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In accordance with Article 17 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, and Article 226 of Law 6/2023, of 17 March, on Securities Markets and Investment Services, and further to the inside information announcement published on 10 December 2025, with registration number 3,031, relating to the placement of circa 69 million shares of Naturgy Energy Group, S.A. (the “**Company**”) held by GIP III Canary 1 S.à r.l. (the “**Seller**”) through an accelerated bookbuilt offering (the “**ABB Offering**”), J.P. Morgan, on behalf of the Seller, hereby announces that the ABB Offering has been completed and the final terms have been determined.

Pursuant to the ABB Offering, the Seller has sold 68,825,911 shares of the Company, representing approximately 7.10% of the Company’s share capital, at a price of €24.75 per share.

J.P. Morgan has acted as sole global coordinator (the “**Manager**”).

Following the settlement of the ABB Offering, the Seller will hold 110,753,554 shares of the Company, representing approximately 11.42% of the Company’s share capital, which will be subject to a 90-day lock-up period, subject to customary exceptions in this type of transaction.

Madrid, 11 December 2025

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No registration pursuant to Article 4, paragraph 1 of the Financial Instruments and Exchange Act of Japan (Law No. 25 of 1948, as amended) (the “**FIEA**”) has been made or will be made with respect to the solicitation of the application for the acquisition of the Shares as such solicitation falls within a Solicitation for Small Number Investors (as defined in Article 23-13 paragraph 4 of the FIEA).

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In connection with the sale of the Shares, the Manager and its affiliates may take up a portion of the Shares in the ABB Offering as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such Shares and other securities of the Company or related investments in connection with the ABB Offering or otherwise. Accordingly, references in this announcement to the Shares being sold, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, the Manager and any of its affiliates acting in such capacity. In addition, the Manager and its affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which the Manager and any of its affiliates may from time to time acquire, hold or dispose of Shares. The Manager does not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

A communication that a transaction is or that the book is “covered” (i.e., indicated demand from investors in the book equals or exceeds the amount of the securities being offered) is not any indication or assurance that the book will remain covered or that the transaction and securities will be fully distributed by the Manager. The Manager reserves the right to take up a portion of the securities in the offering as a principal position at any stage at its sole discretion, *inter alia*, to take account of the objectives of the Seller, MiFID II requirements and in accordance with allocation policies.

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