Euros 831 million of bonds maturing between 2026 and 2027, and to call Euros 169 million of the subordinated perpetual notes. This transaction had a positive impact on the Company's profit and loss account in the amount of Euros 11 million, recognised under "Income from marketable securities and other financial instruments of group companies and associates", due to the debt related to Naturgy Finance Iberia, S.A.U.

Also, in 2025, bonds totalling Euros 1,201 million with an average coupon of 1.04% matured.

In the first half of 2025, Euros 339 million were issued under the Euro Commercial Paper (ECP) programme, and Euros 301 million had been drawn down under this programme as at 30 June 2025.

There are no significant differences between the carrying amounts and fair values of Payables to Group companies and associates.

Note 11. Revenue

Revenue breaks down as follows:

	30.06.2026	30.06.2025
Natural gas sales and other	—	1
Income from equity instruments of group companies and associates	1,121	1,183
Income from marketable securities and other financial instruments of Group companies and associates	230	231
Total	**1,351**	**1,415**

	30.06.2026	30.06.2025
Domestic market	1,344	1,410
Foreign market:	7	5
- European Union	3	2
- Other countries	4	3
Total	**1,351**	**1,415**

As at 1 January 2026, the Company no longer engages in any gas sales activities. In 2025, gas sales were made basically in the domestic market, to other Naturgy companies.

The breakdown of dividends from group companies is as follows:

	30.06.2026	30.06.2025
Naturgy Ciclos Combinados, S.L.U.	255	—
Naturgy Aprovisionamientos, S.A.	180	—
Naturgy Inversiones Internacionales, S.A.	152	—
Naturgy Distribución Latinoamérica S.A.	149	229
Gas Natural Comercializadora, S.A.	125	570
Naturgy Clientes Empresas, S.A.U.(*)	105	235
Global Power Generation, S.A.	71	73
Naturgy Infraestructuras EMEA, S.L.	69	13
General de Edificios y Solares, S.L.	8	—
Naturgy Participaciones, S.A.U.	5	—
Naturgy Finance Iberia, S.A.U.	1	5
La Propagadora del Gas, S.A.	1	1
Holding Negocios Electricidad, S.A.	—	45
Naturgy Generación Térmica, S.L.U.	—	11
Naturgy Engineering, S.L	—	1
Total	**1,121**	**1,183**

(*) formerly known as Naturgy Iberia, S.A. (see note 5)

Note 12. Workforce

The average number of Company employees is as follows:

	30.06.2026	30.06.2025
Men	158	159
Women	197	193
Total	**355**	**352**

On 30 June 2026, the company's management and employee representatives signed the Naturgy Group's Fourth Collective Bargaining Agreement, which is in force through 31 December 2028. The Agreement, which came into force on the date it was signed, establishes the framework regulating the Group's labour relations for the aforementioned period. The signature of the Agreement did not have a material financial impact on the Company's condensed interim financial statements as at 30 June 2026.

Note 13. Information on transactions with related parties

Related parties are as follows:

- Significant Naturgy shareholders, i.e. those directly or indirectly owning an interest of 5% or more and hold voting rights, and those who, though not significant, have exercised the power to nominate a member of the Board of Directors.

  Based on that definition, Naturgy's significant shareholders as at 30 June 2026 are as follows:

  - Fundación Bancaria Caixa d'Estalvis i Pensions de Barcelona, "la Caixa", through Criteria Caixa S.A.U. (Criteria)

  - IFM Global Infrastructure Fund, through Global InfraCo O (2), S.à r.l. (IFM)

During the first half of 2026, there were significant changes in Naturgy's shareholder base resulting from transactions carried out by BlackRock Inc. in March 2026 and by CVC Capital Partners PLC in May 2026 (see Note 7).

- Directors and executives of the company, and their close relatives. The term "director" means a member of the Board of Directors and the term "senior management" refers to the Executive Chairman, in connection with his senior management functions, and persons with senior management functions who report directly to the Board of Directors, its committees or the Executive Chairman. Transactions with directors and members of senior management are disclosed in Note 14.

- Transactions between Naturgy companies form part of ordinary activities and are effected at arm's length.

The aggregated amounts of operations with significant shareholders are as follows (in thousand euro):

	30.06.2026				
	Significant shareholders				Directors and executives
Income and expense (thousand euro)	**Criteria**	**CVC (3)**	**BlackRock (2)**	**IFM**	
Total expenses	—	—	—	—	—
Total income	—	—	—	—	—

Other transactions (thousand euro)	**Criteria**	**CVC (3)**	**BlackRock (2)**	**IFM**	**Directors and executives**
Dividends and other profits distributed (1)	157,435	76,295	—	85,718	—

(1) Dividends received by the directors and senior management (Note 14) in the first half of 2026 amount to Euros 86 thousand.
(2) Includes transactions through 3 March 2026, the date on which BlackRock Inc. disposed of its entire stake in Naturgy's share capital, which it held through GIP Canary III.
(3) Includes transactions through 26 May 2026, the date on which CVC Capital Partners PLC disposed of its entire stake in Naturgy.

	30.06.2025				
	Significant shareholders				Directors and executives
Income and expense (thousand euro)	**Criteria**	**CVC**	**BlackRock**	**IFM**	
Total expenses	—	—	—	—	—
Total income	—	—	—	—	—

Other transactions (thousand euro)	**Criteria**	**CVC**	**BlackRock (1)**	**IFM**	**Directors and executives**
Acquisition of property, plant and equipment, intangible assets or other assets (2)	704,865	546,759	544,798	446,245	—
Dividends and other profits distributed (3)	155,376	120,515	120,083	98,353	—

(1) Dividends received through the GIP III Canary 1, S.à r.l. shareholding
(2) Sale of shares in Naturgy Energy Group, S.A. (Note 7)
(3) Dividends received by the directors and senior management (Note 14) in the first half of 2025 amounted to Euros 111 thousand.

Note 14. Information on members of the Board of Directors and Senior Management

Remuneration of the Board of Directors and senior management

Remuneration accrued to the members of the Board of Directors of Naturgy Energy Group, S.A. by virtue of their membership of the Board and of Board committees totalled Euros 2,153 thousand as at 30 June 2026 (Euros 2,204 thousand as at 30 June 2025).

On 30 June 2026, the Board of Directors comprises 11 members (15 members on 30 June 2025). The following changes took place in the Board's composition during the first half of the year: the appointment of a proprietary director representing IFM; the removal of the six proprietary directors representing GIP III Canary 1, S.à r.l. and Rioja Acquisition, S.à r.l., as a result of the disposal of their respective interests (Note 7); and the appointment of an additional independent director.

The configuration of the Board committees has been modified with respect to the situation on 30 June 2025 and is now as follows: the 4-member Appointments, Remuneration and Governance Committee (formerly known as the Appointments, Remuneration and Corporate Governance Committee, with 5 members); the 5-member Audit and Sustainability Committee (resulting from the merger of the former 5-member Audit and Control Committee and the 4-member Sustainability Committee); and the newly created 5-member Investment Projects Committee. Additionally, the Strategic Vision Committee, whose creation was approved by the Board of Directors on 17 February 2026, integrated its functions into the Investment Projects Committee.

The members of the Board of Directors of Naturgy Energy Group, S.A., excluding the Executive Chairman, have not received remuneration from profit sharing, bonuses or indemnities, and have not been granted any loans or advances. Moreover, they did not receive shares or share options during the period, or exercise options or have options to be exercised.

The members of the Board of Directors are covered by the same liability policy that insures all Naturgy directors and executives. As at 30 June 2026, the premium paid by Naturgy Energy Group, S.A. amounted to Euros 207 thousand (Euros 240 thousand as at 30 June 2025).

For the sole purposes of the information contained in this section, the term "senior management" is understood to include the Executive Chairman, the executives reporting directly to the Board of Directors, its committees and the Executive Chairman.

As a result of the definition established in the preceding paragraph, as at 30 June 2026, this group comprised 17 people, like in 2025, one of whom belonged to group companies (2 person as at 30 June 2025).

The amounts accrued by the members of senior management in the form of fixed compensation, variable compensation, and other items totalled Euros 7,380 thousand as at 30 June 2026 (Euros 7,079 thousand as at 30 June 2025).

On 18 February 2025, Naturgy's Board of Directors decided that the long-term variable incentive plan discussed in notes 7 and 8 of these condensed interim financial statements would expire early. Settling this plan for the seven-year period from 2018 to 2024 for the members of senior management resulted in an amount of Euros 7,539 thousand per year.

Additionally, in order to fulfil the multi-year variable remuneration scheme, the Board of Directors approved a new incentive plan for the period 2025-2027 for all Naturgy executives (130 persons), including the 17 members of senior management (Note 8).

Contributions to pension plans and group insurance policies, together with life insurance premiums paid, totalled Euros 1,058 thousand as at 30 June 2026 (Euros 1,025 thousand as at 30 June 2025).

As at 30 June 2026, Naturgy had granted guarantees on loans to senior management amounting to Euros 1,115 thousand (Euros 1,115 thousand as at 31 December 2025); there were no advances to that group at that date or at 31 December 2025. Moreover, no severance payments were made to senior management during the first half of 2026 or in the same period of 2025.

Transactions with members of the Board of Directors and senior management

In the first half of 2026 and in 2025, the members of the Board of Directors and senior management did not carry out related-party transactions outside the ordinary course of business, or transactions conducted other than on an arm's-length basis, with Naturgy Energy Group, S.A. or group companies.

Note 15. Contingent liabilities for litigation and arbitration

The main changes and/or updates to provisions in the first six months of 2026 in connection with the situation described in the section on lawsuits and arbitration in Note 27 “Commitments and contingent liabilities” to the financial statements for the year ended 31 December 2025 are as follows:

Contested withholding tax assessments

On 7 July 2023, assessments were received in respect of withholdings on account of non-resident income tax for the period 2018-2020 amounting to Euros 198 million, including interest; those assessments are being disputed and an administrative-financial appeal has been filed with the Central Economic-Administrative Tribunal. As at 30 June 2026, it is believed that the risk in those matters is not likely to materialise.

Power outage in Spain

The competent authorities continue to investigate the causes of the grid incident that occurred in the Iberian Peninsula on 28 April 2025, and the Group has continued to receive requests for information in this regard.

Several actions took place in this connection during the first half of 2026. Specifically, eleven disciplinary proceedings were initiated by the CNMC for alleged violations related to the maintenance and technical suitability of facilities, as well as to Operating Procedure 7.4. The CNMC also decided to initiate disciplinary proceedings against Centrales Nucleares Trillo-Almaraz A.I.E., which was notified to one of the members of the consortium and communicated to Naturgy in its capacity as a member of that consortium.

In addition, civil liability claims have been received from private parties whose total amount is not material; many of these claims were filed to prevent the statute of limitations from expiring. Naturgy has reported these claims to its insurers under the Group's insurance policies.

As was the case at the end of the preceding year, as at 30 June 2026, Naturgy considers the risk of a material adverse outcome to be remote; based on an analysis of the performance of the Group’s facilities and the coverage provided by its insurance policies, no liability or provision have been recognised.

As at 30 June 2026, the Company's interim financial statements include provisions for litigation based on the best estimate made using the information available, at the date of authorisation of these interim financial statements, on their progress and ongoing negotiations, which cover the estimated risks. The Company therefore considers that no significant liabilities will arise from the risks described in this Note.

Note 16. Events after 30 June 2026

On 21 July 2026, the Board of Directors declared an interim dividend out of 2026 earnings, as described in Note 7.

Apart from the foregoing, there have been no other material events since the reporting date.

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Condensed interim financial statements of Naturgy Energy Group, S.A.

June 2026

DIRECTORS' REPORT

Directors' report for the condensed interim financial statements as at 30 June 2026

Contents

1. Key figures

Naturgy Energy Group, S.A. is a holding company whose main ordinary activity is the administration and management of holdings in subsidiaries. As a result, its earnings arise fundamentally from dividends and revenues from finance provided to companies in the Naturgy group.

The key figures of Naturgy Energy Group, S.A. and the changes as at 30 June 2026 and 31 December 2025 are as follows:

	30.06.2026	31.12.2025	**%**
Net sales (*)	1,351	1,415	(4.5)%
Operating profit (*)	1,223	1,423	(14.1)%
Profit/(loss) for the period (*)	1,034	1,229	(15.9)%
Shareholders' equity	16,767	16,193	3.5 %
Equity	16,792	16,209	3.6 %
Borrowings	6,488	5,950	9.0 %

(*) Comparative information as at 30 June 2025

(1) According to the definition of Alternative Performance Metrics (APM) used, borrowings refer to the sum of the balance sheet headings entitled "Long-term borrowings" (Euros 6,327 million as at 30 June 2026 and Euros 5,804 million as at 31 December 2025) and "Short-term borrowings" (Euros 161 million as at 30 June 2026 and Euros 146 million as at 31 December 2025). This metric is material as a measure of the Company's indebtedness, which includes current and non-current items. This indicator is widely used in capital markets to compare different companies.

2. Significant events in the first half

Changes in the first half of 2026 and 2025 relate basically to revenue accrued on equity instruments of group companies.

Revenue in the six-month period ended 30 June 2026 amounted to Euros 1,351 million, of which Euros 1,121 million were dividends collected from group companies and associates, and Euros 230 million were from finance provided to Naturgy group companies (Euros 1,415 million as at 30 June 2025, of which Euros 1 million were from the sale of gas, Euros 1,183 million were dividends collected from group companies and associates, and Euros 231 million were from finance provided to Naturgy group companies).

As at 30 June 2026, the Euros 64 million decrease in net sales with respect to the same period of the previous year is the net outcome of:

– A decrease of Euros 1 million in revenue since the Company discontinued the sale of natural gas. In 2025, the Company was still acting as an intermediary in some sales of natural gas destined for the European market through other companies in the group.

– A decrease of Euros 62 million in dividends received from subsidiaries in the period.

– A decrease of Euros 1 million in financial revenue from financing subsidiaries.

There were no balances relating to procurements in (Euros 2 million as at 30 June 2025), basically of gas, since this activity has been discontinued in line with sales.

Other operating revenue of Euros 56 million, net personnel expenses of Euros 36 million, operating expenses of Euros 80 million, depreciation and amortisation of Euros 11 million, and impairment charges on holdings in group companies and associates of Euros 57 million, resulted in operating profit for the period amounting to Euros 1,223 million, a decrease of Euros 200 million with respect to the same period of the previous year.

As at 30 June 2025, other operating revenue of Euros 57 million, personnel expenses of Euros 27 million, operating expenses of Euros 74 million, depreciation and amortisation of Euros 11 million, and the reversal of impairment charges for group companies and associates of Euros 65 million, resulted in operating profit in the period amounting to Euros 1,423 million.

A financial loss of Euros 187 million was recognised (Euros 172 million in the same period of 2025).

Profit before taxes amounted to Euros 1,036 million and the corporate income tax expense was Euros 2 million lower, with the result that net profit for the period was Euros 1,034 million, compared with Euros 1,229 million in the same period of the previous year.

3. Main risks and opportunities

The information provided below refers to the Naturgy consolidated group (hereinafter Naturgy), although the Company's main risks and opportunities are duly disclosed in Note 4 of the Company's condensed interim financial statements.

During the first half of 2026, Naturgy applied the same risk management model as described in section 4. Main risks, opportunities and uncertainties, from the consolidated directors' report for the year ended 31 December 2025.

Naturgy defines five risk types in its Corporate Risk Map:

- **Economic:** market (commodity, margin/price, exchange rate and volume), regulatory and legal.
- **Financial:** tax, credit, interest rate, rating and liquidity.
- **Operational:** operational, related to nature, climate change, security, third parties, fraud, cybersecurity, data protection, and health and safety.
- **Reputational / Compliance:** compliance, reputation, and ESG, customer and employee satisfaction.
- **Strategic:** related to Naturgy's long-term business portfolio, stemming from strategic planning, changes in the competitive environment, business sustainability, and innovation initiatives.

The main economic and financial risks are described in notes 13 and 28 to the condensed interim consolidated financial statements as at 30 June 2026. The main operational and reputational/compliance risks are discussed in the Consolidated Non-Financial Information Statement and Sustainability Reporting for the year ended 31 December 2025.

Finally, because of their forward-looking nature, strategic risks are handled according to the pertinent time horizon within the other types of risk (economic, financial, operational, and reputational/compliance). In this respect, Naturgy's Strategic Plan 2025-2027, approved by the Board of Directors on 18 February 2025, envisages attaining resilient cash flow and maintaining a sound balance sheet to facilitate execution of the Group's investment plan and ensure an attractive, sustainable return for its shareholders, guided by three core principles:

- Operational excellence
- Financial discipline and profitability
- Returns and liquidity for shareholders

Naturgy views the energy transition as an opportunity to transform the business by promoting decarbonisation and sustainable growth, energy security and price competitiveness. In this context and based on the 2025-2027 Strategic Plan, the main opportunities that have been identified are:

- **An integrated industrial model throughout the value chain**, with growth potential and robust regulatory frameworks that make it possible to maximise profitability.

- **Multi-energy position,** with a simultaneous presence in electricity and gas as a key driver of the energy transition.

- **Renewable generation,** by increasing renewable generation capacity in line with the global energy transition, combined with hybridisation and repowering of existing wind farms, and batteries to complement photovoltaic plants.

- **Network operation and growth,** focused on continuous improvement in grid quality and the security of energy supply by integrating renewable energies to meet growing electricity demand.

- **Leading the development of renewable gases,** by developing and acquiring renewable gas innovation projects, alliances and partnerships to accelerate decarbonisation and consolidate the role of gas in the energy transition.

- **Gas** is the essential component for ensuring security of supply and flexibility and is the cornerstone of the energy transition.

Aligned with these opportunities, there are cross-cutting uncertainties, such as the climate and the geopolitical context, which materialise and impact many of the risks set out in the categories described above, as detailed in notes 2.5.b and 2.5.c, respectively.

The changes in the regulatory framework are described in Appendix II of the condensed interim consolidated financial statements as at 30 June 2026.

4. Treasury shares

Movements during the first six months of 2026 and in 2025 involving own shares of the Company are detailed in Note 7 to the condensed interim financial statements:

5. Subsequent events

Events after 30 June 2026 are described in Note 16 to the condensed interim financial statements as at 30 June 2026.