

In accordance with the provisions of Article 227 of Law 6/2023, of 17 March, on Securities Markets and Investment Services, and related provisions, Enagás, S.A. hereby issues the following communication:

Other Relevant Information - Announcement of Related-Party Transactions

Madrid, 21st October 2025.

In accordance with the provisions of Articles 529 unvicies and 529 tervicies of the Spanish Companies Act, which establish the obligation for companies to publicly announce related-party transactions carried out by them or any of their group companies with the same counterparty in the last twelve months, which reach or exceed: a) 5% of total assets or b) 2.5% of annual turnover, Enagás, S.A. (or the "**Company**") reports the related-party transactions entered into with Enagás Renovable, S.A., a company in which Enagás, S.A. holds 60% of the capital share and Navantia, S.A. S.M.E. holds 5% of the capital share, being Navantia, S.A. S.M.E. a company wholly owned by Sociedad Estatal de Participaciones Industriales (SEPI).

In accordance with Article 529 vicies of the Spanish Companies Act and the interpretative note of the CNMV, the transactions of the Enagas group with its subsidiaries are not considered related-party transactions, unless another related-party to Enagas, S.A. has interests in said subsidiaries or investees (i.e., directors of Enagás, S.A., shareholders of Enagás, S.A. with more than 10% or shareholders of Enagás, S.A. with representation on its Board of Directors). In view of the above, Enagas Renovable, S.A., being owned by Navantia, S.A. S.M.E. (a company wholly owned by SEPI), is considered a related party of Enagas, S.A.

At its meetings held in October 2024, July 2025 and October 2025, the Board of Directors of Enagás S.A. approved the related-party transactions described below, which have exceeded the limit established in Article 529 unvicies of 2.5% of the annual turnover.

I. LIST OF RELATED-PARTY TRANSACTIONS WITH ENAGAS RENOVABLE, S.A.:

1. Subscription by Enagás, S.A., in its capacity as guarantor of the obligations of Enagás Renovable, S.A., of increases in the respective maximum amounts of the existing Guarantee Facilities between Enagás Renovable, S.A. and Bankinter, and Enagás Renovable, S.A. and BBVA, for a total amount of 25,200,000 euros.
2. Extension of the Sublease Contract between Enagas, S.A. as sublessor, and Enagas Renovable, S.A. as sublessee, for the offices in the building located at c/ Titán nº8, for an amount of 2,394,860.34 euros.
3. Contributions of funds, made by the Company to Enagás Renovable, S.A., as "shareholder or owner contributions" under the terms set out in account number 118 of the General Accounting Plan, approved by Royal Decree 1514/2007 of 16 December, for a total amount of 19,200,000 euros.

Investor Relations Direction

investors@enagas.es

Tel.: +34 91709 93 30

www.enagas.es



II. CONCLUSION OF THE AUDIT AND COMPLIANCE COMMITTEE REPORTS

The Audit and Compliance Committee has issued a report for each of the related-party transactions, concluding that the transactions entered into are fair and reasonable from the point of view of Enagas, S.A. and shareholders other than the related party.

III. CONCLUSION OF THE BOARD OF DIRECTORS

The Board of Directors of Enagás S.A., following a favourable report from the Audit and Compliance Committee, has approved all transactions by a majority vote. It is expressly stated that the proprietary directors, SEPI, represented by its natural person representative, Mr. Bartolomé Lora Toro, and Mr. Santiago Ferrer Costa, have abstained from participating in the preparation of the corresponding reports and from participating in the deliberation and voting on the corresponding resolutions at the Company's Board of Directors' meeting, in accordance with the provisions of Articles 228.c) and 529 duovicies.2 of the Spanish Companies Act and 13 of the Company's Board of Directors Regulations.

Investor Relations Direction

investors@enagas.es

Tel.: +34 91709 93 30

www.enagas.es





**Report prepared by the Audit and Compliance
Committee of Enagás, S.A. in relation to a
Related-Party Transaction**

Report prepared by the Audit and Compliance Committee of Enagás, S.A. in relation to a Related-Party Transaction

1. Introduction

Chapter VII Bis of Title XIV (articles 529 vicies to 529 tervicies) of the revised text of the Spanish Companies Act, approved by Royal Legislative Decree 1/2010, of 2 July ("**LSC**") provides the legal regime on Related-Party Transactions applicable to listed companies, which has been incorporated into the corporate texts of Enagás, S. A. ("**Enagás**" or the "**Company**") and, in particular, into the Regulations of the Board of Directors, and which in turn has been implemented in the Protocol of Related-Party Transactions approved by the Board of Directors of the Company.

In this regard, article 529 vicies LSC sets out the definition of a Related-Party Transaction, while article 529 duovicies LSC establishes which bodies have the power to approve a given transaction: in the case of Related-Party Transactions whose amount or value is 10% or more of the total assets according to the last annual balance sheet approved by the Company, the power to approve them shall be vested in the General Shareholders' Meeting, and the Board of Directors shall be responsible for approving the rest of the Related-Party Transactions, without prejudice to its power to delegate in the terms and cases provided for in the Law.

In turn, article 529 duovicies.3 LSC provides that the approval by the General Shareholders Meeting or by the Board of Directors, as the case may be, of a Related-Party Transaction must be subject to a report by the Audit Committee, which must assess whether the transaction is fair and reasonable from the Company's point of view and, if applicable, of the shareholders other than the related party, and give an account of the assumptions on which the assessment is based and the methods used. The Directors affected may not participate in the preparation of the report.

In accordance with the above, the Company's Audit and Compliance Committee issues this report dated 16 October 2024.

2. Type of Related Transaction

In December 2023, the Audit and Compliance Committee drew up a report justifying the signing by Enagás, S.A., in its capacity as guarantor of the obligations of its subsidiary Enagás Renovable, S.A. ("**Related Party**"), of two guarantee facilities with Bankinter, S.A. and Banco Bilbao Vizcaya Argentaria, S.A. ("**BBVA**"), each for a maximum amount of 10,000,000 euros.

The purpose of this report is the signing by Enagás, S.A. in its capacity as guarantor of the obligations of the Related Party, of an increase of the

amount of the existing guarantee facility between the Related Party and BBVA (the "**BBVA Guarantee Facility**") for an amount of 10.000,000 (the "**Extension Amount**").

As from this increase in the amount of the BBVA Guarantee Facility, the Related Party may request that BBVA issues one or more guarantees up to the Extension Amount and BBVA, in addition to the guarantee of Enagás, S.A., which is limited to 63%, will have the guarantee, limited to 27%, of the other shareholder of the Related Party represented on its Board of Directors, namely, H2 Investments Spain, S.L. The maximum amount guaranteed by Enagás, S.A. under the BBVA Guarantee Facility for the Extension Amount is 6,300,000 euros. For clarification purposes, it is stated that the Extension Amount together with the original amount of the BBVA Guarantee Facility amounts to €20,000,000, with the total amount guaranteed by Enagás, S.A. being €12,600,000.

The Related Party is a company in which Enagás, S.A. holds 60% of the share capital and Navantia, S.A. S.M.E. holds 5% of the share capital, Navantia, S.A. S.M.E. being a company wholly owned by Sociedad Estatal de Participaciones Industriales (SEPI).

In accordance with article 529 vices of the LSC and the CNMV's interpretative note, the Enagas Group's transactions with its subsidiaries are not considered to be related-party transactions of Enagas, S.A., unless another related-party to Enagas, S.A. has an interest in these subsidiaries or investees (i.e. Enagas, S.A. directors; Enagas, S.A. shareholders of more than 10% or Enagas, S.A. shareholders with a presence on its Board of Directors). In view of the above, the company Enagas Renovable, S.A., in which Navantia, S.A. S.M.E. (a company wholly owned by SEPI) is a shareholder, is considered a related party of Enagas, S.A.

The total amount of the guarantee transaction in respect of the Extension Amount of the BBVA Guarantee Facility is 6,300,000 euros, and therefore the power to approve the aforementioned Related-Party Transaction is vested in the Board of Directors insofar as this amount is less than 10% of the total asset items according to the last annual balance sheet approved by the Company and the Board of Directors may not delegate its approval as the requirements of article 529 duovicies section 4 of the LSC have not been met.

3. Identity of the Related Party(ies)

It is expressly stated for the record that the Director SEPI and member of the Audit and Compliance Committee represented by its natural person representative, Mr Bartolomé Lora Toro, has abstained from participating in the preparation of this report, and from participating in the deliberation and voting on the corresponding resolution at the meeting of the Company's Board of Directors in accordance with the provisions of articles 228.c) and 529 duovicies.2 LSC and 13 of the Regulations of the Company's Board of Directors.

4. Date and value or amount of the consideration

Enagás, S.A., in its capacity as guarantor, is expected to sign the contract for the extension of the Extension Amount of the BBVA Guarantee Facility towards the end of October or during November 2024, being the total amount of the guarantee transaction for the Extension Amount of 6,300,000 euros.

5. Valuation of the Related Party Transaction

Several public and private entities are calling on Enagás Renovable, S.A. guarantees for the execution of activities necessary for the ordinary development of the projects in which it participates (grid connections, grant applications, land, etc.).

To this end, Enagás, S.A., in its capacity as guarantor of the Related Party, is required to enter into a transaction consisting of the signing, by Enagás, S.A. in its capacity as guarantor of the Related Party, of an increase in the amount of the BBVA Guarantee Facility for the Extension Amount. This Extension Amount is guaranteed by Enagás, S.A. limited to 63% by Enagás, S.A. and, likewise, with the guarantee, limited to 27%, of the other shareholder of the Related Party represented on its Board of Directors, namely, H2 Investments Spain, S.L., being the total amount of the guarantee transaction by Enagás S.A. for this Extension Amount being 6,300,000 euros

In this regard, the contracting of the increase in the amount of the BBVA Guarantee Facility for the Extension Amount is essential to enable Enagás Renovable, S.A. to carry out its activity of executing renewable energy projects, and it is also a requirement of the financial institutions to grant the guarantee of the parent company Enagas, S.A. for solvency reasons.

From the point of view of Enagás, S.A. as the Group's parent company, the business carried on by its subsidiary Enagas Renovable, S.A. is of special strategic importance, because, among other aspects, it has allowed the Enagás Group to participate, through its subsidiary Enagás Infraestructuras de Hidrógeno, S.L.U. in projects for the development of hydrogen transport and storage infrastructures. In this regard, it is standard practice for Enagás, S.A., as parent company, to carry out its corporate purpose through its own subsidiaries and to provide financial support to them, as it has done on other occasions with other subsidiaries over which it does not exercise exclusive control.

The terms of the guarantee granted by Enagás, S.A. under the BBVA Guarantee Facility are reasonable and market-based and equivalent to those of the guarantees previously granted by Enagás, S.A. as the head of the group in respect of obligations assumed by its subsidiaries and investees.

From this perspective, the Commission considers that the planned Related-Party Transaction, i.e. the granting of guarantees by Enagás, S.A. to its subsidiary Enagas Renovable, S.A., in which it holds a position of joint control, is required by the aforementioned group's interest, with which the corporate interest of Enagás Renovable, S.A. is fully aligned.

In view of the above, the Enagás Audit and Compliance Committee reports favourably on the approval of the Related-Party Transaction by the Board of Directors.

6. Publicity obligations

Without prejudice to the rules on public disclosure of inside information set out in Article 17 of Regulation (EU) No 596/2014 of the European Parliament and of the Council and other disclosure obligations on related-party transactions imposed on listed companies under Spanish law pursuant to Article 529 unvicies LSC, the Company must publicly announce in an easily accessible location on its website, no later than the time they are entered into, the Related-Party Transactions carried out by it or by companies in its Group and which amount to or exceed: (a) 5% of total assets, or (b) 2.5% of the amount of annual turnover. The announcement shall also be reported to the Spanish National Securities Commission (CNMV) for public dissemination and must be accompanied by the report of the Audit and Compliance Committee.

In addition, Related-Party Transactions entered into with the same counterparty in the last twelve months shall be aggregated to determine the total value for the purposes of the preceding paragraph.

In accordance with the foregoing, and taking into account that the amount of the Related Party Transaction analysed in this report is 6,300,000 euros, being less than 5% of the total assets and 2.5% of the annual turnover, the said Transaction should not be subject to publication under the terms established in article 529 unvicies of the LSC.

7. Proposed resolution

Following the issuance of this report by the Audit and Compliance Committee, the following resolution is submitted for approval:

"Approve this report on the Related-Party Transaction issued by the Audit and Compliance Committee at this meeting and which reports favourably on the aforementioned Related-Party Transaction."



Report prepared by the Audit and Compliance Committee of Enagás, S.A. in relation to a Related-Party Transaction

Report prepared by the Audit and Compliance Committee of Enagás, S.A. in relation to a Related-Party Transaction

1. Introduction

Chapter VII Bis of Title XIV (articles 529 vicies to 529 tervicies) of the revised text of the Spanish Companies Act, approved by Royal Legislative Decree 1/2010, of 2 July ("**LSC**") provides the legal regime on Related-Party Transactions applicable to listed companies, which has been incorporated into the corporate texts of Enagás, S. A. ("**Enagás**" or the "**Company**") and, in particular, into the Regulations of the Board of Directors, and which in turn has been implemented in the Protocol of Related-Party Transactions approved by the Board of Directors of the Company.

In this regard, article 529 vicies LSC sets out the definition of a Related-Party Transaction, while article 529 duovicies LSC establishes which bodies have the power to approve a given transaction: in the case of Related-Party Transactions whose amount or value is 10% or more of the total assets according to the last annual balance sheet approved by the Company, the power to approve them shall be vested in the General Shareholders' Meeting, and the Board of Directors shall be responsible for approving the rest of the Related-Party Transactions, without prejudice to its power to delegate in the terms and cases provided for in the Law.

In turn, article 529 duovicies.3 LSC provides that the approval by the General Shareholders Meeting or by the Board of Directors, as the case may be, of a Related-Party Transaction must be subject to a report by the Audit Committee, which must assess whether the transaction is fair and reasonable from the Company's point of view and, if applicable, of the shareholders other than the related party, and give an account of the assumptions on which the assessment is based and the methods used. The Directors affected may not participate in the preparation of the report.

In accordance with the above, the Company's Audit and Compliance Committee issues this report dated 17 July 2025.

2. Type of Related Transactions

Enagás, S.A.'s subsidiary, Enagás Renovable, S.A. (the "**Related Party**"), currently has the following contracts:

- A guarantee facility entered into on 12 March 2024 with Bankinter, S.A. ("**Bankinter**"), the maximum initial amount of which was 10,000,000 euros (the "**Bankinter Guarantee Facility**"); and
- A guarantee facility signed on 7 February 2024 with Banco Bilbao Vizcaya Argentaria, S.A. ("**BBVA**"), the initial amount of which was

10,000,000, which was subsequently increased to 20,000,000 by a novation dated 20 December 2024 (the "**BBVA Guarantee Facility**").

Hereinafter, the Bankinter Guarantee Facility and the BBVA Guarantee Facility will be referred to as the "**Guarantee Facilities**".

Enagás, S.A. underwrote both Guarantee Facilities in its capacity as guarantor of the Related Party's obligations, and the underwriting thereof was the subject of a supporting report by the Audit and Compliance Committee, which was also approved by the Company's Board of Directors.

The purpose of this report is the signing by Enagás, S.A., in its capacity as guarantor of the obligations of the Related Party, of extensions of the respective maximum amounts of the Guarantee Facilities in the terms set out below:

- With respect to the Bankinter Guarantee Facility, an increase of the maximum amount by 20,000,000 euros (the "**Bankinter Increase Amount**").
- With respect to the BBVA Guarantee Facilities, an increase of the maximum amount by 10,000,000 euros (the "**BBVA Increase Amount**").

Hereinafter, the Bankinter Increase Amount and the BBVA Increase Amount will be referred to as the "**Extension Amounts**".

Hereinafter, the transactions from which the maximum amounts of the Guarantee Facilities are extended in the Extension Amounts will be referred to as the "**Related-Party Transactions**".

Upon the execution of these Related-Party Transactions, the Related Party (i) may request Bankinter and/or BBVA, as appropriate, to issue one or more guarantees up to the maximum amount under the Guarantee Facilities, as appropriate, and (ii) in addition to having the guarantee of Enagás, S.A. in these Guarantee Facilities, which is limited to 63%, it will have the guarantee, limited to 27%, of the other shareholder of the Related Party that is represented on its Board of Directors, namely, H2 Investments Spain, S.L. ("**Hy24**").

By virtue of the foregoing, the maximum amount guaranteed by Enagás, S.A. under the Guarantee Facilities for the Extension Amounts is as follows:

- 12,600,000 euros for the Bankinter Guarantee Facility.

For clarification purposes, it is stated that the Bankinter Increase Amount together with the original amount of the Bankinter Guarantee Facility would amount to 30,000,000 euros, the total amount guaranteed by Enagás, S.A. under this guarantee being 18,900,000 euros.

- 6,300,000 euros for the BBVA Guarantee Facility;

For clarification purposes, it should be noted that the BBVA Increase Amount together with the original amount of the BBVA Guarantee Facility would amount to 30.000,000 euros, the total amount guaranteed by Enagás, S.A. under this guarantee being 18,900,000 euros.

The Related Party is a company in which Enagás, S.A. holds 60% of the share capital and Navantia, S.A. S.M.E. holds 5% of the share capital, Navantia, S.A. S.M.E. being a company wholly owned by *Sociedad Estatal de Participaciones Industriales* (SEPI).

In accordance with article 529 vicies of the LSC and the CNMV's interpretative note, the Enagas Group's transactions with its subsidiaries are not considered to be related-party transactions of Enagas, S.A., unless another related-party to Enagas, S.A. has an interest in these subsidiaries or investees (i.e. Enagas, S.A. directors; Enagas, S.A. shareholders of more than 10% or Enagas, S.A. shareholders with a presence on its Board of Directors). In view of the above, the company Enagas Renovable, S.A., in which Navantia, S.A. S.M.E. (a company wholly owned by SEPI) is a shareholder, is considered a related party of Enagas, S.A.

The total amount of the guarantee transactions in respect of the Guarantee Facility Extension Amounts is 18,900,000 euros, and therefore the power to approve the aforementioned Related-Party Transactions is vested in the Board of Directors insofar as this amount is less than 10% of the total asset items according to the last annual balance sheet approved by the Company and the Board of Directors may not delegate its approval as the requirements of article 529 duovicies section 4 of the LSC have not been met.

3. Identity of the Related Party(ies)

It is expressly stated for the record that the Director SEPI and member of the Audit and Compliance Committee represented by its natural person representative, Mr Bartolomé Lora Toro, has abstained from participating in the preparation of this report, and from participating in the deliberation and voting on the corresponding resolution at the meeting of the Company's Board of Directors in accordance with the provisions of articles 228.c) and 529 duovicies.2 LSC and 13 of the Regulations of the Company's Board of Directors.

4. Date and value or amount of the consideration

Enagás, S.A., in its capacity as guarantor, is expected to sign the Related-Party Transactions in September 2025, with the total amount of the guarantee transactions for the Extension Amounts being 18,900,000 euros.

5. Valuation of the Related-Party Transactions

Several public and private entities are calling on Enagás Renovable, S.A. to provide guarantees for the execution of activities necessary for the ordinary development of the projects in which it participates (for applications and advance payments), connections to the electricity grid, connections to the gas grid for biomethane projects, land, etc.).

To this end, it is necessary to enter into Related-Party Transactions consisting of the signing, by Enagás, S.A. in its capacity as guarantor of the Related Party, of extensions to the maximum amount of the Guarantee Facilities for the respective Extension Amounts. The aforementioned amounts are guaranteed by Enagás, S.A., limited to 63%, and with the guarantee, limited to 27%, of the other shareholder of the Related-Party represented on its Board of Directors, namely, Hy24, being the total amount of the guarantee transactions by Enagás, S.A. for these Increase Amounts of 18,900,000 euros.

In this regard, the contracting of the extension of the amounts of the Guarantee Facilities for the respective Extension Amounts is essential to enable the performance of Enagás Renovable, S.A.'s activity consisting of the execution of renewable energy projects, and it is also a requirement of the financial institutions to request the guarantee of the parent company Enagás, S.A. for solvency reasons.

From the point of view of Enagás, S.A. as the Group's parent company, the business carried out by its subsidiary Enagas Renovable, S.A. to boost the renewable gas market is of particular strategic importance. In this regard, it is standard practice for Enagás, S.A., as the parent company, to carry out its corporate purpose through its own subsidiaries and to provide financial support to them, as it has done on other occasions with other subsidiaries over which it does not exercise exclusive control.

The terms of the guarantee granted by Enagás, S.A. under the Guarantee Facilities are reasonable and market-based and equivalent to those of the guarantees previously granted by Enagás, S.A. as head of the group in respect of obligations assumed by its subsidiaries and investees.

From this perspective, the Audit and Compliance Committee considers that the planned Related-Party Transactions, i.e. the granting of guarantees by Enagás, S.A. in favour of its subsidiary Enagas Renovable, S.A., in which it holds a position of joint control, is required by the aforementioned group's interest, with which the corporate interest of Enagás Renovable, S.A. is fully aligned.

In view of the above, the Enagás Audit and Compliance Committee reports favourably on the approval of the Related-Party Transactions by the Board of Directors.

6. Publicity obligations

Without prejudice to the rules on public disclosure of inside information set out in Article 17 of Regulation (EU) No 596/2014 of the European

Parliament and of the Council and other disclosure obligations on related-party transactions imposed on listed companies under Spanish law pursuant to Article 529 unvicies LSC, the Company must publicly announce in an easily accessible location on its website, no later than the time they are entered into, the Related-Party Transactions carried out by it or by companies in its Group and which amount to or exceed: (a) 5% of total assets, or (b) 2.5% of the amount of annual turnover. The announcement shall also be reported to the Spanish National Securities Commission (CNMV) for public dissemination and must be accompanied by the report of the Audit and Compliance Committee.

In addition, Related-Party Transactions entered into with the same counterparty in the last twelve months shall be aggregated to determine the total value for the purposes of the preceding paragraph.

In accordance with the above, and taking into account that the amount of the Related-Party Transactions analysed in this report is 18,900,000 euros, being less than 5% of the total assets and 2.5% of the annual turnover, the said Transaction should not be subject to publication under the terms established in article 529 unvicies of the LSC.

7. Proposed resolution

Following the issuance of this report by the Audit and Compliance Committee, the following resolution is submitted for approval:

"Approve this report on the Related-Party Transaction issued by the Audit and Compliance Committee at this meeting and submit it to the Board of Directors so that it may, if appropriate, approve the aforementioned Related-Party Transaction"



Report prepared by the Audit and Compliance Committee of Enagás, S.A. in relation to a Related-Party Transaction

Report prepared by the Audit and Compliance Committee of Enagás, S.A. in relation to a Related-Party Transaction

1. Introduction

Chapter VII Bis of Title XIV (articles 529 vicies to 529 tervicies) of the revised text of the Spanish Companies Act, approved by Royal Legislative Decree 1/2010, of 2 July ("**LSC**") provides the legal regime on Related-Party Transactions applicable to listed companies, which has been incorporated into the corporate texts of Enagás, S. A. ("**Enagás**" or the "**Company**") and, in particular, into the Regulations of the Board of Directors, and which in turn has been implemented in the Protocol of Related-Party Transactions approved by the Board of Directors of the Company.

In this regard, article 529 vicies LSC sets out the definition of a Related-Party Transaction, while article 529 duovicies LSC establishes which bodies have the power to approve a given transaction: in the case of Related-Party Transactions whose amount or value is 10% or more of the total assets according to the last annual balance sheet approved by the Company, the power to approve them shall be vested in the General Shareholders' Meeting, and the Board of Directors shall be responsible for approving the rest of the Related-Party Transactions, without prejudice to its power to delegate in the terms and cases provided for in the Law.

In turn, article 529 duovicies.3 LSC provides that the approval by the General Shareholders Meeting or by the Board of Directors, as the case may be, of a Related-Party Transaction must be subject to a report by the Audit Committee, which must assess whether the transaction is fair and reasonable from the Company's point of view and, if applicable, of the shareholders other than the related party, and give an account of the assumptions on which the assessment is based and the methods used. The Directors affected may not participate in the preparation of the report.

In accordance with the above, the Company's Audit and Compliance Committee issues this report dated 17 July 2025.

2. Type of Related Transaction

The purpose of this report is to extend the duration, for an additional three (3) years, of the sublease contract between the Company as sub-lessor and Enagas Renovable, S.A. ("**Related Party**") as sub-lessee, of the offices in the building located at c/ Titán, 8 (28045 Madrid) (the "**Offices**") which, in turn, the Company has leased from the company *RENTA APARTAMENTOS, S.L.U.* (the "**Owner**"). This contract also includes, among other items:

- (i) maintenance services, interior work on subleased space; and
- (ii) office cleaning services, DDD (Disinfection, Rodent and Pest Control) of the offices and quality control of the services.

as well as those other services/supplies required by Enagás Renovable, S.A. (the "**Services**"), (hereinafter, the "**Sublease and Provision of Services Contract**").

The Related Party is a company in which Enagás, S.A. holds 60% of the share capital and Navantia, S.A. S.M.E. holds 5% of the share capital, Navantia, S.A. S.M.E. being a company wholly owned by *Sociedad Estatal de Participaciones Industriales* (SEPI).

In accordance with article 529 vicies of the LSC and the CNMV's interpretative note, the Enagas Group's transactions with its subsidiaries are not considered to be related-party transactions of Enagas, S.A., unless another related-party to Enagas, S.A. has an interest in these subsidiaries or investees (i.e. Enagas, S.A. directors; Enagas, S.A. shareholders of more than 10% or Enagas, S.A. shareholders with a presence on its Board of Directors). In view of the above, the company Enagas Renovable, S.A., in which Navantia, S.A. S.M.E. (a company wholly owned by SEPI) is a shareholder, is considered a related party of Enagas, S.A.

The estimated price of the Sublease and Provision of Services Contract amounts to approximately 2,394,860.34 euros, and therefore the power to approve the aforementioned Related-Party Transactions is vested in the Board of Directors insofar as this amount is less than 10% of the total asset items according to the last annual balance sheet approved by the Company and the Board of Directors may not delegate its approval as the requirements of article 529 duovicies section 4 of the LSC have not been met.

3. Identity of the Related Party(ies)

It is expressly stated for the record that the Director SEPI and member of the Audit and Compliance Committee represented by its natural person representative, Mr Bartolomé Lora Toro, has abstained from participating in the preparation of this report, and from participating in the deliberation and voting on the corresponding resolution at the meeting of the Company's Board of Directors in accordance with the provisions of articles 228.c) and 529 duovicies.2 LSC and 13 of the Regulations of the Company's Board of Directors.

4. Date and value or amount of the consideration

The Sublease and Provision of Services Contract is expected to be signed between July and September 2025, with a term of the Sublease and Provision of Services Contract until December 2030, and the price to be paid by the Related Party is estimated to be a maximum of 2,394,860.34 euros.

5. Valuation of the Related Party Transaction

It is interesting from the perspective of Enagas, S.A. to be able to sublease the offices to Enagas Renovable, S.A., at a reasonable

market price, together with the provision of the Services, an opportunity to which the Related Party has had access as a result of the Company being its shareholder.

In this regard, it is confirmed that the conditions of the Sublease and Provision of Services Contract between Enagas, S.A. and Enagas Renovable, S.A. are on market conditions, insofar as it provides for the same conditions and price as the contract initially signed between the Company and the Owner on 1 April 2010, as subsequently amended.

- In relation to the services in section 2, point (ii) i.e. Office cleaning services, Office DDD and quality control of services, the Company will invoice Enagas Renovable, S.A. for the amount of the service that the Company has agreed in its contracts without any increase thereof, as it does not consume significant resources on the part of Enagas in its management.
- In relation to the services in section 2, point (i), i.e. maintenance services, works inside the subleased spaces, as well as other services/supplies required by Enagás Renovable, S.A. there will be a 20% management surcharge, as these services will require the active participation of the Company's *Facility* team and, therefore, an allocation of resources. This percentage of 20% consists of the overheads and standard industrial profit that most contractors pass on to the company, so it is a reasonable market price.

It is therefore a fair and reasonable transaction from the point of view of the Company and the shareholders, if any, who are not related parties and does not involve any harm or loss on the part of any of them

In accordance with the foregoing, the Company's Audit and Compliance Committee considers that with regard to the projected Related-Party Transaction, Enagas Renovable, S.A. does not enjoy financial or other conditions that are more favourable than those that would be granted to a third party in substantially equivalent circumstances, nor does it benefit from conditions that could entail favourable treatment for them due to their position, and this Committee also considers that the projected Related Transaction will be carried out in accordance with the Company's corporate interest, under market conditions, with transparency and fairness and subject to the applicable regulations.

In view of the above, the Enagás Audit and Compliance Committee reports favourably on the approval of the Related-Party Transaction by the Board of Directors.

6. Publicity obligations

Without prejudice to the rules on public disclosure of inside information set out in Article 17 of Regulation (EU) No 596/2014 of the European Parliament and of the Council and other disclosure obligations on related-party transactions imposed on listed companies under Spanish law pursuant to Article 529 unvicies LSC, the Company must publicly announce in an easily accessible location on its website, no later than the time they are entered into, the Related-Party Transactions carried out by it or by companies in its Group and which amount to or exceed: (a) 5% of total

assets, or (b) 2.5% of the amount of annual turnover. The announcement shall also be reported to the Spanish National Securities Commission (CNMV) for public dissemination and must be accompanied by the report of the Audit and Compliance Committee.

In addition, Related-Party Transactions entered into with the same counterparty in the last twelve months shall be aggregated to determine the total value for the purposes of the preceding paragraph.

In accordance with the above, and taking into account that the amount of the Related-Party Transactions analysed in this report is 2,394,860.34euros, being less than 5% of the total assets and 2.5% of the annual turnover, the said Transaction should not be subject to publication under the terms established in article 529 unvicies of the LSC.

7. Proposed resolution

Following the issuance of this report by the Audit and Compliance Committee, the following resolution is submitted for approval:

"Approve this report on the Related-Party Transaction issued by the Audit and Compliance Committee at this meeting and submit it to the Board of Directors so that it may, if appropriate, approve the aforementioned Related-Party Transaction"



Report prepared by the Audit and Compliance Committee of Enagás, S.A. in relation to a Related-Party Transaction

Report prepared by the Audit and Compliance Committee of Enagás, S.A. in relation to a Related-Party Transaction

1. Introduction

Chapter VII Bis of Title XIV (articles 529 vicies to 529 tervicies) of the revised text of the Spanish Companies Act, approved by Royal Legislative Decree 1/2010, of 2 July ("**LSC**") provides the legal regime on Related-Party Transactions applicable to listed companies, which has been incorporated into the corporate texts of Enagás, S. A. ("**Enagás**" or the "**Company**") and, in particular, into the Regulations of the Board of Directors, and which in turn has been implemented in the Protocol of Related-Party Transactions approved by the Board of Directors of the Company.

In this regard, article 529 vicies LSC sets out the definition of a Related-Party Transaction, while article 529 duovicies LSC establishes which bodies have the power to approve a given transaction: in the case of Related-Party Transactions whose amount or value is 10% or more of the total assets according to the last annual balance sheet approved by the Company, the power to approve them shall be vested in the General Shareholders' Meeting, and the Board of Directors shall be responsible for approving the rest of the Related-Party Transactions, without prejudice to its power to delegate in the terms and cases provided for in the Law.

In turn, article 529 duovicies.3 LSC provides that the approval by the General Shareholders Meeting or by the Board of Directors, as the case may be, of a Related-Party Transaction must be subject to a report by the Audit Committee, which must assess whether the transaction is fair and reasonable from the Company's point of view and, if applicable, of the shareholders other than the related party, and give an account of the assumptions on which the assessment is based and the methods used. The Directors affected may not participate in the preparation of the report.

In accordance with the above, the Company's Audit and Compliance Committee issues this report dated 16 October 2025.

2. Type of Related Transactions

The transactions covered by this report consist of:

- (i) The ratification of the contribution of funds made by the Company in favour of its subsidiary Enagás Renovable, S.A. (the "**Related Party**" or "**Enagás Renovable**"), for the amount of €9.000,000 (the "**First Contribution**").
- (ii) The approval of the contribution of funds by the Company in favour of Enagás Renovable, for an amount of up to €10.200,000 (the "**Second Contribution**").

The First Contribution and the Second Contribution are made as a "shareholder or owner contribution" under the terms of account number 118 of the Spanish Chart of Accounts, approved by Royal Decree 1514/2007, of 16 December (or, subsidiarily, as a capital increase) (the "**Contributions**").

The Related Party is a company in which Enagás, S.A. holds 60% of the share capital and Navantia, S.A. S.M.E. holds 5% of the share capital, Navantia, S.A. S.M.E. being a company wholly owned by *Sociedad Estatal de Participaciones Industriales* (SEPI).

In accordance with article 529 vicies of the LSC and the CNMV's interpretative note, the Enagas Group's transactions with its subsidiaries are not considered to be related-party transactions of Enagas, S.A., unless another related-party to Enagas, S.A. has an interest in these subsidiaries or investees (i.e. Enagas, S.A. directors; Enagas, S.A. shareholders of more than 10% or Enagas, S.A. shareholders with a presence on its Board of Directors). In view of the above, the company Enagas Renovable, S.A., in which Navantia, S.A. S.M.E. (a company wholly owned by SEPI) is a shareholder, is considered a related party of Enagas, S.A.

The total amount of the Contributions is 19,200,000 euros, and therefore the power to approve the aforementioned Related-Party Transactions is vested in the Board of Directors insofar as this amount is less than 10% of the total asset items according to the last annual balance sheet approved by the Company and the Board of Directors may not delegate its approval as the requirements of article 529 duovicies section 4 of the LSC have not been met.

3. Identity of the Related Party(ies)

It is expressly stated for the record that the Director SEPI and member of the Audit and Compliance Committee represented by its natural person representative, Mr Bartolomé Lora Toro, has abstained from participating in the preparation of this report, and from participating in the deliberation and voting on the corresponding resolution at the meeting of the Company's Board of Directors in accordance with the provisions of articles 228.c) and 529 duovicies.2 LSC and 13 of the Regulations of the Company's Board of Directors.

4. Date and value or amount of the consideration

The date of the First Contribution is February 2025, while the expected date of the Second Contribution will be approximately November 2025, with the total amount of the Contributions amounting to 19,200,000 euros.

5. Valuation of the Related-Party Transactions

From the point of view of Enagás, S.A. as the Group's parent company, the business carried out by its subsidiary Enagas Renovable, S.A. to boost the renewable gas market is of particular strategic importance. In this regard, it is standard practice for Enagás, S.A., as the parent company, to carry out

its corporate purpose through its own subsidiaries and to provide financial support to them, as it has done on other occasions with other subsidiaries over which it does not exercise exclusive control.

The Contributions covered in this report will help position Enagás Renovable as one of the main national players in the biomethane market and in the deployment of the hydrogen market, contributing to the industrial decarbonisation of the Enagás value chain, key pillars of the Group's investment thesis and strategy.

The terms of the Contributions to be made by the Company are fair and market-based insofar as Enagás, S.A., together with the other shareholders of the Related Party, will contribute funds to the Related Party in amounts proportional to their holdings in the share capital, with these contributions of funds being directly related to the increase in the theoretical value of the shares of the Related Party. It should be noted that the funds to be contributed by the shareholders of the Binding Party will mainly be used to cover staff costs, project development costs and investment in various projects following the Final Investment Decision (FID). In this respect, on the one hand, as regards labour costs, the wages and salaries of the Related Party to its employees are in line with market rates of pay comparable companies (P50) according to market research. On the other hand, project contributions after FID have been estimated on the basis of competitive bidding processes (EPC, major equipment, etc.). These contributions are made, together with the Related Party's business partners, in the holding companies of the projects in which the Related Party participates in proportion to each party's shareholding in the said holding companies.

From this perspective, the Audit and Compliance Committee considers that the planned Related-Party Transactions, i.e. the Contributions by Enagás, S.A. in favour of its subsidiary Enagas Renovable, S.A., in which it holds a position of co-control, is required by the group's own interests, with which the corporate interest of Enagás Renovable, S.A. is fully aligned.

In view of the above, the Enagás Audit and Compliance Committee reports favourably on the approval of the Related-Party Transactions by the Board of Directors.

6. Publicity obligations

Without prejudice to the rules on public disclosure of inside information set out in Article 17 of Regulation (EU) No 596/2014 of the European Parliament and of the Council and other disclosure obligations on related-party transactions imposed on listed companies under Spanish law pursuant to Article 529 unvicies LSC, the Company must publicly announce in an easily accessible location on its website, no later than the time they are entered into, the Related-Party Transactions carried out by it or by companies in its Group and which amount to or exceed: (a) 5% of total assets, or (b) 2.5% of the amount of annual turnover. The announcement shall also be reported to the Spanish National Securities Commission (CNMV) for public dissemination and must be accompanied by the report of

the Audit and Compliance Committee.

In addition, Related-Party Transactions entered into with the same counterparty in the last twelve months shall be aggregated to determine the total value for the purposes of the preceding paragraph.

In accordance with the above, and taking into account that the amount of the Related-Party Transactions with the same counterparty in the last 12 months is less than 5% of the total assets of the Company, but more than 2.5% of the annual amount of the Company's annual turnover, the transactions must be disclosed in accordance with the terms established in article 529 unvicies LSC.

7. Proposed resolution

Following the issuance of this report by the Audit and Compliance Committee, the following resolution is submitted for approval:

"Approve this report on Related-Party Transactions issued by the Audit and Compliance Committee at this meeting and submit it to the Board of Directors so that it may, if appropriate, proceed to approve and/or ratify, as appropriate, the aforementioned Related-Party Transactions"