



AUTHORISATION OF THE PARTIAL VOLUNTARY TAKEOVER BID FOR NATURGY ENERGY GROUP, S.A. LAUNCHED BY THE COMPANY ITSELF

Wednesday, 28 May 2025

On 28 May 2025, the Board of the Spanish National Securities Market Commission (CNMV) adopted the following resolution:

“To authorize the partial voluntary takeover bid for the acquisition of shares of Naturgy Energy Group, S.A. submitted by the company itself on 26 March 2025 and admitted for processing on 1 April 2025, as it considers that the terms of the bid comply with applicable regulations and that the content of the prospectus is sufficient, following the latest amendments incorporated on 19 May 2025.

The partial bid is aimed at a maximum of 88,000,000 shares of Naturgy Energy Group, S.A., representing 9.08% of its share capital, listed on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges and traded on the Automated Quotation System.

The price of the bid is 26.50 euros per share and will be paid in cash. Such price has been freely set by the offeror, in accordance with Article 13(5) of Spanish Royal Decree 1066/2007, of 27 July, on takeover bids, and has not been submitted for consideration as an equitable price for the purposes of Article 110 of the Spanish Act 6/2023, of 17 March, on Securities Markets and Investment Services, and Article 9 of the aforementioned Royal Decree.”

The CNMV shall make the period for acceptance of the bid public once the offeror publishes the first of the announcements required under Article 22 of Spanish Royal Decree 1066/2007.

The above paragraphs are a translation of the original resolution in Spanish for information purposes only.