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27 May 2026

TO THE NATIONAL SECURITIES MARKET COMMISSION

Pursuant to the provisions of article 17 of Regulation (EU) 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 (*Ley 6/2023, de 17 de marzo, de los Mercados de Valores y de los Servicios de Inversión*) and implementing regulations, Goldman Sachs Bank Europe SE hereby informs about and discloses the following:

INSIDE INFORMATION

Further to the inside information notice published on 26 May 2026, with registry number 3,238 (the “**Launch Notice**”), Goldman Sachs Bank Europe SE (the “**Sole Bookrunner**”) announces that Rioja Acquisition S.à r.l. (“**Rioja**” or the “**Seller**”) has successfully placed by way of an accelerated bookbuilt offering (the “**Placement**”) 107,470,037 existing ordinary shares (the “**Shares**”) in Naturgy Energy Group, S.A. (“**Naturgy**” or the “**Company**”), representing approximately 11.08% of Naturgy’s existing share capital, at a price of EUR 28.55 per Share (the “**Placement Price**”). The Seller will receive aggregate gross sale proceeds of EUR 3,068,269,556 from the Placement.

The proceeds of the Placement are payable in cash on usual settlement terms, and closing of the Placement is expected to occur on a T+2 basis on 29 May 2026, subject to the satisfaction or waiver of certain customary conditions.

Following completion of the Placement and the settlement of the derivative transactions described in the Launch Notice, Rioja has disposed of its entire stake in Naturgy, that is, an aggregate 133,851,363 shares in the Company (representing approximately 13.80% of Naturgy’s share capital).

This announcement and the information contained herein is for information purposes only and does not constitute an offer to sell or the solicitation of an offer to buy any of these securities in the United States, Canada, Australia, South Africa, Japan or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities may not be offered or sold in the United States absent registration or an applicable exemption from United States registration requirements. No public offer of securities is to be made in the United States and neither this announcement nor any copy of it may be taken, transmitted or distributed, directly or indirectly, in or into or from the United States (including its territories and possessions, any state of the United States and the District of Columbia), Canada, Australia, South Africa, Japan or any other jurisdiction where such taking, transmission or distribution would be unlawful. Any failure to comply with this restriction may constitute a violation of United States, Canadian, Australian, South African or Japanese securities laws.

This announcement and any offer of Shares if made subsequently are only addressed to and directed at persons (1) in the EEA, who are qualified investors within the meaning of Article 2(e) of Regulation (EU) 2017/1129, as amended (“**EEA Qualified Investors**”), and (2) in the United Kingdom, who are qualified investors within the meaning of paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 who (a) have professional experience in matters relating to investments who fall within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”), or (b) are persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations etc.”) of the Order, or (c) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000, as amended) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons being referred to as “**Relevant Persons**”). Any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with (i) if in the EEA, EEA Qualified Investors, or (ii) if in the UK, Relevant Persons.

This announcement does not, and shall not, in any circumstances constitute a public offering, nor an offer to sell or to subscribe, nor a solicitation to offer to purchase or to subscribe securities in any jurisdiction. The distribution of this announcement and the offering or sale of the securities in certain jurisdictions may be restricted by law. No action has been taken by the Seller, the Sole Bookrunner, or any of their respective affiliates that would, or which is intended to, permit a public offer of the securities in any jurisdiction or possession or distribution of this announcement or any other offering or publicity material relating to the securities in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required by the Seller and the Sole Bookrunner to inform themselves about and to observe any applicable restrictions.

No prospectus or offering document has been or will be prepared in connection with the Placement. Any investment decision in connection with the Placement must be made solely on the basis of publicly available information relating to the Company and its Shares. Such information has not been independently verified and the Seller and the Sole Bookrunner are not responsible, and expressly disclaim any liability, for such information. The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purposes whatsoever on the information contained in this announcement or on its accuracy or completeness.

In connection with the Placement, the Sole Bookrunner and any of its affiliates acting as investors for their own account may take up as a proprietary position any Shares and in that capacity may retain, purchase or sell for their own account such Shares. In addition, the Sole Bookrunner or its affiliates may enter into financing arrangements and swaps with investors in connection with which the Sole Bookrunner (or its affiliates) may from time to time acquire, hold or dispose of Shares. The Sole Bookrunner and any of its affiliates have entered into, and may also in the future enter into, for their own account, financing arrangements with the Seller and/or its affiliates. The Seller and/or its affiliates may use all or part of the proceeds of the Placement to repay any indebtedness under such financing arrangements. The Sole Bookrunner does not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

Neither the Sole Bookrunner, its respective affiliates, or any of the Sole Bookrunner's or its respective affiliates' directors, officers, employees, advisers or agents accept any responsibility or liability whatsoever for or make any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Seller, the Company, their respective subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith.

This announcement does not constitute a recommendation concerning the Placement. The price and value of securities and any income from them can go down as well as up. Past performance is not a guide to future performance. Acquiring Shares to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested. Potential investors should consult a professional advisor as to the suitability of the Placement for the entity or person concerned.

Certain figures contained in this announcement have been subject to rounding adjustments. Accordingly, in certain instances, the sum or percentage change of the numbers contained in this announcement may not conform exactly with the total figure given.

The Sole Bookrunner is acting only for the Seller in connection with the Placement and no one else, and will neither be responsible to anyone other than the Seller for providing the protections offered to clients nor for providing advice in relation to the Shares or the Placement, the contents of this announcement or any transaction, arrangement or other matter referred to in this announcement.

This announcement includes statements that are, or may be deemed to be, forward-looking statements. These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "intends", "will", or "may", or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward-looking statements include all matters that are not historical facts and include statements regarding intentions, beliefs or current expectations. No assurances can be given that the forward-looking statements in this announcement will be realised. As a result, no undue reliance should be placed on these forward-looking statements as a prediction of actual events or otherwise.