



# Enagás S.A.

## Convening of the Ordinary General Shareholders' Meeting

At its meeting of February 20, 2023, the Board of Directors of Enagás, S.A. (hereinafter, the "**Company**") agreed to call an Ordinary General Shareholders' Meeting, to be held upon first call on March 29, 2023 at 12.00 pm at Paseo de la Castellana 33, Madrid (premises of Mutua Madrileña) and, if the shareholders then present fail to constitute a quorum as required by law and the Company's Articles of Association, **to be held upon second call on March 30, 2023 at 12.00 pm, also at Paseo de la Castellana 33, Madrid (premises of Mutua Madrileña)**, whereupon the cards issued for the original date and time will still be valid.

**Shareholders are advised that the General Shareholders' Meeting is expected to be held upon second call. Should this not be the case, adequate advance notice will be given.**

### MEETING AGENDA

1. To examine and, if appropriate, approve the 2022 Annual Accounts (Balance Sheet, Income Statement, Statement of Changes in Equity, Cash Flow-Statement and Notes) and Management Report of Enagás S.A. and its Consolidated Group.
2. To approve the Consolidated Non-Financial Information Statement included in the Enagás Group Management Report for financial year 2022.
3. To approve, if applicable, the proposed distribution of Enagás, S.A.'s profit for 2022.
4. To approve, if appropriate, the performance of the Board of Directors of Enagás, S.A. for financial year 2022.
5. Re-election of members of the Board of Directors. The following proposals shall be put to vote separately:
  - 5.1 To re-elect Ms Eva Patricia Úrbez Sanz as Director for the four-year period. Ms Eva Patricia Úrbez Sanz has the role of Independent Director.
  - 5.2 To re-elect Mr Santiago Ferrer Costa as Director for the four-year period. Mr Santiago Ferrer Costa has the role of Proprietary Director.
  - 5.3 Establishment of the number of members of the Board of Directors at fifteen.
6. Amendment of the following articles of the Articles of Association in order to expressly provide for the Sustainability and Appointments Committee and the Remuneration Committee in coordination with the amendment already made to the Rules and Regulations on the Board of Directors in 2022. The following proposals shall be put to vote separately:

- 6.1. Amendment of Articles 22 (“Convening the general meeting”), 36 (“Remuneration of the Board of Directors”) and 37 (“Posts”) to adapt the names of the Remuneration Committee and the Sustainability and Appointments Committee.
- 6.2. Amendment of Article 45 (“Sustainability, Appointments and Remuneration Committee”) to reflect the composition, powers and functioning of the Sustainability and Appointments Committee.
- 6.3. Addition of a new Article 45 BIS (“Remuneration Committee”) on the composition, powers and functioning of the Remuneration Committee.
7. Amendment of Article 5 (“Convening the General Meeting”) of the Regulations of the General Shareholders’ Meeting of the Company in coordination with the proposed amendment of the Articles of Association.
8. To submit the annual report on directors’ remuneration referred to in Article 541 of the Corporate Enterprises Act to an advisory vote.
9. To report on the amendments not subject to vote made to the “Rules and Regulations of the Organisation and Functioning of the Board of Directors of Enagás, S.A.” since the last General Meeting, in order to adapt them to the separation of the Sustainability, Appointments and Remuneration Committee into a Remuneration Committee and a Sustainability and Appointments Committee.
10. To delegate authorisation to supplement, develop, implement, rectify and formalise the resolutions adopted at the General Shareholders’ Meeting.

### **SUPPLEMENT TO NOTICE OF GENERAL MEETING AND SUBMISSION OF NEW PROPOSALS**

In accordance with Article 519 of the Corporate Enterprises Act, shareholders holding at least three percent of the company’s share capital are hereby advised that they may, by certified notice received at the registered office of the company (Enagás, S.A. Secretary to the Board of Directors, Paseo de los Olmos 19, 28005 Madrid) within five days of publication of this Notice, require that a supplement to the Notice be published adding one or more items to the Agenda, providing that the new items are accompanied by the rationale for each item or, where appropriate, by a proposed resolution and its rationale. Any such supplement to the Notice shall be published at least fifteen days in advance of the scheduled date of the General Shareholders’ Meeting.

Shareholders representing at least this same percentage may, within the time limit and in the manner indicated in the foregoing paragraph, present well-founded proposals for resolutions on matters already included or that should be included on the Agenda.

### **PRESENCE OF A NOTARY AT THE MEETING**

In accordance with Article 203 of the Corporate Enterprises Act, Article 33 of the Articles of Association and Article 14 of the Rules and Regulations of General Shareholders’ Meetings, the Board of Directors has arranged for a civil-law notary to be present to take the minutes of the General Shareholders’ Meeting.

### **ATTENDANCE AND VOTING RIGHTS**

In accordance with Article 27 of the Articles of Association and Articles 9 and 11.1 of the Rules and Regulations of General Shareholders’ Meetings, the right to attend and vote at

a General Shareholders' Meeting rests with those shareholders who, five days prior to the Meeting, are holders of the shares registered in the corresponding accounting ledger. Notwithstanding the foregoing, the shareholders entitled to attend cannot vote on the resolutions in which they have a conflict of interest.

Shareholders entitled to attend must prove their entitlement by any of the following forms of evidence: a) The appropriate attendance, proxy and voting card to be issued by member entities of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (Spanish Central Securities Depository) or such body as may replace it in the future, properly filled out for the purpose, or b) the electronic attendance and voting certificate issued by the entity entrusted with the register of dematerialised shares or the authorised share certificates depository entity, properly filled out for the purpose.

The share capital is divided into TWO HUNDRED AND SIXTY-ONE MILLION, NINE HUNDRED AND NINETY THOUSAND, SEVENTY-FOUR voting shares of the same class and series. Pursuant to the thirty-first additional provision of the Hydrocarbons Industry Act 34/1998 of October 7 and Article 6 bis of the Articles of Association, no natural person or body corporate may hold voting rights of over 3% in Enagás, S.A., and under no circumstances may shares be syndicated. Those parties that operate within the gas sector, including those natural or legal persons that directly or indirectly possess equity holdings in the former of more than 5%, may not exercise voting rights in Enagás, S.A. in excess of 1%. These restrictions do not apply to direct or indirect interests held by public sector enterprises.

Shareholders with the right to vote can do so in person or by proxy by any of the procedures set forth in Article 11 of the Rules and Regulations of the General Shareholders' Meeting:

1.- By attending and voting at the meeting in person, with an attendance, proxy and voting card properly filled out and signed for the purpose. Registration of attendance, proxy and voting cards shall start at 10.00 am. Accreditations shall be accepted up to 12.00 pm, when the meeting is scheduled to begin.

2.- Attending and voting remotely in real time, in accordance with the procedure established in the section "Attendance, proxy and voting in the event of remote attendance at the General Meeting" of this notice.

3.- By postal vote, prior to the General Meeting, enclosing a duly signed and completed attendance, proxy and voting card, or by means of electronic communication according to the established procedures, making use of the forms available for this purpose on the Company's website ([www.enagas.es](http://www.enagas.es)).

4.- By voting, prior to the General Meeting, at the Shareholder Information Office, submitting an attendance and voting card duly signed and filled out.

A vote cast by either of the last two procedures above will only be null and void if:

- a) It is later expressly revoked by the same means used for originally casting the vote, within the time limit established for casting votes.
- b) The shareholder casting the vote in person or by telematic means is present at the General Shareholders' Meeting in person.

Any sale of voting shares effected at least five days before the scheduled date of the Meeting shall render votes cast prior to such sale null and void.

If shareholders validly cast their vote on one or more occasions using the same or different means of remote communication, the vote received last will prevail and override any votes received previously.

## **PROXY RIGHTS**

Any shareholder entitled to attend the meeting may procure to be represented at the General Shareholders' Meeting by another person, who need not be a shareholder, provided that the established requirements and formalities are fulfilled. Representation will be valid only for the particular meeting in question, conferred in writing, by post or through electronic means, and provided that the identity of the proxy is properly assured and the security of the electronic communications is guaranteed.

Proxies must identify themselves by their Spanish national identity card (DNI) or their passport and produce a printed copy of the postal or electronic delegation, duly signed by both the proxy and the principal.

A proxy may be revoked at any time. A proxy granted will be considered to be revoked if the principal is present at the Meeting in person or by telematic means. Any votes cast by telematic means of communication will render any proxy granted electronically or by post ineffective, and the proxy will be deemed to have been revoked if granted previously, or not to have been granted at all if granted subsequently.

Shareholders who are legally under-age or incapacitated and body corporate shareholders will be represented by persons vested with duly documented powers of representation.

A shareholder may not have more than one representative at a meeting, whether as an appointed proxy or as a representative as determined by law.

If the principal has given voting instructions, the proxy will cast the principal's vote according to said instructions and will be bound to safeguard the instructions for one year starting from the date of the meeting convened. The proxy may represent more than one shareholder, and there are no restrictions on the number of shareholders that can be represented. When a proxy represents various shareholders, the proxy may vote in more than one direction based on the instructions of each shareholder.

In accordance with the provisions of Article 523 of the Corporate Enterprises Act and Article 10 of the Rules and Regulations of General Shareholders' Meetings, proxies must inform the respective principal in detail of any conflict of interest prior to their designation. If the conflict arises after the appointment and the proxy holder had not advised the represented shareholder of the possible existence thereof, the proxy holder must inform the shareholder immediately. In both cases, if the proxy holder does not receive new precise voting instructions for each of the matters upon which the proxy holder must vote on behalf of the shareholder, the proxy holder must abstain from casting a vote.

In accordance with Article 526 of the Corporate Enterprises Act concerning potential conflict of interest situations, a Director to whom a shareholder has granted proxy may not exercise the voting rights corresponding to the amount of share capital represented on items on the Agenda where there exists a conflict of interest in the case of that Director, unless the Director has received specific voting instructions concerning said items from the principal.

For the purposes of the provisions of Articles 523 and 526 of the Corporate Enterprises Act, it is stated that all members of the Board of Directors are in a situation of conflict of interest with regard to items 4 and 8 of the Agenda. Likewise, a conflict of interest exists (i) with respect to items 5.1 and 5.2 of the agenda, in the case of the director only, whose re-election is proposed; and (ii) in the cases set forth in sections b) or c) of article 526.1

of the Corporate Enterprises Act that may be submitted outside the agenda in accordance with the Act, the director affected, if any.

In accordance with the provisions of Article 524 of the Corporate Enterprises Act entities appearing as legitimated shareholders according to the register of shareholders but acting on behalf of different beneficial owners, may in all cases split the voting rights and exercise them in opposing ways in adherence to divergent voting instructions, should they have received such. These intermediary entities may grant proxy to each of the beneficial owners or to third-parties designated by the same, with no restrictions placed on the number of proxies granted.

## **PROXY REPRESENTATION AND VOTING BY TELEMATIC MEANS PRIOR TO THE GENERAL MEETING**

### **Votes cast at the Shareholder Information Office**

If shareholders decide to cast their vote in person or by proxy at the Shareholder Information Office, they shall submit an attendance, proxy and voting card clearly stating the shareholder's identity, number of shares held and vote on each item on the Agenda, bearing their written signature, and shall also present their national identity card or passport, if the shareholder is a natural person. In the case of representation, the proxy must present a document accrediting proxy representation, whether the shareholder is a legal person or a natural person.

### **Proxy representation and voting by post**

In order to appoint a proxy or vote by post, a duly signed and completed attendance, proxy and voting card must be sent in a sealed envelope to the company's registered office (Enagás, S.A. – Shareholder Information Office – Paseo de los Olmos 19, 28005 Madrid).

In the event that the card issued by the IBERCLEAR participating entity does not include a section relating to "Remote Voting" or is incomplete, the shareholder may complete it using the card template that the Company has made available on the Company's website ([www.enagas.es](http://www.enagas.es)). This card, duly completed and signed, must be sent to the Company.

### **Proxy representation and voting by electronic means**

Shareholders wishing to grant a proxy or vote electronically must do so using the section devoted to the General Shareholders' Meeting on the "Investor relations" page of the Company's website ([www.enagas.es](http://www.enagas.es)), by following the instructions provided for that purpose on each of the windows of said website and filling out the forms provided. To this end, they must provide proof of their identity using: (i) an Electronic User Certificate issued by the Spanish National Mint's Public Certification Authority (CERES) concerning which no revocation has been recorded, or (ii) the qualified electronic certificate incorporated in the Spanish national identity card issued pursuant to Royal Decree 1553/2005 of December 23 regulating the issuance of national identity cards and electronic signature certificates. The certificate must be obtained by the shareholder at no charge to the Company and must be valid at the time of voting.

### **Common rules**

For further information on the procedures and rules relating to these methods of proxy representation and voting, shareholders are referred to the document "Process for attendance, voting and appointment of proxies for General Shareholders' Meetings by remote communication", passed by the Board of Directors at its meeting held on February

20, 2023, and available in the section on the General Shareholders' Meetings on the "Investor relations" page of the Company's website ([www.enagas.es](http://www.enagas.es)).

To be valid, appointment of a proxy or vote cast by the aforesaid means must be received at the company's registered offices (Enagás, S.A. – Shareholder Information Office – Paseo de los Olmos 19, 28005 Madrid), or through the Company's website ([www.enagas.es](http://www.enagas.es)) in the case of electronic proxy appointments or votes, between the day of Notice of Meeting and no later than twenty-four hours prior to the scheduled date and time of the General Shareholders' Meeting at second call.

After this time, only proxy appointments in writing presented at the shareholder registration desks on the date and time specified for the General Shareholders' Meeting will be admitted.

## **ATTENDANCE, PROXY REPRESENTATION AND VOTING IN THE EVENT OF REMOTE ATTENDANCE AT THE GENERAL SHAREHOLDERS' MEETING**

Pursuant to Article 27 of the Articles of Association, and Articles 9 and 11 of the General Shareholders' Meeting Regulations, shareholders or proxy holders with the right to attend may also attend the General Shareholders' Meeting and vote in real time by using the telematic means set forth below. Likewise, in such cases, shareholders with the right to vote may exercise such right themselves or by proxy, via telematic means.

**Identification and prior registration:** in order to guarantee the identity of those attending, shareholders or proxies, who wish to use the remote attendance mechanisms **must first register through the electronic voting and delegation and remote attendance application** (hereinafter the "**Application**"), accessible through the website ([www.enagas.es](http://www.enagas.es)), in the "Shareholders and Investors" section, **from the date of the announcement of the call and no later than twenty-four hours prior to the date and time scheduled for the holding of the General Meeting** (i.e. at 12:00 noon on March 28, 2023 if the General Meeting is held on first call **and at 12:00 noon on March 29, 2023 if, as expected, the General Meeting is held on second call**). After that time, no prior registration will be accepted for the exercise of the right to remote attendance. All shareholders or proxies wishing to attend the General Shareholders' Meeting remotely are advised to complete the pre-registration process sufficiently in advance in order to be able to correctly process the documentation accrediting the identity and legitimacy of the shareholders or their proxies.

The guarantees the Board of Directors considers appropriate to ensure the identification of a Shareholder and/or proxy exercising the right to attend through telematic means is the electronic signature based on a qualified certificate under the terms provided for in the applicable regulations, provided the signature is based on (i) an Electronic User Certificate issued by the Spanish National Mint's Public Certification Authority (CERES) concerning which no revocation has been recorded, or (ii) the qualified electronic certificate included in the Spanish national identity card issued pursuant to Royal Decree 1553/2005 of December 23 regulating the issuance of national identity cards and electronic signature certificates. The certificate must be obtained by the shareholder or proxy at no charge to the Company and must be valid on the day the General Shareholders' Meeting is held. It is the sole responsibility of the shareholder or representative to safeguard their electronic signature.

In order for the representative to be registered as a remote attendant at the General Shareholders' Meeting, the representative must have previously sent the Company a copy of their National Identity Document or Passport, and a copy of the proxy, if applicable by postal or electronic means, duly signed by the representative and the represented shareholder. Said documentation must be received at the Company's registered office (Enagás, S.A. - Shareholder Information Office - Paseo de los Olmos, 19, 28005 Madrid) or at the e-mail address provided for this purpose ([accionistas@enagas.es](mailto:accionistas@enagas.es)) no later than

twenty-four hours prior to the date and time scheduled for the holding of the General Meeting (i.e. at 12:00 noon on March 28, 2023 if the General Meeting is held on first call **and at 12:00 noon on March 29, 2023 if, as expected, the General Meeting is held on second call**).

The shareholder or representative who has registered to attend the General Shareholders' Meeting by telematic means and wishes to leave the meeting by registering it with the notary may do so using the form provided for this purpose in the Application.

**Connection and attendance**: shareholders (or proxies) who have previously registered to attend the General Shareholders' Meeting by telematic means in accordance with the previous section **must connect through the Application between 9.30 am and 11.45 am (CEST)** on March 29, 2023 (if the Meeting is held on first call) or on **March 30, 2023 (if, as expected, the Meeting is held on second call)**, and identify themselves again by one of the following means: (i) qualified or advanced electronic signature, based on a qualified and valid electronic certificate, issued by the Spanish Public Certification Entity (CERES), a unit of on the Spanish National Mint or (ii) valid electronic ID card.

**Speeches, proposal and information during the General Shareholders' Meeting**: shareholders (or their proxies) who wish to speak at the General Meeting, make proposals where legally appropriate or request such information or clarifications as they deem necessary regarding the items on the Agenda or such clarifications as they deem necessary regarding the information accessible to the public that the Company has provided to the National Securities Market Commission since the last General Meeting was held and regarding the auditor's report, may do so by completing the form provided for this purpose in the Application up to the closing time of the speeches, which will be duly indicated during the course of the General Meeting. In the event that the shareholder (or their proxy) wishes their speech to be recorded in the minutes of the meeting this must be clearly stated on the form in all cases.

The request for information or clarification exercised during the General Shareholders' Meeting shall be satisfied verbally during the course of the meeting or, if it cannot be satisfied at that time, shall be answered in writing within seven days following the meeting.

**Voting**: Voting on the proposals relating to Agenda items **may take place from the time the shareholder** (or, where applicable, the representative) is **connected as an attendee** and until the Chairperson or, where applicable, the Secretary of the Meeting announces the conclusion of the voting period for the proposed resolutions relating to Agenda items.

With regard to proposals of agreements on matters that, by legal mandate, do not need to be on the Agenda, remote attendees may cast their votes from the moment that these proposals are read out and included in the Application in order to proceed to the vote, through the same Application, and until the Chairperson or, where applicable, the Secretary of the Meeting announces the conclusion of the voting period for the proposed resolutions.

The procedure provided for in the Articles of Association and the Rules and Regulations of General Shareholders' Meetings shall be applied to voting on proposed resolutions.

### **LIVE BROADCAST OF THE GENERAL MEETING**

The shareholder (or their proxy) who attends the General Shareholders' Meeting by telematic means may follow the complete event, which will be broadcasted in real time through the Company's website, without prejudice to its recording and public dissemination through the aforementioned website.

## RIGHT TO INFORMATION

Pursuant to Articles 272, 287, 517 and 518 of the Corporate Enterprises Act, shareholders are advised that they may examine the following information at the registered office of the Company (Paseo de los Olmos, 19, 28005, Madrid), or request that said information be submitted or sent to them free of charge:

- The 2022 Annual Accounts (Balance Sheet, Income Statement, Statement of Changes in Equity, Cash Flow-Statement and Notes), Management Report and Audit Report for both Enagás and its Consolidated Group. The consolidated Management Report incorporates the 2022 Annual Report that contains the non-financial information statement related to the Group in 2022, in accordance with Law 11/2018 of December 28, concerning non-financial information and diversity.
- The full text of the Notice of General Shareholders' Meeting, setting out the resolutions proposed for adoption by the Board of Directors; and, if applicable, the supplement to the Notice of General Shareholders' Meeting and the proposals as presented by the shareholders along with any documentation attached.
- Total number of shares and voting rights at the date of the Notice.
- The attendance, proxy and voting card.
- Identity, curriculum vitae, and category of members of the Board of Directors nominated for re-election, along with the proposal and reports as referred to in Article 529 of Spanish Corporate Enterprises Act.
- The report issued by the Board of Directors pursuant to Article 286 of the Spanish Corporate Enterprises Act containing the rationale for the amendments to the Articles of Association referred to in item 6 on the Agenda.
- Report issued by the Board of Directors justifying the amendments to the Rules and Regulations of the General Shareholders' Meeting referred to in Item 7 of the Agenda.
- Annual Report on Directors' Remuneration.
- The 2022 Annual Report, which forms part of the Consolidated Management Report, considers the Group's relevant financial and non-financial information, meeting the requirements of Law 11/2018.
- Annual Corporate Governance Report (including the Report on the Activity Report of the Audit and Compliance Committee).
- The report issued by the Board of Directors on amendments made to the "Rules and Regulations of the Organisation and Functioning of the Board of Directors of Enagás, S.A.".
- Annual Activity Report of the Sustainability and Appointments Committee.
- Annual Activity Report of the Remuneration Committee.
- The report from the Audit and Compliance Committee on the independence of the external auditor.
- The report from the Audit and Compliance Committee on related-party transactions.

- The procedures for voting and granting proxies at the General Shareholders' Meeting by telematic means of communication and remote attendance and voting approved by the Board of Directors.
- The rules of use of the "Electronic Shareholder Forum" approved by the Board of Directors.

All this information is continuously available on the Company's website ([www.enagas.es](http://www.enagas.es)) in the General Shareholders' Meeting section of the "Shareholders and Investors" tab.

In accordance with Articles 197 and 520 of the Corporate Enterprises Act, shareholders are informed that up to the fifth day prior to the General Shareholders' Meeting, they may request from the Directors any information or clarification they deem appropriate, or submit in writing the questions they judge relevant, and request any clarifications concerning any information accessible to the general public which the company has supplied to the Spanish National Securities Market Commission since the last General Shareholders' Meeting, and also concerning the Auditors' Report.

Pursuant to Article 539 of the Corporate Enterprises Act, on the Company's website ([www.enagas.es](http://www.enagas.es)) in the General Shareholders' Meeting section of the "Shareholders and Investors" tab an "Electronic Shareholder Forum" has been created. The rules of use of the forum were approved by the Board of Directors at its meeting on February 20, 2023.

Any other information on the General Shareholders' Meeting not expressly set out in this Notice may be consulted in the Rules and Regulations of the General Shareholders' Meeting and in the "Process for attendance, voting and appointment of proxies for General Shareholders' Meetings by remote communication" on the Company's website ([www.enagas.es](http://www.enagas.es)) in the General Shareholders' Meeting section of the "Shareholders and Investors" tab or by calling freephone 900 100 399, 10.00 to 14.00 and 16.00 to 18.00, Monday to Friday.

### **PROCESSING OF PERSONAL DATA**

Personal data (including, where applicable, image and voice) that shareholders send to Enagás S.A. to exercise their rights to attend, represent and vote at the General Shareholders' Meeting, or that are provided for these purposes by the entities where these shareholders have their shares deposited, will be processed by Enagás S.A. in accordance with Organic Law 3/2018 on Personal Data Protection and the Guarantee of Digital Rights and with Regulation 2016/679 of the European Parliament and of the Council of April 27, 2016, to carry out the appropriate development, compliance and control of the existing shareholder relationship.

The legal basis for data processing will be compliance with the legal obligations established in the Corporate Enterprises Act, relating to the execution of the shareholder relationship for the management of calling and holding the General Shareholders' Meeting, the processing of the vote cast and delegation of the vote, as well as the management of requests for information or issues raised by the shareholder. The General Shareholders' Meeting may be recorded and broadcast on the Enagás website or by accredited media. The legal basis for processing recordings or images of the shareholder will be the legitimate interest of Enagás S.A. in recording and broadcasting the General Shareholders' Meeting and the consent of the person attending, granted when attending the General Shareholders' Meeting, with other alternative means available for the latter to exercise his rights without attending the event. The data will be retained for as long the individual is a shareholder and, thereafter, for the period of limitation of any legal or contractual actions that may apply.

The personal data will be provided to the Notary exclusively in connection with the drafting of the notarial minutes of the General Shareholders' Meeting and may be provided to third parties to exercise the right to information provided for by law or

accessible to the public insofar as it is disclosed in the course of the General Shareholders' Meeting.

Likewise, suppliers who provide services for the General Shareholders' Meeting may have access to their personal data for any of the purposes set forth in this Notice, as well as for other technical or auxiliary purposes. These suppliers shall be considered as processors and shall process the personal data in accordance with the Company's instructions. The Company will not carry out international transfers of personal data.

Please note that you may exercise your rights of access, rectification, portability, deletion, limitation, opposition and the right not to be subject to automated decisions, when such rights are applicable, by sending your request to [protecciondedatos@enagas.es](mailto:protecciondedatos@enagas.es) or to the postal address at Paseo de los Olmos 19, 28005 Madrid, providing a copy of your ID card or equivalent document and specifying your request. Likewise, if you consider that your data has been processed inappropriately, you will have the right to file a complaint with the Spanish Data Protection Agency ([www.aepd.es](http://www.aepd.es)).

In the event that the shareholder's proxy card or any other card used at the General Shareholders' Meeting includes personal data referring to other individuals, the shareholder must inform them of the points contained in the preceding paragraphs and comply with any other requirements that may be applicable for the proper transfer of the data to Enagás S.A. without the latter having to take any additional action in terms of information or, if necessary, consent.

Further, detailed information about the way process data is available in the Data Protection Policy in the Legal Notice of the website (<https://www.enagas.es/enagas/en/Pie/AvisoLegal>).

## **SUSTAINABLE SHAREHOLDERS' MEETING**

For the fourth year in a row, the Enagás General Shareholders' Meeting will be held as a sustainable event in accordance with the ISO 20121:2013 standard. This means that, from its planning to its development and conclusion, sustainable management criteria are followed in line with Enagás' commitment to sustainability, society and the environment, creating added value for its stakeholders within the framework of one of the most important events for the company.

Madrid, February 23, 2023  
The Secretary to the Board of Directors  
Rafael Piqueras Bautista  
**Enagás, S.A.**

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### **NOTES:**

Shareholders are informed that, as of March 16, and until March 29, both inclusive, the customary gift and the documents mentioned in this Notice of Meeting will be available from the **Shareholder Information Office** at the Company's registered office, Paseo de los Olmos 19, 28005 Madrid, from 10.00 am to 2.00 pm and from 4.00 pm to 6.00 pm, Monday to Friday (working days), on presentation of the attendance, proxy and voting card.

**Shuttle bus service:** Enagás will provide a clearly marked complimentary shuttle bus service for shareholders on **March 30, 2023**, departing from the Company's registered office, located at Paseo de los Olmos, 19, 28005 Madrid, at 11.00 am. After the conclusion of the General Shareholders' Meeting, the shuttle bus will return to its point of departure.



**PROPOSED RESOLUTIONS FOR THE 2023 ORDINARY GENERAL  
SHAREHOLDERS' MEETING**

**First call: 29/03/2023  
Second call: 30/03/2023**

In the event of any discrepancy between the Spanish version and this translation into English, the Spanish version shall prevail.

## MEETING AGENDA

1. To examine and, if appropriate, approve the 2022 Annual Accounts (Balance Sheet, Income Statement, Statement of Changes in Equity, Cash Flow-Statement and Notes) and Management Report of Enagás S.A. and its Consolidated Group.
2. To approve the Consolidated Non-Financial Information Statement included in the Enagás Group Management Report for financial year 2022.
3. To approve, if applicable, the proposed distribution of Enagás, S.A.'s profit for 2022.
4. To approve, if appropriate, the performance of the Board of Directors of Enagás, S.A. for financial year 2022.
5. Re-election of members of the Board of Directors. The following proposals shall be put to vote separately:
  - 5.1 To re-elect Ms Eva Patricia Úrbez Sanz as Director for the four-year period. Ms Eva Patricia Úrbez Sanz has the role of Independent Director.
  - 5.2 To re-elect Mr Santiago Ferrer Costa as Director for the four-year period. Mr Santiago Ferrer Costa has the role of Proprietary Director.
  - 5.3 Establishment of the number of members of the Board of Directors at fifteen.
6. Amendment of the following articles of the Articles of Association in order to expressly provide for the Sustainability and Appointments Committee and the Remuneration Committee in coordination with the amendment already made to the Rules and Regulations on the Board of Directors in 2022. The following proposals shall be put to vote separately:
  - 6.1 Amendment of articles 22 ("Convening the general meeting"), 36 ("Remuneration of the Board of Directors") and 37 ("Posts") to adapt the names of the Remuneration Committee and the Sustainability and Appointments Committee.
  - 6.2 Amendment of Article 45 ("Sustainability, Appointments and Remuneration Committee") to reflect the composition, powers and functioning of the Sustainability and Appointments Committee.
  - 6.3 Addition of a new Article 45 BIS ("Remuneration Committee") on the composition, powers and functioning of the Remuneration Committee.
7. Amendment of Article 5 ("Convening the general meeting") of the Regulations of the General Shareholders' Meeting of the Company in coordination with the proposed amendment of the Articles of Association.
8. To submit the annual report on directors' remuneration referred to in Article 541 of the Corporate Enterprises Act to an advisory vote.
9. To report on the amendments not subject to vote made to the "Rules and Regulations of the Organisation and Functioning of the Board of Directors of Enagás, S.A." since the last General Meeting, in order to adapt them to the

separation of the Sustainability, Appointments and Remuneration Committee into a Remuneration Committee and a Sustainability and Appointments Committee.

10. To delegate authorisation to supplement, develop, implement, rectify and formalise the resolutions adopted at the General Shareholders' Meeting.

### **RESOLUTION 1**

To examine and, if appropriate, approve the 2022 Annual Accounts (Balance Sheet, Income Statement, Statement of Changes in Equity, Cash Flow-Statement and Notes) and Management Report of Enagás S.A. and its Consolidated Group.

**Adoption of the following resolution is proposed to the Ordinary General Shareholders' Meeting:**

"To approve the Annual Accounts (Balance Sheet, Income Statement, Statement of Changes in Equity, Cash Flow-Statement and Notes) and Management Report of Enagás S.A. and its Consolidated Group for the financial year starting on January 1 and closing on December 31, 2022."

### **RESOLUTION 2**

To approve the Consolidated Non-Financial Information Statement included in the Enagás Group Management Report for financial year 2022.

**Adoption of the following resolution is proposed to the Ordinary General Shareholders' Meeting:**

"To approve the Consolidated Non-Financial Information Statement included in the Enagás Group Management Report for financial year 2022".

### **RESOLUTION 3**

To approve, if applicable, the proposed distribution of Enagás, S.A.'s profit for 2022.

**The following proposed resolution is laid before the Ordinary General Shareholders' Meeting:**

"To approve the allocation of Enagás, S.A.'s profits for the 2022 financial year, which amounted to net profit of **463,319,786.12** euros, in line with the following distribution proposal prepared by the Board of Directors:

1. Allocating an amount of 13,261,964.84 euros to the voluntary reserve;
2. Payment of a dividend which was already wholly paid as an interim dividend by virtue of the Board of Directors' resolution of November 21, 2022, which is ratified for all that may be necessary, paid to shareholders on December 21, 2022, and which amounted to 0.688 euros gross per entitled share, making a total of 179,684,064.91 euros;
3. Payment of a final dividend of 1.032 euros gross per entitled share; the applicable taxes will be deducted from this amount. The total amount to be distributed for the whole of the 261,990,074 shares issued at this date would amount to 270,373,756.37 euros.

The final dividend will be paid on **July 6, 2023**.

The following table summarises the distribution of profit:

<b>Distribution</b>	<b>Euros</b>
Voluntary reserves	13,261,964.84
To dividends:	
Interim dividend	179,684,064.91
Final dividend	270,373,756.37
<b>Total results</b>	<b>463,319,786.12</b>

#### **RESOLUTION 4**

To approve, if appropriate, the performance of the Board of Directors of Enagás, S.A. for financial year 2022.

**Adoption of the following resolution is proposed to the Ordinary General Shareholders' Meeting:**

"To approve the performance of the Board of Directors of Enagás, S.A. in the 2022 financial year."

#### **RESOLUTION 5**

"5. Re-election of members of the Board of Directors. The following proposals shall be put to vote separately:

- 5.1 To re-elect Ms Eva Patricia Úrbez Sanz as Director for the four-year period. Ms Eva Patricia Úrbez Sanz has the role of Independent Director.
- 5.2 To re-elect Mr Santiago Ferrer Costa as Director for the four-year period. Mr Santiago Ferrer Costa has the role of Proprietary Director.
- 5.3 Establishment of the number of members of the Board of Directors at fifteen.

At the time of sending out the call to the Meeting, the shareholders were provided with the following reports, with detailed information on the proposals for re-election of Directors:

"REPORT PREPARED BY THE BOARD OF DIRECTORS OF ENAGÁS, S.A. PURSUANT TO ARTICLE 529 DECIES OF THE CONSOLIDATED TEXT OF THE CORPORATE ENTERPRISES ACT JUSTIFYING THE PROPOSED RE-ELECTIONS OF DIRECTORS

INCLUDED IN ITEM 5 ON THE AGENDA OF THE GENERAL SHAREHOLDERS' MEETING CALLED FOR MARCH 29 AND 30, 2023, AT FIRST AND SECOND CALL RESPECTIVELY."

"REPORT PREPARED BY THE SUSTAINABILITY AND APPOINTMENTS COMMITTEE OF ENAGÁS, S.A. PURSUANT TO ARTICLES 529 DECIES AND 529 QUINQUEDECIES OF THE CONSOLIDATED TEXT OF THE SPANISH CORPORATE ENTERPRISES ACT JUSTIFYING THE PROPOSED RE-ELECTION OF DIRECTORS INCLUDED IN ITEM 5 ON THE AGENDA OF THE GENERAL SHAREHOLDERS' MEETING CALLED FOR MARCH 29 AND 30, 2023, AT FIRST AND SECOND CALL RESPECTIVELY."

Without prejudice to the express referral to such reports, their content is summarised here:

**1. "Re-election of Ms Eva Patricia Úrbez Sanz as Independent Director.**

Ms Eva Patricia Úrbez Sanz was appointed Independent Director at the General Shareholders' Meeting of March 29, 2019 with 99.046% votes in favour. She is Independent Director and member of the Audit and Compliance Committee.

**Personal data.**

Eva Patricia Úrbez, 50, is currently Director General of Public Sector at Fujitsu Spain and is a member of Fujitsu's Iberia Executive Committee since joining in June 2014. She is responsible for the management of key customers such as the General State Administration and attached bodies, the institutions of Justice, Security, Defence and Interior, as well as of regional and local government authorities and Fujitsu's head for the digital transformation of its customers in Spain with a large multidisciplinary team in charge.

She holds a degree in Telecommunications Engineering from the University of Zaragoza, complemented by several exclusive management programmes: Transformational Leadership Program, ICLD, Fundación CEDE, Spain (2016); Atos Executive GOLD (Talent Development Programme), HEC Paris, France (2014); Masters in Logistics (APICS) - CEL (Spanish Logistics Centre), Spain (2000) and ESADE Programme for Directors (2020).

With more than 27 years of professional experience in the world of Information and Communication Technologies (ICT), she has developed her professional career in multinational companies:

- Accenture (Spain), as Manager (different areas - Banking, Telecommunications, Utilities, Public Sector - and responsibilities).
- Mercedes Benz (Germany and the Netherlands), as Director of the SAP Logistics Consulting Department in the Daimler Chrysler Solution Center.
- Everis España (currently NTT) as Senior Manager of the Public Sector and Head of Employment Division in Spain.
- Atos Origin (Spain) as Consulting Director and Market Director- Public Sector Spain.
- Atos Corporation (France) as VP Head of Public Sector, Health and Transport Vertical Portfolio - Worldwide
- Fujitsu Technology Solutions (Spain) where she holds her current position as Head of Public Sector at Fujitsu Spain, and member of the Iberia Executive Committee.

Eva Patricia Úrbez began her career as a business consultant, subsequently acquiring negotiation and sales skills complemented by business development and executive management skills. She has over 22 years of experience working for the public sector, both in Spain and internationally, in which her experience as Global Market Leader of the public sector, health and transport portfolio during her time at Atos stands out. She is a member of the AED (Spanish Association of Directors) and collaborator of the ILCD alumni group.

She actively participates in media outreach activities, being co-founder of the think-tank #somosmujerestech and author of numerous articles in business communication.

### **Attendance at Board Meetings.**

During her previous four-year term of office, Ms Eva Patricia Úrbez attended all meetings of the Board and of the Sustainability and Appointments Committee until the date when she ceased to be a member. She has also attended all the meetings of the Audit and Compliance Committee since she joined it on April 25, 2022.

### **Contribution of Ms Eva Patricia Úrbez to the Board's skills matrix.**

The Sustainability and Appointments Committee re-elected Ms Eva Patricia Úrbez as it particularly values her **vast technical training** and, particularly, **her experience in business management**, in both national and **international** context, in addition to her experience **with new technologies**.

Her skills are ideal for completing the current skills matrix of the Enagás Board of Directors.

The fact that the proposed Director is a woman **allows to maintain the diversity** target of at least **40%** of its Board of Directors members being **women** by 2022.

### **Proposal submitted to the General Shareholders' Meeting.**

Taking into account the foregoing and for the purposes of article 529 decies.4 and 529 quidecies.3 c) of the Consolidated Text of the Corporate Enterprises Act, the Sustainability and Appointments Committee has proposed the re-election of Ms Eva Patricia Úrbez Sanz as Independent Director of the Company. The Board has adopted the Committee's proposal as its own.

## **2. "Re-election of Mr Santiago Ferrer Costa as Proprietary Director at the proposal of the Sociedad Estatal de Participaciones Industriales (SEPI)."**

In October 2018, the SEPI shareholder proposed the appointment of Mr Santiago Ferrer Costa as a Proprietary Director of SEPI, to serve as a Board Member of Enagás, S.A., replacing Mr Jesús Máximo Pedrosa, who resigned from the post.

At its meeting on October 15, 2018, the Board of Directors, following a report from the Sustainability and Appointments Committee, appointed Mr Santiago Ferrer Costa as Director to cover the vacancy left by Mr Pedrosa. Likewise, the Board appointed Mr Ferrer as a member of the Sustainability and Appointments Committee to replace Mr Pedrosa.

The General Meeting of Shareholders held on March 29, 2019 resolved to appoint her as a Director for the statutory period of four years. The appointment received 94.47% of votes in favour.

The Board and the Sustainability and Appointments Committee consider that having two Proprietary Directors proposed by the Sociedad Estatal de Participaciones

Industriales (SEPI) - the SEPI itself, a legal entity represented by its Vice-chairman Mr Bartolomé Lora Toro, and Mr Pedrosa - on the Board does not breach Recommendation 16 of the Code of Good Governance of the National Securities Market Committee given that:

*"The percentage of Proprietary Directors out of all Non-Executive Directors should not be greater than the proportion between the ownership stake of the shareholders they represent and the remainder of the company's capital.*

*This criterion can be relaxed:*

*a) In large cap companies where few or no equity stakes attain the legal threshold for significant shareholdings.*

*b) In companies with a plurality of shareholders represented on the board but not otherwise related".*

Sociedad Estatal de Participaciones Industriales (SEPI) is a public entity governed by Law 5/1996 of January 10, and implementing regulations, with a 5% stake in the share capital of Enagás, S.A., but the voting rights of which are not subject to the limitations determined by additional provision thirty-one of Hydrocarbons Law 34/1998 of October 7. There are currently very few significant shareholdings in the Company's capital. In Enagás' case, this justifies relaxing the proportionality criterion set forth in recommendation 16, as outlined above, as the situation described in its section a) is applicable to the Company.

### **Attendance at Board Meetings.**

During his previous four-year term, Mr Ferrer attended all the meetings of the Board of Directors and all the meetings of the Sustainability and Appointments Committee.

### **Personal data.**

Mr Santiago Ferrer Costa, 51 years old, holds a degree in Economics and Business Administration from the University of the Balearic Islands (UIB), specialising in business in general.

Director of the Economic and Social Council (CES) of the Balearic Islands. Member of the Economics Committee.

He is a practising economist from the Association of Economists of the Balearic Islands. Sole Director of Morna Assessors, associated with Grupo Tax Economistes i Advocats.

### **Mr Ferrer's contribution to the Board's skills matrix.**

Mr Ferrer holds the status of Proprietary Director proposed by the SEPI shareholder. The trust placed in him by the proposing shareholder is very important in his designation. Nevertheless, the Committee and the Board value very highly the contribution of Mr Ferrer to the skills set required of the Board for the best performance of its functions.

His economic background and practical professional experience in the field of consulting help cover the Board's needs for knowledge and experience in this field.

### **Proposal submitted to the General Shareholders' Meeting.**

Taking into account the foregoing and for the purposes of Article 529 decies.4 and 529 quidecies.3 c) of the Consolidated Text of the Corporate Enterprises Act, the Sustainability and Appointments Committee has proposed the appointment of Mr Santiago Ferrer Costa as Proprietary Director of the Company. The Board proposes the re-election of Mr Ferrer.

### **3. Board structure following the appointment proposed to the General Shareholders' Meeting.**

#### **Independence and diversity.**

Following the proposed appointments, the Board maintains the number of members at 15. The percentage of independent directors is 66.66% (10 out of 15), although this will increase to 73.33% (11 out of 15) once the Director Ms María Teresa Costa Campí, who currently holds the category of Other External Director, is reclassified as an Independent Director in March 2023, in accordance with the CNMV's instructions. The percentage of women remains at 40% (6 out of 15).

With this, the Board of Directors complies with all the recommendations currently established by the CNMV's Good Governance Code for Listed Companies in terms of size and composition.

#### **Separation of the offices.**

Since 2012, the Company has separated the positions of Chairman of the Board of Directors and Chief Executive Officer, and since 2010 has had an Independent Leading Director, the post held by Ms Ana Palacio Vallelersundi, providing an additional guarantee for the proper functioning of the Board.

Mr Antonio Llardén Carratalá has the role of Non-Executive Chairman. Having served as Executive Chairman until March 31, 2022, the Meeting held on March 31, 2022 resolved to re-elect him as an "other external" Director.

As Chief Executive Officer, Mr Arturo Gonzalo Aizpiri is the only executive member of the Board of Directors.

The internal structure guarantees that all the functions promoting the control that must be exercised by the Board of Directors in relation to the executive and business functions that fall to the Chief Executive Officer maintain the necessary independence, and are functionally assigned to the Board of Directors through the Audit and Compliance Committee.

#### **Assessment of the Board's performance.**

The Board is subject to an annual evaluation process by an independent expert. The assessment for the 2022 financial year has been carried out with the collaboration of the firm KPMG.

The result of the valuation is reflected in the Annual Corporate Governance Report.

#### **Skills matrix.**

Enagás has a Board's skills matrix that is kept up to date. The one corresponding to 2022 has been published as part of the "Annual Report" prior to the call to Meeting and is set out below.

	Audit and Compliance Committee						Sustainability and Appointments Committee						Remuneration Committee		
	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Senior management	x	x	x	x	x				x		x				x
Industry experience	x	x		x		x		x	x			x	x		
International experience	x	x	x	x	x	x	x		x	x	x		x		
Audit and finance	x	x		x				x							
Risk management		x	x	x	x			x							
Strategy		x	x	x	x	x	x	x	x		x	x			x
Institutional experience and public service	x	x	x	x	x		x	x	x		x			x	x
Legal, regulatory and corporate governance				x	x		x							x	x
Technology		x	x	x				x		x		x			x
Innovation		x	x	x				x	x	x					
Cybersecurity			x	x											x
People, culture, talent and human rights management	x	x	x	x	x				x						
Sustainability, climate change and environment	x	x	x		x	x	x	x	x	x	x	x	x	x	

The re-election of the Directors aims to maintain the skills of the Board.

### Implication of the Directors.

Fourteen meetings of the Board of Directors were held during 2022. **All the Directors attended all of them.** The individual breakdown is as follows:

- Mr Antonio Llardén Carratalá (Chairman) attended all the Board meetings.
- Mr Arturo Gonzalo Aizpiri (Chief Executive Officer) attended all the Board meetings.
- Ms Ana Palacio Vallelersundi attended all the meetings of the Board and of the Sustainability and Appointments Committee.
- Ms Eva Patricia Úrbez Sanz attended all the meetings of the Board and of the Sustainability and Appointments Committee until the date on which she ceased to be a member. She has also attended all meetings of the Audit and Compliance Committee since she joined it on April 25, 2022.
- Sociedad Estatal de Participaciones Industriales (SEPI), represented by Mr Bartolomé Lora Toro, attended all the meetings of the Board and of the Audit and Compliance Committee.
- Mr Santiago Ferrer Costa attended all the meetings of the Board of Directors and of the Sustainability and Appointments Committee.
- Mr José Blanco López attended all meetings of the Board of Directors and of the Audit and Compliance Committee, until the date on which he ceased to be a member. He has also attended all meetings of the Sustainability and Appointments Committee since joining the Committee on April 25, 2022.
- Mr José Montilla Aguilera attended all meetings of the Board of Directors and the Audit and Compliance Committee.
- Mr Cristóbal José Gallego Castillo attended all the meetings of the Board and of the Sustainability and Appointments Committee.

- Ms Natalia Fabra Portela attended all meetings of the Board of Directors and of the Audit and Compliance Committee, **with the exception of the Committee meeting of July 21.**
- Ms Maria Teresa Arcos Sánchez attended all meetings of the Board of Directors and the Sustainability and Appointments Committee until the date on which she ceased to be a member. She has also attended all meetings of the Remuneration Committee since she joined it on April 25, 2022.
- Ms María Teresa Costa Campí attended all meetings of the Board of Directors and of the Sustainability and Appointments Committee.
- Ms Clara Belén García Fernández-Muro attended all the meetings of the Board of Directors and of the Remuneration Committee.
- Mr Manuel Gabriel González Ramos attended all meetings of the Board of Directors and of the Remuneration Committee.
- Mr David Sandalow attended all meetings of the Board of Directors and of the Sustainability and Appointments Committee, with the exception **of the Committee meetings of June 20 and December 19.**

The Directors, especially the Chairwomen and the Chairman of the Committees, maintain permanent contact with those Senior Managers responsible for the areas of their competence.

Accordingly,

**The following resolutions are proposed for adoption before the General Shareholders’ Meeting, which will be subject to separate votes:**

“5. Re-election of members of the Board of Directors. The following proposals shall be put to vote separately:

- 5.1 To re-elect Ms Eva Patricia Úrbez Sanz as Director for the four-year period. Ms Eva Patricia Úrbez Sanz has the role of Independent Director.
- 5.2 To re-elect Mr Santiago Ferrer Costa as Director for the four-year period. Mr Santiago Ferrer Costa has the role of Proprietary Director.
- 5.3 Establishment of the number of members of the Board of Directors at fifteen”.

<b>RESOLUTION 6</b>
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6. Amendment of the following articles of the Articles of Association in order to expressly provide for the Sustainability and Appointments Committee and the Remuneration Committee in coordination with the amendment already made to the Rules and Regulations on the Board of Directors in 2022. The following proposals shall be put to vote separately:

- 6.1 Amendment of articles 22 (“Convening the general meeting”), 36 (“Remuneration of the Board of Directors”) and 37 (“Posts”) to adapt the

names of the Remuneration Committee and the Sustainability and Appointments Committee.

- 6.2 Amendment of Article 45 ("Sustainability, Appointments and Remuneration Committee") to reflect the composition, powers and functioning of the Sustainability and Appointments Committee.
- 6.3 Addition of a new Article 45 BIS ("Remuneration Committee") on the composition, powers and functioning of the Remuneration Committee.

In accordance with the provisions of Article 286 of the consolidated text of the Corporate Enterprises Act and in conformity with the Regulations of the Companies Registry, a report by the Company's Board of Directors is attached to these proposed resolutions, which constitutes an integral part of same and serves by way of justification for the proposal to amend the Articles referred to.

In this regard, and as item 6.1 of the Agenda, it is proposed to amend articles 22, 36 and 37 of the Articles of Association to incorporate the new name of the Remuneration Committee and the Sustainability and Appointments Committee, in accordance with the separation of the Sustainability, Appointments and Remuneration Committee into two separate Committees, as agreed by the Board at its meeting on April 25, 2022, without modifying the substantive regime of the aforementioned Articles of Association, in alignment with the regime provided for in the current Rules and Regulations on the Board of Directors.

The proposed amendments to Articles 22, 36 and 37 will be voted on jointly since the reason for the amendment is the same.

In addition, under point 6.2 of the Agenda, it is proposed to amend Article 45 ("Sustainability, Appointments and Remuneration Committee") to include the composition, competencies and functioning of the Sustainability and Appointments Committee. In this respect, it is proposed to amend the heading of the Article, which would be renamed "Sustainability and Appointments Committee," and to eliminate the powers in matters of remuneration, which are attributed to the Remuneration Committee in the new Article 45 BIS of the Articles of Association, the incorporation of which is proposed to this General Meeting, in coordination with the provisions of the current Regulations of the Board.

Finally, and as item 6.3 of the Agenda, it is proposed to incorporate the regulation of the Remuneration Committee with regard to the basic rules relating to its composition, functioning and powers of legal origin in a new Article, 45 BIS, in alignment with the system provided for in the current Rules and Regulations on the Board of Directors.

The Remuneration Committee shall be responsible for: (i) proposing to the Board the Remuneration Policy for Directors and general managers or those performing senior management duties, pursuant to Article 529 quidecies.g) of the Corporate Enterprises Act; (ii) proposing to the Board the basic conditions of the contracts of Senior Managers, pursuant to Article 529 quidecies.e) of the Corporate Enterprises Act; and (iii) reporting to the Board on the individual remuneration of each Director, pursuant to articles 529 septdecies.3 and 529 octodecies.3 of the Corporate Enterprises Act, without prejudice to the additional powers attributed to it by the Rules and Regulations on the Board of Directors derived from the Good Governance Code and the CNMV's Technical Guide 1/2019 on appointments and remuneration committees, among others.

The amendment to Article 45 and the introduction of the new Article 45 BIS shall be the subject of a separate vote.

**In view of the above, the following resolutions are proposed for adoption before the Ordinary General Meeting, which will be subject to separate votes:**

- 6.1** "Approve the amendment of articles 22 ("Convening the General Meeting"), 36 ("Remuneration of the Board of Directors") and 37 ("Posts") of the Company's Articles of Association to adapt the names of the Remuneration Committee and the Sustainability and Appointments Committee, the full text of which now reads as follows:

**"ARTICLE 22. – CONVENING THE GENERAL SHAREHOLDERS' MEETING.**

*The General Shareholders' Meeting must be convened by public announcement in the following media at least: (a) by placing a notice in the Boletín Oficial del Registro Mercantil (Spanish Official Gazette of the Companies Registry) or in a daily newspaper with one of the broadest circulations in Spain; (b) the website of the CNMV, the Spanish securities market regulator; and (c) on the Company's website. An announcement published on the Company's website shall remain accessible via the same at least until the General Shareholders' Meeting is held. The Board of Directors may decide to publicise the convening of the meeting in any other media that it might see fit, to provide greater publicity for the meeting.*

*Notices convening General Meetings shall be issued at least one month prior to the date of the event. Notwithstanding the foregoing, when the Company offers shareholders the real possibility of voting by electronic means accessible to all shareholders, Extraordinary Shareholders' Meetings may be convened with minimum notice of fifteen days. The reduction of the required convening notice period shall require an express resolution adopted at a General Shareholders' Meeting by at least two thirds of subscribed capital with voting rights. This resolution shall not be valid beyond the date on which the subsequent meeting is held.*

*The Notice of Meeting shall state the name of the Company, the original date and time scheduled for the meeting on first call, as well as its Agenda, listing all business to be transacted at the meeting, the position of the person or persons executing the call and, the date the shareholder must have their name registered to participate and vote at the General Shareholders' Meeting, the place where and format in which the complete text of the documents and proposed resolutions can be obtained, and the address of the Company website where the information will be made available. It shall also state the date on which, if applicable, the Meeting shall be held upon second call.*

*There must be a difference of at least 24 hours between the first and second Meeting times.*

*Furthermore, the notice shall contain clear and exact information on the formalities that the shareholder must complete in order to take part and register their vote at the General Shareholders' Meeting, in particular the following information:*

- a) The right to request information, to include points in the Agenda and to submit resolution proposals, as well as the deadline to exercise their rights. Whenever it is stated that further information on said rights can be found on the website, the notice may be limited to stating the deadline for exercising rights.*
- b) The system for issuing votes by proxy, with particular mention of the forms that must be used to delegate votes and the media that must be used for the Company to accept notification of delegated representation by electronic means.*

- c) *The procedures established for remote voting, whether by post or electronic means.*

*The convening notice must state the right of shareholders to freely and immediately access at the registered office those documents that must be subjected to the approval of the same and the Auditor's Report.*

*From the moment the convening is announced and up until the General Meeting is held, the following information must be posted without interruption on the Company's website:*

- a) *The convening notice.*
- b) *The total number of shares and voting rights on the date of the convening, broken down by share categories if any.*
- c) *The documents that will be presented at the General Meeting, in particular the management, auditor and independent expert reports.*
- d) *The full texts of the proposed resolutions detailing each and every item on the Agenda, or where items merely for informative purposes are concerned, a report from the competent bodies detailing each such item. As they are received, resolutions proposed by shareholders will also be included.*
- e) *In the case of appointment, ratification or re-election of members of the Board of Directors, the identity, curriculum vitae and category to which each belongs, along with the proposal, the Board's report in justification of the proposal containing an appraisal of the competence, experience and merits of the proposed candidate and the report of the Sustainability and Appointments Committee in the case of the appointment or re-election of a Non-Independent Director. In the case of a legal person, the information must include that pertaining to the natural person to be appointed to exercise the functions of the post on a permanent basis.*
- f) *The forms that must be used for vote by proxy and remote voting, except when sent directly by the Company to each shareholder. If for technical reasons these cannot be posted on the website, the Company must indicate on the website information on how to obtain hard copies of these forms and must send them to any shareholder that requests them.*

*Shareholders that represent at least three percent of share capital may request that a supplement to the convening notice for the General Shareholders' Meeting be published, on which one or more items are added to the Agenda, provided that the new points are accompanied with their justification or, if applicable, a justified resolution proposal. In no case may said right be exercised for the convening of Extraordinary Shareholders' Meetings. In order to exercise this right, shareholders must submit their request by means of a certified notification which must be received at the registered office of the Company within the five days following the publication of the notice of the meeting. Any such supplement to the notice of meeting shall be published at least fifteen days in advance of the scheduled date of the General Meeting. Failure to publish the supplement to the notice of meeting by the legally established deadline shall render the Meeting void.*

*Shareholders representing at least three percent of the share capital may, within the time limit indicated in the foregoing paragraph, present well-founded proposals for resolutions on matters already included or that should be included on the Meeting's Agenda. The Company will ensure that these proposed resolutions and any attached documentation reach the rest of the shareholders, in accordance with the provisions of section d) of the seventh paragraph of this Article."*

**"ARTICLE 36. – REMUNERATION OF THE BOARD OF DIRECTORS.**

*The position of Director shall be remunerated.*

*The General Shareholders' Meeting shall determine the total maximum remuneration to be paid to Members of the Board of Directors in their capacity as such. Said remuneration shall comprise a cash sum payable on an annual basis or in respect of such period as the General Meeting may determine, a fee for each Board of Directors meeting a Director actually attends, a fee for sitting on the Committees of the Board of Directors, and another for acting as Chairperson of same, and in the case of the Independent Leading Director, a supplementary amount in remuneration of said function. The allocation of remuneration among the various remuneration components and to each Director shall be determined by resolution of the Board of Directors, after receiving a report from the Remuneration Committee, and taking into consideration the duties and responsibilities attributed to each Director.*

*Directors may receive additional remuneration in the form of company shares, share options or other securities that enable the holder to obtain shares, or through other remuneration systems based on the price of the shares quoted on a public exchange. The implementation of said systems shall be presented to the General Shareholders' Meeting for approval, and the Meeting shall determine the maximum number of shares that may be allocated to this remuneration system in each financial year, or the system for calculating the price for the exercise of option rights, the reference value of the shares applied, if applicable, and the term of duration of the scheme.*

*Directors who have executive functions in the Company, whatever the nature of their legal relationship with the Company, will also be entitled to receive remuneration for the performance of these functions, which must be set forth in a contract between the Director and the Company, which shall consist of: (i) a fixed remuneration, in cash and in specie, commensurate with the services rendered and responsibilities assumed; if applicable (ii) a variable remuneration short-term and long-term and the general system of incentives established for the Company's Senior Management, which might comprise the delivery of shares, or the entitlement to options on same, or remuneration based on the value of the shares, subject to the requirements set forth in the prevailing legislation at any given time; (iii) a benefits component to include appropriate pension and insurance schemes and social security benefits; as well as, if applicable (iv) a consideration for a post-contractual covenant not to compete. They will be entitled to compensation if they were asked to step down but it was not due to the discharging of duties.*

*Directors shall be entitled to the payment or reimbursement of expenses incurred as a result of attendance at meetings and other tasks directly related to the performance of their duties, such as travel, accommodation, meals and any other which may arise.*

*The Company may take out civil liability insurance for Directors and Senior Managers.*

*The policy for Directors' remuneration shall be in keeping with the remuneration system provided for herein, and shall be approved by the General Shareholders' Meeting as a separate item on the Agenda to be applied for a maximum period of three financial years. However, the proposal for a new Directors' remuneration policy must be submitted to the General Shareholders' Meeting prior to the end of the last financial year of application of the previous policy, and the General Shareholders' Meeting may determine that the new policy shall apply from the date of approval and for the following three financial years. Any modification or replacement thereof during said period shall require the prior approval of the General Shareholders' Meeting in accordance with the procedure established for its approval.*

*Directors' remuneration shall be disclosed in the legally established terms, in the Notes to the Annual Accounts, in the Annual Corporate Governance Report and in the Annual Report on Directors' Remuneration. The latter report shall be submitted to an advisory vote as a specific item on the Agenda of the Ordinary General Meeting.*

*In the event that the Annual Report on Directors' Remuneration is rejected in the advisory vote at the Ordinary General Shareholders' Meeting, the Company may only continue to apply the remuneration policy in force at the date of the General Meeting until the next General Meeting is held."*

**"ARTICLE 37.- POSTS.**

*The Board of Directors shall appoint its Chairperson pursuant to the report of the Sustainability and Appointments Committee. The appointment as Chairperson of an Executive Director shall require the favourable vote of two-thirds of the members of the Board.*

*The Board of Directors may appoint an Independent Director, on the proposal of the Sustainability and Appointments Committee, to perform the following duties, under the title of Independent Leading Director:*

- a) To request the Chairperson of the Board of Directors to convene that body when said Lead Independent Director deems it appropriate.*
- b) To request that items be included on the Agenda of the meetings of the Board of Directors.*
- c) To coordinate and convene the Non-Executive Directors.*
- d) To oversee the Board's evaluation of its Chairperson and, where appropriate, the Chief Executive Officer.*
- e) To perform as a Vice Chairperson the functions of the Chairperson as regards the Board of Directors, if the Chairperson is absent, ill or unable to act as Chairperson for whatever reason. In the absence of an Independent Leading Director, for the purposes of this section the most senior Director in age shall act as Chairperson.*

*The appointment of an Independent Leading Director shall be obligatory, if the Chairperson of the Board is an Executive Director. In such cases the Independent Leading Director shall be appointed by the Board with the Executive Directors abstaining from the vote.*

*The Chairperson and the Secretary to the Board of Directors and the Vice Secretary, if applicable, if re-elected to the Board by a resolution of the General Meeting, shall continue to perform the offices hitherto held on the Board without need of being freshly elected, subject to the power of revocation of such offices that rests with the Board of Directors."*

- 6.2** "Approve the amendment of Article 45 ("Sustainability, Appointments and Remuneration Committee") of the Company's Articles of Association to include the composition, powers and functioning of the Sustainability and Appointments Committee, the full text of which now reads as follows:

## **"ARTICLE 45.- SUSTAINABILITY AND APPOINTMENTS COMMITTEE.**

*The Board of Directors shall appoint from among its members a Sustainability and Appointments Committee that shall comprise a minimum of three and a maximum of seven Directors. A majority of Committee members must be Independent Directors and no Executive Directors may be included among its members. The Committee Chairperson shall be selected from among the Independent Directors by the Board of Directors, and shall not have the casting vote.*

*The Committee shall possess functions and competences in the following areas, in addition to those that may be attributed to it in the Articles of Association or the Rules and Regulations of the Board of Directors:*

- a) To evaluate the skills, knowledge and experience needed on the Board of Directors. To this end, it shall determine the functions and skills required of the candidates to fill each vacancy, and evaluate the precise amount of time and degree of dedication necessary for them to effectively perform their duties.*
- b) To establish a goal concerning the representation of the less-represented gender on the Board of Directors and to prepare guidelines on how this goal can be attained.*
- c) To forward to the Board of Directors proposed appointments of Independent Directors for their designation by co-option or subject to the decision of the General Shareholders' Meeting, as well as on proposals for their re-election or removal by the General Shareholders' Meeting.*
- d) To report on proposed appointments of the remaining Directors for them to be designated by co-option or subject to the decision of the General Shareholders' Meeting, as well as on proposals for their re-election or removal by the General Shareholders' Meeting.*
- e) To report on proposals for the appointment and removal of senior managers.*
- f) To examine and organise the succession of the Company's Chairperson and CEO and, if appropriate, to make proposals to the Board to ensure the succession is smooth and well-planned.*
- g) To report to the Board on general policy concerning Sustainability and Good Corporate Governance, ensuring the adoption and effective application of best practices, both those which are compulsory and those that are in line with generally accepted recommendations. To do this, the Committee may submit to the Board the initiatives and proposals it deems appropriate and shall report on the proposals submitted to the Board and on the information the Company releases to shareholders annually regarding these issues.*

*The Committee shall meet at least four times a year, with meetings being called by the Chairperson. The Committee may seek advice both internally and externally and request the attendance of senior management personnel of the Company and its Group, as deemed necessary in the execution of its duties."*

- 6.3** "Approve the incorporation of a new Article 45 BIS ("Remuneration Committee") to the Company's Articles of Association relating to the composition, powers and functioning of the Remuneration Committee, the full text of which now reads as follows:

## **ARTICLE 45 BIS.- REMUNERATION COMMITTEE**

*The Board of Directors shall appoint from among its members a Remuneration Committee that shall comprise a minimum of three and a maximum of seven Directors. A majority of Committee members must be Independent Directors and no Executive Directors may be included among its members. The Committee Chairperson shall be selected from among the Independent Directors by the Board of Directors, and shall not have the casting vote.*

*The Committee shall possess functions and competences in the following areas, in addition to those that may be attributed to it in the Articles of Association or the Rules and Regulations of the Board of Directors:*

- a) To propose to the Board of Directors a remuneration policy for Directors and general managers or those who perform senior management functions and report directly to the Board of Directors, to executive committees or Executive Directors, along with individual remuneration and other contractual terms of Executive Directors, also to ensure that said policy is observed.*
- b) To propose to the Board the standard conditions for Senior Managers' contracts.*
- c) To report to the Board of Directors, in advance, on the individual determination of the remuneration of each Director in their capacity as such within the statutory framework and the remuneration policy, as well as for the performance of the executive functions attributed to them in the remuneration policy and in accordance with the provisions of their contract.*

*The Committee shall meet at least four times a year, with meetings being called by the Chairperson. The Committee may seek advice both internally and externally and request the attendance of senior management personnel of the Company and its Group, as deemed necessary in the execution of its duties.""*

### **RESOLUTION 7**

7. Amendment of Article 5 ("Convening the general meeting") of the Regulations of the General Shareholders' Meeting of the Company in coordination with the proposed amendment of the Articles of Association.

It is proposed that section 5.2.2.d) of Article 5 of the Regulations of the General Shareholders Meeting of the Company be amended to adapt the name of the Sustainability, Appointments and Remuneration Committee set out in the Regulations to the current name of the Committee: the "*Sustainability and Appointments Committee*", in coordination with the proposed amendment of Article 45 of the Articles of Association, as stated under item 6 of the agenda, and in accordance with the provisions of the current Rules and Regulations on the Board of Directors.

A Directors' Report is attached to the present resolution proposal, and constitutes an integral part of the same, and serves by way of justification for the proposal to amend the aforementioned Article of the Rules and Regulations of General Shareholders' Meetings.

**Therefore, the adoption of the following resolution is proposed to the Ordinary General Shareholders' Meeting:**

7. "To approve the amendment of Article 5 ("Convening the general meeting") of the Regulations of the General Shareholders' Meeting of the Company in coordination

with the proposed amendment of the Articles of Association, the complete text of which is now worded as follows:

## **"5. – CONVENING THE GENERAL SHAREHOLDERS' MEETING**

### **5.1.- POWER AND DUTY TO CALL A MEETING.**

*The power to call an ordinary or extraordinary General Meeting rests with the Board of Directors, which shall draw up the Agenda listing the business to be transacted by the General Meeting.*

*The Board must call the ordinary General Meeting within the first six months of each year.*

*The Board may call a General Meeting whenever it thinks fit for the benefit of the Company's affairs.*

*The General Meeting shall also be convened in any other event in which laws and regulations so require.*

*Without prejudice to the foregoing, the Board is under a duty to call an extraordinary General Meeting upon request by shareholders representing at least three percent of share capital, specifying the business to be transacted in such request. In this case, the meeting must be called to be held within the two months following the date on which the governing body was required through a notary to call it; the notice of the meeting must include on the Agenda the business that was the purpose of the request.*

### **5.2.- ANNOUNCEMENT AND NOTICE OF THE CALL**

#### **5.2.1.- TIMING AND FORM OF ANNOUNCEMENT.**

*General Meetings must be convened in a manner that guarantees all shareholders fast, non-discriminatory access to this information. The Meeting Notice shall be disseminated through, at a minimum, the following media: (a) by placing a notice in the Official Gazette of the Companies Registry or in one of the most widely circulated daily newspapers in Spain; (b) the website of the CNMV (the Spanish securities market regulator); and (c) on the Company's website, at least one month prior to the date scheduled for the meeting.*

*Notwithstanding the foregoing, when the Company offers shareholders the real possibility of voting by electronic means accessible to all shareholders, Extraordinary Shareholders' Meetings may be convened with minimum notice of fifteen days. The reduction of the required convening notice period shall require an express resolution adopted at a General Shareholders' Meeting by at least two thirds of subscribed capital with voting rights. This resolution shall not be valid beyond the date on which the subsequent meeting is held. An announcement published on the Company's website shall remain accessible via the same at least until the General Shareholders' Meeting is held.*

*Shareholders that represent at least three percent of the share capital may request that a supplement to the convening notice for the general Shareholders' Meeting be published, including one or more points in the Agenda, provided that the new points are accompanied with their justification or, if applicable, a justified resolution proposal. In no case may said right be exercised for the convening of Extraordinary Shareholders' Meetings. In order to exercise this right, shareholders must submit their request by means of a certified notification which must be received at the*

registered office of the Company within the five days following the publication of the notice of the meeting.

Any such supplement to the notice of meeting shall be published at least fifteen days in advance of the scheduled date of the General Meeting. Failure to publish the supplement to the notice of meeting by the legally established deadline shall render the Meeting void.

Shareholders representing at least three percent of the share capital may, within the time limit indicated in the foregoing paragraph, present well-founded proposals for resolutions on matters already included or that should be included on the Meeting's Agenda. The Company will ensure that these resolution proposals and any attached documentation reach the rest of the shareholders, in accordance with the provisions of section d) of the fourth paragraph of Article 5.2.2 below.

Prior to its publication, the Company must file the notice of meeting with the CNMV (the Spanish securities market regulator), the Spanish securities exchanges and any other markets on which the Company's shares are listed for trading, and inform member entities of the relevant securities registration, clearing and settlement body.

In addition to the statutory requirements set out above, in order to achieve maximum dissemination and ensure that shareholders have sufficient time to request and obtain additional information related to the items on the Agenda, the Board of Directors shall endeavour to ensure that the notice is published in advance of the statutory deadline in a number of corporate communication media exceeding the minimum requirement established by law, unless this is impracticable because of the urgency of the situation or other circumstances beyond the control of the Board. In addition, the Notice of Meeting shall be re-published on a date closer to that scheduled for the meeting by way of reminder.

The Company will send its shareholders, either directly or indirectly through the third parties appointed by such shareholders, the central securities depository or the intermediary entity, a notice indicating where they can find the information necessary to enable them to exercise the rights deriving from their shares, under the terms provided for in the applicable regulations.

#### **5.2.2.- CONTENT OF NOTICE.**

The Notice of Meeting shall give the name of the Company, the original date and time scheduled for the meeting on first call, as well as the Agenda, listing all matters to be dealt with at the meeting, the position of the person or persons executing the call and, the date the shareholder must have their name registered to participate and vote at the General Shareholders' meeting, the place and format that the complete text of the documents and proposed resolutions can be obtained, and the address of the company website where the information will be available. In addition, the date shall be specified for the holding of the General Meeting if adjourned for lack of quorum. There must be an interval of at least 24 hours between the first and second meetings.

Furthermore, the notice shall contain clear and exact information on the formalities that the shareholder must complete in order to take part and register their vote at the General Shareholders' Meeting, in particular the following information:

**a)** The right to request information, to include points in the Agenda and to submit resolution proposals, as well as the deadline to exercise their rights. Whenever it is stated that further information on said rights can be found on the website, the notice may be limited to stating the deadline for exercising rights.

**b)** *The system for issuing votes by proxy, with particular mention of the forms that must be used to vote by proxy and the media that must be used for the Company to accept notification of delegated representation by electronic means.*

**c)** *The procedures established for remote voting, whether by post or electronic means.*

*The convening notice must state the right of shareholders to freely and immediately access at the registered office those documents that must be subjected to the approval of the same and the Auditor's Report.*

*From the moment the convening is announced and up until the General Meeting is held, the following information must be posted without interruption on the Company's website:*

**a)** *The convening notice.*

**b)** *The total number of shares and voting rights on the date of the convening notice, broken down by share category, if any.*

**c)** *The documents that will be presented at the General Shareholders' Meeting, in particular the management, auditor and independent expert reports.*

**d)** *The full texts of the proposed resolutions detailing each and every item on the Agenda, or where items merely for informative purposes are concerned, a report from the competent bodies detailing each such item. As they are received, resolutions proposed by shareholders will also be included.*

**e)** *In the case of appointment, ratification or re-election of members of the Board of Directors, the identity, curriculum vitae and category to which each belongs, along with the proposal, the Board's report in justification of the proposal containing an appraisal of the competence, experience and merits of the proposed candidate and the report of the Sustainability and Appointments Committee in the case of the appointment or re-election of a Non-Independent Director. In the case of a legal person, the information must include that pertaining to the natural person to be appointed to exercise the functions of the post on a permanent basis.*

**f)** *The forms that must be used for vote by proxy and remote voting, except when sent directly by the Company to each shareholder. If for technical reasons these cannot be posted on the website, the Company must indicate on the website information on how to obtain hard copies of these forms and must send them to any shareholder that requests them.*

**g)** *Where applicable, the rules for online attendance.*

*If a duly convened General Meeting fails to achieve quorum at the original date and time specified in the notice, and no provision was made in the notice for an adjourned meeting, the date and time of such adjourned meeting must be announced, subject to the same requirements of public disclosure as the original notice and the same Agenda, within fifteen days following the date of the frustrated meeting and ten days in advance of the date established for the adjourned meeting.*

*In the case of merging or splitting the Company, the call notice must include the minimum content of the draft terms of merger or splitting as stipulated in Article 40 of Spanish Law 3/2009 on Structural Changes in Corporations and mention the right to examine the documentation on the proposed transaction under the terms of Article 39 of Law 3/2009 on Structural Changes in Corporations.*

*Further to the particulars referred to above, the Notice of Meeting may contain any other particulars deemed relevant for shareholders, such as whether the meeting is expected to achieve quorum at the original date and time or be adjourned, the availability of means of transport, details of the Shareholder Information Office and the website, and any other matter of interest".*

## **RESOLUTION 8**

To submit the Annual Directors' Remuneration Report referred to in Article 541 of the Consolidated Text of the Corporate Enterprises Act to an advisory vote.

Article 541 of Consolidated Text of the Corporate Enterprises Act stipulates that Boards of listed societies must draw up and publish an annual report on directors' remuneration, including remuneration they receive or must receive in their capacity as Directors and, where applicable, remuneration for carrying out executive functions. The Annual Report on Directors' Remuneration shall be submitted to an advisory vote as a separate item on the Agenda of the Ordinary General Shareholders' Meeting.

Article 529 novodecies of Consolidated Text of the Corporate Enterprises Act stipulates that the Directors' remuneration policy shall be as per the remuneration system provided for in the company' Articles of Association, and shall be approved by the General Shareholders' Meeting at least every three years as a separate item on the Agenda. The approved Directors' remuneration policy shall remain valid for the three financial years following that in which it was approved by the General Shareholders' Meeting. Any remuneration paid to Directors for holding or being removed from their positions and for performing executive functions must be consistent with the Directors' remuneration policy in effect at any given time, except for any remuneration expressly approved by the General Shareholders' Meeting.

The Board of Directors of Enagás, S.A., at its meeting held on February 21, 2022, agreed to submit for the approval of the General Shareholders' Meeting, for the purposes set out in Article 529 novodecies of the Corporate Enterprises Act and Article 36 of the Company's Articles of Association, the proposal to amend the "Directors' Remuneration Policy for the 2022, 2023 and 2024 financial years", which was approved by the Shareholders' Meeting as item 10 on May 27, 2021. The aim of this proposed modification was to adapt it to the termination of the executive duties of the Executive Chairman, to the compensation conditions of the new Chief Executive Officer, to the modification of the maximum compensation limit for directors in their capacity as such and to the Company's long-term incentive plan.

This amendment to the Policy was approved by the General Meeting on March 31, 2022 with 82.695% of the votes cast in favour of the proposal, thereby replacing in its entirety the amendment approved by the Enagás General Meeting on May 27, 2021, without prejudice to the effects produced and consolidated while in force.

The Annual Report on Directors' Remuneration now submitted to a consultative vote refers to this Policy, both in the version approved by the General Meeting on May 27, 2021 between January 1, 2022 and March 30, 2022, and the version approved by the General Meeting on March 31, 2022 from that date.

This report is in keeping with the provisions of Article 541 of the Consolidated Text of the Corporate Enterprises Act, which includes the remuneration of Directors, including remuneration they receive or must receive in their capacity as Directors and, where applicable, remuneration for carrying out executive functions. The report

is in keeping with the contents and structure determined by the Spanish Ministry of Finance and Competitiveness and the National Securities Market Commission (CNMV), and includes (i) clear, comprehensive and comprehensible information concerning the Directors' Remuneration Policy applicable to the current year; (ii) a global overview of application of the Remuneration Policy during the preceding year; (iii) in addition to details of the individual remuneration packages accruing for all concepts and for each of the Directors during that year.

By way of attachment to these proposed resolutions and forming an integral part of them, the Annual Report on Directors' Remuneration is placed at the shareholders' disposal.

**In view of the above, the following resolution is proposed for adoption before the Ordinary General Meeting, which will be subject to separate vote:**

"Approve the Annual Report on Directors' Remuneration, made available to shareholders, as established on Article 541 of the Consolidated Text of the Corporate Enterprises Act."

#### **RESOLUTION 9**

To report on the amendments not subject to vote made to the "Rules and Regulations of the Organisation and Functioning of the Board of Directors of Enagás, S.A." since the last General Meeting, in order to adapt them to the separation of the Sustainability, Appointments and Remuneration Committee into a Remuneration Committee and a Sustainability and Appointments Committee.

Pursuant to Article 528 of the Consolidated Text of the Corporate Enterprises Act, on convening the Ordinary General Shareholders' Meeting, the Board of Directors provides shareholders of the Company with a report explaining the scope and content of the amendment to the Rules and Regulations of the Organisation and Functioning of the Board of Directors of Enagás, S.A., approved by the Board of Directors at a meeting on December 19, 2022.

Recommendation 48 of the Good Governance Code for Listed Companies provides that companies with large market capitalisations —for these purposes those belonging to IBEX 35 are considered as such— should have a separate appointments committee and a separate remuneration committee.

In turn, the CNMV's Technical Guide 1/2019 of February 20, on appointments and remuneration committees (the "Technical Guide") considers that listed companies whose organisation and activities, director and senior management selection procedures or remuneration system present a certain degree of complexity, even if they cannot be classified as large market capitalisation companies or are not required to do so by sectoral regulations, should at least consider the possibility of having two separate committees.

The Technical Guide also indicates that the appropriateness of separating the two committees may also be justified by the different nature and potential conflicts that may arise between the tasks related to the selection and proposal for the appointment of directors and senior managers and the tasks related to their evaluation and remuneration.

In light of the above, at its meeting of April 25, 2022, the Board of Directors resolved to separate the Sustainability, Appointments and Remuneration Committee into a Remuneration Committee and a Sustainability and Appointments Committee.

In coordination with the above, the Board of Directors, at its meeting of December 19, 2022, amended the "Regulations on the Organisation and Functioning of the Board of Directors of Enagás, S.A." to adapt them to the division of the Sustainability, Appointments and Remuneration Committee into a Remuneration Committee and a Sustainability and Appointments Committee.

This regulatory amendment is consistent with the 6th and 7th proposed resolutions submitted for approval at this General Meeting.

By way of attachment to these proposed resolutions and forming an integral part of them, the Board of Directors' Report referring to this item on the Agenda is included.

## **RESOLUTION 10**

To delegate authorisation to supplement, develop, implement, rectify and formalise the resolutions adopted at the General Shareholders' Meeting.

### **Adoption of the following resolution is proposed to the Ordinary General Shareholders' Meeting:**

- "One.- To delegate to the Board of Directors the broadest powers required to supplement, develop, implement and rectify any of the resolutions adopted at the General Shareholders' Meeting. The power to rectify shall include the power to make any required or advisable modifications, amendments and additions arising from any objections or remarks made by the regulatory bodies of securities markets, stock exchanges, the Companies Register or any other public authority with powers relating to the resolutions adopted.
- Two.- To delegate indistinctly to the Chairman of the Board of Directors, the Secretary, and to each of the Board members, the powers required formally to draw up the resolutions adopted by the General Shareholders' Meeting and register those so requiring, in full or in part, with powers to that end to draw up all manner of notarised and non-notarised instruments, including those supplementing or rectifying those resolutions."

These proposed resolutions were approved by the Board of Directors at its meeting on February 20, 2023.

The Secretary to the Board of Directors.  
Rafael Piqueras Bautista  
**Enagás, S.A.**



**PROCEDURE FOR VOTING AND APPOINTING PROXIES AT A GENERAL SHAREHOLDER'S MEETING BY TELEMATIC MEANS OF COMMUNICATION AND REMOTE ATTENDANCE AND VOTING**

Pursuant to Articles 189, 190.1 and 521 of the Corporate Enterprises Act, Article 27 of the Company's Articles of Association and Articles 1, 10, 11.1 and 11.2 (B) of the Rules and Regulations of General Shareholders' Meetings, all the Company's shareholders entitled to vote may do so and appoint proxies by telematic means of communication, except on resolutions in which they have a conflict of interest, in accordance with the Corporate Enterprises Act, the Articles of Association and the Rules and Regulations of General Shareholders' Meetings, by i) post and ii) electronic communication. They may also submit their vote at the Shareholder Information Office.

For these purposes, the aforementioned articles of the Company's Articles of Association and the Rules and Regulations of General Shareholders' Meetings confer on the Board of Directors the powers necessary to implement specific rules and regulate the exercise of voting and proxy rights by means of remote communication, and to decide on the electronic or telematic means that may be used at each Meeting to attend and/or appoint proxies and cast votes, having regard to the state of the art.

By virtue of this delegation of authority, at its meeting on February 20, 2023 the Board of Directors of Enagás, S.A. (hereinafter the "Company") agreed that at the next General Shareholders' Meeting, scheduled to be held upon first call in Madrid on March 29, 2023 at 12.00 pm at Paseo de la Castellana 33, Madrid (premises of Mutua Madrileña) and, if the shareholders then present fail to constitute a quorum as required by law and the Articles of Association, to be held upon second call on March 30, 2023 at 12:00 pm, also at Paseo de la Castellana 33, Madrid (premises of Mutua Madrileña), the following rules concerning voting and appointment of proxies by remote means of communication and remote attendance and voting will apply.

**1.- VOTING REMOTELY PRIOR TO THE GENERAL MEETING.**

Pursuant to Article 27 of the Articles of Association and Articles 1, 11.1 and 11.2 (B) of the Rules and Regulations of General Shareholders' Meetings, voting on resolutions on items of business on the Agenda may be exercised by the shareholders prior to the General Shareholders' Meeting by i) post, ii) electronic communication, or iii) at the Shareholder Information Office in accordance with the following instructions.

**1.1.- Voting by post.**

Shareholders wishing to vote by post must send the Company (Enagás, S.A. – Shareholder Information Office – Paseo de los Olmos 19, 28005 Madrid) the attendance, proxy and voting card issued by entities that are members of the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (IBERCLEAR, the Spanish Central Securities Depository), setting out the identity of the shareholder, the number of shares they hold, and vote on each item of business on the Agenda, bearing a handwritten signature. If shareholders are legal

persons, in addition to the handwritten signature of the representative they must also provide a document that constitutes a legal accreditation of representation.

In the event that the card issued by the IBERCLEAR participating entity does not include a section relating to "Remote Voting" or is incomplete, the shareholder may complete it using the card template that the Company has made available on the Company's website ([www.enagas.es](http://www.enagas.es)). This card, duly completed and signed, must be sent to the Company.

### **1.2.- Voting by electronic means of communication.**

Shareholders wishing to vote through telematic means must do so using the General Shareholders' Meeting section on the "Investor relations" page of the Company's website ([www.enagas.es](http://www.enagas.es)), by following the instructions provided for that purpose on each of the windows of said website and filling out the forms provided. To do this, they will provide proof of identity via a legally recognised electronic signature endorsed by the guarantees stipulated below, stating the number of shares owned and how they intend to vote on each item on the Agenda.

Pursuant to Articles 27 of the Articles of Association and 11.2 (B) of the Rules and Regulations of General Shareholders' Meetings, the guarantee the Board of Directors considers appropriate to ensure the authenticity and identification of a shareholder exercising voting rights is the electronic signature recognised pursuant to the terms of Law 6/2020 of November 11 regulating certain aspects of electronic trust services, provided the signature is based on (i) an Electronic User Certificate issued by the Spanish National Mint's Public Certification Authority (CERES) concerning which no revocation has been recorded, or (ii) the recognised electronic certificate incorporated in the Spanish national identity card issued pursuant to Royal Decree 1553/2005 of December 23 regulating the issuance of the Spanish national identity card and electronic signature certificates. The certificate must be obtained by the shareholder at no charge to the Company and must be valid at the time of voting.

### **1.3.- Votes cast at the Shareholder Office.**

If Shareholders decide to cast their vote in person or by proxy at the Shareholder Information Office, they shall submit an attendance, proxy and voting card clearly stating the Shareholder's identity, number of shares held and vote on each item on the Agenda, bearing their written signature, and shall also present their national identity card or passport, if the Shareholder is a natural person. In the case of representation, the proxy must present a document accrediting proxy representation, whether the shareholder is a legal person or a natural person.

### **1.4.- Specific rules on the casting of votes.**

If a Shareholder voting by telematic means fails to mark any of the boxes provided for the purpose in relation to any item of business on the Agenda, they will be deemed to have voted in favour of the respective resolution proposed by the Board of Directors.

## **2.- APPOINTMENT OF PROXIES USING TELEMATIC MEANS OF COMMUNICATION.**

Pursuant to Article 27 of the Company's Articles of Association and Article 10 of the Rules and Regulations of General Shareholders' Meetings, a shareholder may appoint a proxy for a General Shareholders' Meeting by post or electronic communication in accordance with the following instructions.

## **2.1.- Appointment of proxies by post.**

A shareholder wishing to appoint a proxy by post must fill in the attendance, proxy and voting card issued by entities that are Member Entities of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (IBERCLEAR, the Spanish Central Securities Depository), in the "Appointment of Proxy" section, with their handwritten signature, attaching a copy of their national identity card or passport, and send it to the registered office of the Company (Enagás, S.A. – Shareholder Information Office – Paseo de los Olmos 19, 28005 Madrid) in a sealed envelope.

## **2.2.- Appointment of proxies by electronic communication**

Shareholders wishing to appoint a proxy electronically may do so through the "Investor relations" section of the website ([www.enagas.es](http://www.enagas.es)), following the instructions given to this end on the website and filling out the forms provided. To do this, they will provide proof of identity via a legally recognised electronic signature endorsed by the guarantees stipulated below, stating the number of shares owned and the proxy appointed.

Pursuant to Article 27 of the Company's Articles of Association and Article 10 of the Rules and Regulations of General Shareholders' Meetings, the guarantees the Board of Directors considers appropriate to ensure the identification of a Shareholder exercising the right to appoint proxies is the electronic signature based on a qualified certificate under the terms provided for in the applicable regulations, provided the signature is based on (i) an Electronic User Certificate issued by the Spanish National Mint's Public Certification Authority (CERES) concerning which no revocation has been recorded, or (ii) the qualified electronic certificate included in the Spanish national identity card issued pursuant to Royal Decree 1553/2005 of December 23 regulating the issuance of national identity cards and electronic signature certificates. The certificate will be obtained by the shareholder at no charge to the Company, and must be valid at the time of appointment of the proxy.

## **2.3.- General provisions for appointment of proxies by telematic means of communication.**

Shareholders appointing a proxy by telematic means must notify the designated proxy of the power of representation that has been granted. For this purpose, on the date and at the time of the General Shareholders' Meeting, proxies must identify themselves by their national identity card or passport and produce a printed copy of the postal or electronic delegation, duly signed by both the proxy and by the principal.

If the Chairperson or any other member of the Board of Directors is appointed as a proxy, including the Secretary or, where applicable, the Vice-Secretary, even if he/she is not a Director, this notice will be deemed to have been given upon receipt by the Company of the proxy letter.

No Shareholder may be represented by more than one proxy.

## **3.- GENERALLY APPLICABLE RULES.**

### **3.1.- Time frame for voting and appointing proxies by telematic means of communication.**

For proxy appointments and votes cast by any of the aforesaid means to be valid, they must be received at the Company's registered office (Enagás S.A. –Shareholder Information Office– Paseo de los Olmos, 19, Madrid) or via the Company's website,

[www.enagas.es](http://www.enagas.es), as applicable, between the date of publication of Notice of the General Shareholders' Meeting and no later than 24 hours prior to the date and time of the scheduled second call for the General Shareholders' Meeting, i.e., no later than March 29, 2023 at 12.00 pm. For the purposes of electronic communication the Company will deploy an electronic time-stamping system based on an objective time source, in order to accredit the time at which proxy appointments or electronic votes arrive.

After this time, only proxy appointments in writing presented at the shareholder registration desks on the date and time specified for the General Shareholders' Meeting will be admitted.

### **3.2.-Order of priority in attendance, voting and proxy appointment by remote communication.**

#### **3.2.1. Priority of personal or remote attendance.**

Pursuant to Article 27 of the Company's Articles of Association and Articles 10 and 11.5 (B) of the Rules and Regulations of General Shareholders' Meetings, personal, physical or telematic attendance at a General Shareholders' Meeting revokes proxy appointments and votes cast by remote means of communication.

#### **3.2.2. Priority of remote voting over proxy appointment.**

Votes cast by any telematic means of communication render any proxy appointment granted electronically or by post or by any other means void. The proxy appointment will be deemed to have been revoked if made previously, and not to have been made at all if made subsequently.

#### **3.2.3. Priority in events of several proxy appointments and/or votes by means of remote communication.**

If a Shareholder validly makes more than one proxy appointment or validly casts more than one vote by different forms of remote communication, the proxy appointment and/or vote received last prevails, and those received earlier are void.

### **3.3.- Confirmation of remote vote or proxy appointments.**

The validity of the vote cast and of the proxy granted by remote means of communication is subject to the verification of the data provided by the shareholder with the file provided by IBERCLEAR containing the shareholders registered in the corresponding accounting register five days prior to the date scheduled for the Meeting.

### **3.4.- Co-ownership.**

In the event of co-ownership of shares, for the purposes of Article 126 of the Corporate Enterprises Act a co-owner voting or appointing a proxy remotely is presumed to have been appointed by the other co-owners to exercise the rights arising from the shares.

### **3.5.- Custody of electronic signatures.**

The custody of electronic signatures for voting or appointing proxies by electronic means is the sole responsibility of Shareholders.

### **3.6.- Legal persons and non-residents.**

Shareholders that are legal persons corporate or are not resident in Spain must contact the Shareholder Information Office regarding possible use or adaptation of the mechanisms for voting and appointing proxies via remote communication to their specific requirements.

Furthermore, if the Shareholder is a legal person it must notify the Company, via the Secretary to the Board of Directors (Paseo de los Olmos, 19, 28005 Madrid), of any modification or revocation of the powers vested in the proxy. The Company rejects any liability that may arise prior to such notice. The Company reserves the right to modify, suspend, cancel or restrict the mechanisms for electronic voting and appointment of proxies where technical or security reasons so require or demand. Any such circumstance will be made public as soon as practicable by any medium the Company deems appropriate.

The Company accepts no liability for any damages to any shareholder as a result of breakdowns, overloads, line failures, connection faults, postal service malfunctioning or any other eventuality of the same or a similar nature beyond the control of the Company that prevents the use of remote voting and proxy appointment mechanisms.

#### **4. ATTENDANCE, REPRESENTATION AND VOTING IN THE EVENT OF REMOTE ATTENDANCE**

Pursuant to Article 27 of the Articles of Association and Articles 9 and 11 of the General Shareholders' Meeting Regulations, shareholders with the right to attend may also attend the General Shareholders' Meeting by remote means and vote in real time by using the telematic means set forth below. In such cases, shareholders with the right to vote may exercise such right themselves or by proxy.

**Identification and prior registration:** in order to ensure the identity of those attending, shareholders or representatives wishing to use the remote attendance mechanisms **must first register through the electronic voting and delegation and remote attendance application (hereinafter the "Application")**, accessible through the website ([www.enagas.es](http://www.enagas.es)) in the General Meeting of Shareholders section of the "Shareholders and Investors" tab, **from the date of publication of the notice of general meeting and no later than twenty-four hours prior to the date and time scheduled for the holding of the General Meeting (i.e. at 12:00 noon on March 28, 2023 if the General Meeting is held on first call and at 12:00 noon on March 29, 2023 if, as expected, the General Meeting is held on second call)**. After that time, no prior registration will be accepted for the exercise of the right to remote attendance. All shareholders or proxies wishing to attend the General Shareholders' Meeting remotely are advised to complete the pre-registration process sufficiently in advance in order to be able to correctly process the documentation accrediting the identity and legitimacy of the shareholders or their proxies.

The guarantees the Board of Directors considers appropriate to ensure the identification of a Shareholder and/or proxy exercising the right to attend through telematic means is the electronic signature based on a qualified certificate under the terms provided for in the applicable regulations, provided the signature is based on (i) an Electronic User Certificate issued by the Spanish National Mint's Public Certification Authority (CERES) concerning which no revocation has been recorded, or (ii) the qualified electronic certificate included in the Spanish national identity card issued pursuant to Royal Decree 1553/2005 of December 23 regulating the issuance

of national identity cards and electronic signature certificates. The certificate must be obtained by the shareholder or proxy at no charge to the Company and must be valid on the day the General Shareholders' Meeting is held. It is the sole responsibility of the shareholder or representative to safeguard their electronic signature.

In order for the representative to be registered as a remote attendant at the General Shareholders' Meeting, the representative must have previously sent the Company a copy of their National Identity Document or Passport, and a copy of the proxy, if applicable by postal or electronic means, duly signed by the representative and the represented shareholder. Said documentation must be received at the Company's registered office (Enagás, S.A. - Shareholder Information Office - Paseo de los Olmos, 19, 28005 Madrid) or at the e-mail address provided for this purpose (accionistas@enagas.es) no later than twenty-four hours prior to the date and time scheduled for the holding of the General Meeting (**i.e. at 12:00 noon on March 28, 2023 if the General Meeting is held on first call and at 12:00 noon on March 29, 2023 if, as expected, the General Meeting is held on second call**).

The shareholder or representative who has registered to attend the General Shareholders' Meeting by telematic means and wishes to leave the meeting by registering it with the notary may do so using the form provided for this purpose in the Application.

**Connection and attendance:** shareholders (or proxies) who have previously registered to attend the General Shareholders' Meeting by telematic means in accordance with the previous section **must connect through the Application between 9.30 am and 11.45 am (CEST) on March 29, 2023 (if the Meeting is held on first call) or on March 30, 2023 (if, as expected, the Meeting is held on second call)**, and identify themselves again by one of the following means: (i) qualified or advanced electronic signature, based on a qualified and valid electronic certificate, issued by the Spanish Public Certification Entity (CERES), a unit of on the Spanish National Mint or (ii) valid electronic ID card.

**Speaking, proposal and information during the General Meeting:** shareholders (or their proxies) who wish to speak at the General Meeting, make proposals where legally appropriate or request such information or clarifications as they deem necessary regarding the items on the Agenda or such clarifications as they deem necessary regarding the information accessible to the public that the Company has provided to the National Securities Market Commission since the last General Meeting was held and regarding the auditor's report, may do so by completing the form provided for this purpose in the Application up to the closing time of the speeches, which will be duly indicated during the course of the General Meeting. In the event that the shareholder (or their proxy) wishes their speech to be recorded in the minutes of the meeting this must be clearly stated on the form in all cases.

The request for information or clarification exercised during the General Shareholders' Meeting shall be satisfied verbally during the course of the meeting or, if it cannot be satisfied at that time, shall be answered in writing within seven days following the meeting.

**Voting:** voting on the proposals relating to Agenda items **may take place from the time the shareholder** (or, where applicable, the representative) is connected as an attendee and until the Chairperson or, where applicable, the Secretary of the Meeting announces the conclusion of the voting period for the proposed resolutions relating to Agenda items.

With regard to proposals of agreements on matters that, by legal mandate, do not need to be on the Agenda, remote attendees may cast their votes from the moment

that these proposals are read out and included in the Application in order to proceed to the vote, through the same Application and until the Chairperson or, where applicable, the Secretary of the Meeting announces the conclusion of the voting period for the proposed resolutions.

The procedure provided for in the Articles of Association and the Rules and Regulations of General Shareholders' Meetings shall be applied to voting on proposed resolutions.

**Priority rules:** remote attendance at the General Shareholders' Meeting of the shareholder who has previously delegated or voted remotely, whatever the means used, will render such delegation or vote without effect.

Any sale of voting shares effected at least five days before the scheduled date of the Meeting shall render votes cast prior to such sale null and void.

**Retransmission:** the shareholder (or their proxy) who attends the General Shareholders' Meeting by telematic means may follow the complete event, which will be broadcasted in real time through the Company's website, without prejudice to its recording and public dissemination through the aforementioned website.

**Technical incidents:** The Company reserves the right to adopt the relevant measures in relation to the mechanisms for remote attendance at the General Meeting when technical or security reasons so require or necessitate.

The Company shall not be liable for any damage that may be caused to shareholders or proxy holders as a result of breakdowns, overloads, line failures, connection failures or any other eventuality of the same or a similar nature, beyond the Company's control, which occasionally prevent the use of the mechanisms for remote attendance at the General Meeting or the occasional unavailability of its website, without prejudice to the adoption of such measures as each situation may require, including the possible temporary suspension or extension of the General Meeting if necessary to guarantee the full exercise of their rights by the shareholders or their proxies.

20/02/2023

The Secretary to the Board of Directors

Rafael Piqueras Bautista



## **RULES OF USE OF THE SHAREHOLDERS' ELECTRONIC FORUM**

### **I. Introduction**

Pursuant to the provisions of Article 539.2 of the Consolidated Text of the Corporate Enterprises Act enacted by Royal Legislative Decree 1/2010 of July 2, (hereinafter the "Consolidated text of the Corporate Enterprises Act"), Enagás, S.A. (hereinafter "Enagás", the "Company" or the "Administrator") has approved these Rules of Use of the Forum (hereinafter the "Rules"), which form part of the Company's Corporate Governance System, relating to the Enagás Shareholders' Electronic Forum (hereinafter the "Forum") to be created on the Company's website ([www.enagas.es](http://www.enagas.es)) when each General Shareholders' Meeting is called and until it is held.

### **II. Forum Rules**

These Rules govern the creation and provision of the Forum by Enagás and the guarantees, terms and conditions for access to and use of the Forum by the shareholders of Enagás and such voluntary associations as the shareholders may create in accordance with prevailing legislation.

With regard to the Forum, these Rules complement the conditions for access to and use of the Enagás website [www.enagas.es](http://www.enagas.es), which will apply in full to access to and use of the Forum provided no modifications are made and no conflicts arise with the provisions of the Rules.

Enagás reserves the right to modify, at any time and with no prior warning, the presentation, configuration, functioning and content of the Forum, the conditions for access and use and these Rules, without prejudice to the legal provisions relating thereto.

### **III. Acceptance of the Forum Rules**

Registering as a user of the Forum ("Registered User") and accessing and/or using the Forum entails full and unreserved acceptance of the terms and conditions of the Rules and of the conditions for access to and use of the Enagás website [www.enagas.es](http://www.enagas.es).

Enagás will be deemed to be the Administrator of the Forum under the conditions and with the powers provided in these Rules. It reserves the right of interpretation in the event of any doubts or discrepancies as to use of the Forum.

### **IV. Purpose and aim of the Forum**

The Forum will be created for the exclusive purpose of facilitating communication with the shareholders of Enagás, and any voluntary associations that may be established, as of the time of notice of each General Shareholders' Meeting until the latter is held, as applicable.

Accordingly, Registered Users may send communications to be posted on the Forum the purpose of which is exclusively as follows:

- Propose resolutions to be submitted as a supplement to the Agenda set out in the notice of the General Meeting.
- Requests for adherence to these proposed resolutions.
- Initiatives to achieve a sufficient percentage to exercise a statutory minority-interest right.
- Offers and requests for voluntary representation by proxy.

It is stipulated that, in accordance with Article 22 of the Company's Articles of Association. Article 5.2.1 of the Regulations of the General Meeting and Article 519 of the Consolidated text of the Corporate Enterprises Act, shareholders requesting that a supplement to the Notice of the General Meeting be published, adding one or more items to the Agenda, must hold at least three percent of the Company's share capital. This right must be exercised within five days from the publication of the Notice of the General Meeting, by certified notice received at the following address:

Enagás, S.A.  
Secretary to the Board of Directors  
Paseo de los Olmos, 19  
28005 - Madrid

Shareholders representing this percentage may, within the deadline and in the manner indicated, present well-founded proposals of resolutions on matters already included or that should be included on the Agenda.

## **V. Registered Users**

Access to and use of the Forum is reserved exclusively for individual shareholders of Enagás, in addition to validly created voluntary associations of shareholders of the Company that are listed on the special register created by the CNMV, in accordance with Article 539.4 of the Consolidated Text of the Corporate Enterprises Act.

To be able to access and use the Forum, the shareholders and voluntary associations of shareholders must register as "Registered Users" by filling in the Registered User registration form, demonstrating their status as an Enagás shareholder, or as a validly created voluntary association of shareholders registered at the CNMV, as indicated on the form.

In the case of body corporate shareholders and voluntary associations of shareholders, power of attorney of the person wishing to access the Forum on behalf of them must be duly documented in the manner indicated on the registration form.

For subsequent Forum access and communications, completion of a special usage form may be required.

Access to and use of the Forum by the Registered Users is conditional upon retention of their status as shareholders of Enagás or as a validly created and registered voluntary association of shareholders, in accordance with applicable legislation.

If, in its capacity as Forum Administrator, Enagás should have at any time reasonable doubts as to a Registered User's compliance with these conditions, it may require the User to substantiate their compliance with said conditions and may request the User to provide it with whatever information or documents it deems appropriate to verify the matters considered here.

The Administrator may request additional information from Registered Users, as well as suspend or cancel the registration of those who do not duly substantiate their compliance with the aforementioned conditions.

Communications made by shareholders who lose this status before the General Meeting is held will be removed automatically, as will communications related or linked to the previous communications.

## **VI. Access to the Forum and publication of communications**

### **1. Access to the Forum**

All Registered Users will have access to the Forum and may consult the communications made by other Registered Users.

The Forum is constituted as a channel for the publication of communications made by Registered Users that relate to the matters stated in section IV above. Therefore, its use as a means for electronic conversation between Registered Users, or as a place for virtual debates, is excluded.

In accordance with the foregoing, the Administrator will only post on the Forum the communications that are appropriate in accordance with the law and under the Enagás Corporate Governance System, and any other comments on said communications will not be posted on the Forum.

### **2. Publication of communications on the Forum**

All Registered Users may submit communications concerning any of the matters indicated in section IV above.

The communications will be submitted exclusively in text format and, when posted, will be made available to any other Registered User.

Communications prepared by the Registered Users are written by them personally. With the exception of associations of shareholders that are duly authorised under the law and these Rules, communications received from representatives of shareholders, shareholder groups and agreements, depository institutions, financial intermediaries and other persons acting on behalf of or in the interests of the shareholders will not be published.

Applications to publish communications must be made in accordance with the forms available on the Forum for this purpose, which will include:

- Identification of the Registered User issuing the communication.

- Title of the communication, indicating the content of the initiative in a precise manner.
- Brief rationale of the communication.

All communications posted on the Forum will include the identity (name and surnames in the case of individuals, corporate name in the case of legal persons, and the name and registration number from the CNMV register in the case of shareholder associations, and also, in the latter two cases, the identity of their respective representatives) of the Registered User issuing the communication, and will show the date and time of posting.

By making a communication, it is understood that the Registered User responsible for the communication declares and guarantees that the content thereof is lawful and in accordance with the law, with the Rules and with the requirements of good faith, that they have all the authorisations and permissions necessary to issue the communication concerned and that it does not infringe any third-party rights.

The Administrator may ascertain that the communications which users wish to issue comply with the law, these Rules and the requirements of good faith, and may refuse to post on the Forum, or remove from the Forum, any communication which it deems does not comply with these conditions. It may also answer any communication issued by Registered Users through the e-mail address provided by the Registered User or through any other means of communication that it deems appropriate.

### **3. Content of communications**

Any use of the Forum by the Registered Users will be made with all due respect for prevailing legislation, in accordance with these Rules and with regard to the requirements of good faith. The following are therefore expressly forbidden:

- Infringing the rights, assets and lawful interests of Enagás, of other Registered Users and of third parties, such as their intellectual and industrial property rights, religious freedom, honour, reputation and privacy, protection of personal data and any other legal rights, rights or interests that are protected by law.
- Entering information or personal data concerning third parties without the informed consent of their holder or usurping identities.
- Including contents or expressions that are discriminatory, racist, sexist, violent, xenophobic or in any other way degrading or offensive.
- Including any manner of inappropriate material or material that is contrary to the requirements of good faith.
- Supplying information of any type aimed at committing unlawful criminal, civil or administrative acts.
- Taking any action (or supplying information to third parties) which avoids the technical restrictions that the different media or programmes of the Forum may entail with the purpose of preventing unauthorised use.

- Including content or material without due authorisation from the holders of the intellectual or industrial property rights.
- Damaging, disabling, overloading or causing the deterioration of the working of the Forum or the IT equipment of Enagás, of other Registered Users or of third parties, in addition to the documents, files and all manner of contents stored on such IT equipment (hacking) and preventing normal use and enjoyment of the Forum by other Registered Users.

The insertion of any kind of publicity or advertising by the Registered Users is strictly prohibited.

Any Registered User that becomes aware that any type of content on the Forum or provided through it is contrary to the law, to these Rules or to the requirements of good faith, may notify the Administrator of this circumstance through the contact mailbox referred to below, with no liability in this regard for Enagás, even if no measures are adopted in this respect.

The Registered Users undertake to make proper and appropriate use of the Forum and a use in accordance with the law, these Rules and the requirements of good faith, in accordance with its purpose pursuant to section IV above.

#### **4. Elimination of communications after the General Meeting**

After the General Shareholders' Meeting, the Administrator reserves the right to eliminate and delete all communications referring to the meeting.

### **VII. Scope of the Forum**

The Forum is not a channel for communication between Enagás and the Registered Users.

Accordingly, no post written or published in the Forum may be understood in any case as notice to Enagás for any purpose and, in particular, for the exercise of any rights that the Registered Users, individually or collectively, may have, nor does it replace the necessary requirements in accordance with the law and Enagás' Corporate Governance System for the exercise of any such rights or to develop the initiatives and actions of the shareholders.

All rights and powers that shareholders wish to exercise must go through the legally established channels, in accordance with the provisions of the law and the Corporate Governance System of Enagás, and the Forum may not at any time constitute a valid channel for this purpose.

### **VIII. Responsibility of the Administrator**

#### **1. Scope of the responsibility of Enagás**

Enagás takes no responsibility for the accuracy, truthfulness, validity, lawfulness or relevance of the communications sent by the Registered Users or for the opinions stated by them.

Enagás will only take responsibility for its own services and contents directly originated by it and identified with its copyright, such as a trademark or the intellectual or industrial property of Enagás.

By virtue of their access to and/or use of the Forum, all Registered Users declare that they are aware and accept that the use of the Forum is, in all cases, on their sole and exclusive responsibility.

## **2. Contents**

All Registered Users may submit communications concerning any of the matters indicated in section IV above.

The Administrator expressly reserves the right to refuse access to and/or use of the Forum and to not publish or to withdraw the communications written by those Registered Users that breach current laws and regulations, these Rules or the requirements of good faith.

The Administrator has the power, although it does not have the obligation, to monitor the use of the Forum and its contents, which are the exclusive responsibility of the Registered Users who produce them. In any event, the Administrator may establish tools to filter and moderate the content of the communications, and may withdraw contents when it considers that these may be unlawful or contrary to these Rules or the requirements of good faith.

Registered Users will be responsible for any damages that may be sustained by Enagás, another Registered User or any other third party as a consequence of access to and/or use of the Forum (including, in particular, the production of communications) that fails to comply with any provision of the legal regulations in force, of these Rules and of the requirements of good faith.

## **IX. Absence of licence**

Enagás authorises Registered Users to use the intellectual and industrial property rights relating to the computer application installed in the server of Enagás or a third party that runs the Forum services solely for the purposes stipulated in section IV above and according to the terms and conditions established in these Rules. Registered Users must abstain from securing, or attempting to secure, access to and use of the Forum and its contents by means or procedures other than those that in each case have been placed at their disposal or indicated for the purpose.

Enagás does not grant any type of licence for or authorisation for use in connection with its intellectual and industrial property rights, or with any other ownership title or right in connection with the Forum other than that provided in the previous paragraph.

## **X. Cost of use**

Access to and use of the Forum by Registered Users is free, apart from the cost relating to the connection through the telecommunications network supplied by the access provider detailed to do so by each Registered User.

## **XI. Security and personal data protection**

By registering, Forum Users accept and expressly authorise that their personal details may be posted on the Forum.

In accordance with Spanish Organic Law 3/2018 on the Protection of Personal Data and the Guarantee of Digital Rights and with Regulation (EU) 2016/679 of the European Parliament and of the Council of April 27, 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and with any applicable sectoral or complementary regulations, we hereby inform you that the identification data obtained as a result of your registration as a shareholder on the Forum will be processed by Enagás S.A., the data controller, for the purpose of establishing, managing and supervising the operation of the Forum in accordance with the provisions of these Rules and the applicable regulations.

If you do not provide the mandatory information, it will not be possible to comply with the indicated purpose. Your consent will be the basis for legitimising the processing which you express by registering on the Forum and accepting these Rules. You may revoke your consent by sending an e-mail to [protecciondedatos@enagas.es](mailto:protecciondedatos@enagas.es) with the subject line "Cancellation of the shareholders' forum". You guarantee that your personal data are true and you are responsible for notifying Enagás S.A. of any changes to it.

Enagás S.A. will not pass on this information to third parties, unless there is a legal obligation to do so.

Likewise, suppliers who provide services related to the operation of this Forum may have access to your personal data for any of the purposes set out in these Rules, as well as for other technical or auxiliary purposes. These suppliers shall be considered as processors and shall process the personal data in accordance with the Company's instructions.

Your personal data shall not be subject to international transfers by Enagás S.A.

We will store your data for the legally applicable periods for the financial year and defence of claims, unless they must be stored for longer periods, by virtue of a legal obligation. After these deadlines, the data will be deleted.

Please note that you may exercise your rights of access, rectification, portability, deletion, limitation, opposition and the right not to be subject to automated decisions, when such rights are applicable, by sending your request to [protecciondedatos@enagas.es](mailto:protecciondedatos@enagas.es) or to the postal address at Paseo de los Olmos 19, 28005 Madrid, providing a copy of your ID card or equivalent document and specifying your request. Furthermore, if you consider that your data has been processed in an inappropriate manner, you are entitled to file a complaint with the Spanish Data Protection Agency (C/ Jorge Juan, 6. 28001 - Madrid [www.aepd.es](http://www.aepd.es)). For further detailed information on how your data is processed, you may consult Enagás' Legal Notice at the following link: [www.enagas.es/enagas/es/Pie/AvisoLegal](http://www.enagas.es/enagas/es/Pie/AvisoLegal).

## **XII. Contact mailbox**

Registered Users who have suggestions or proposals to improve the Forum, who require technical assistance, who wish to make complaints about contents that do not comply with these Rules, may write to the e-mail address of the Company, which will be expressly stated for such purposes on the Forum. The

purpose of this electronic mailbox is to provide the Registered User with assistance and to improve the quality of the Forum, without entailing any type of control or responsibility on the part of the Administrator.

These Rules of Use of the Electronic Forum were approved by the Board of Directors at its meeting on February 20, 2023.

The Secretary to the Board of Directors  
Rafael Piqueras Bautista