



Pursuant to Article 227 of the Consolidated Text of the Securities Market Act, approved by Royal Legislative Decree 4/2015, of 23 October, and related provisions, Enagás, S.A. hereby discloses the following

### **OTHER RELEVANT INFORMATION**

The Enagás, S.A. General Shareholders´ Meeting held on 31 March 2022 approved all the proposed resolutions laid by the Board of Directors.

The General Shareholders´ Meeting has re-elected for the statutory period of four years the President of the Company, Mr. Antonio Llardén Carratalá, who from today ceases to exercise his executive functions and becomes another External Director.

The General Shareholders´ Meeting has ratified and appointed Mr. Arturo Gonzalo Aizpiri as Executive Director for the statutory period of four years. The Board of Directors, in a session held today after the end of the General Shareholders´ Meeting, has appointed Mr. Gonzalo as Chief Executive Officer, conferring on him the corresponding delegated powers.

Likewise the General Shareholders´ Meeting resolved to re-elect for the four-year period Ms Ana Palacio Vallelersundi as Independent Director. and resolved to appoint Ms María Teresa Costa Campi, Ms Clara Belén García Fernández-Muro, Mr Manuel Gabriel González Ramos and Mr David Sandalow as Independent Directors.

After these appointments, the number of Directors remains at fifteen.

The percentage of Independent Directors remains 73.33% (11 out of 15), while the percentage of female directors increased to 40% (6 out of 15).

Thus, 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.

### **QUORUM**

The Ordinary General Meeting of Enagás, S.A., held on 31 March 2022 at the adjourned date and time specified in the Notice of Meeting, was constituted with the following quorum:

Share capital	392,985,111.00 €
Eligible shares	261,990,074

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Shareholders	Number of shareholders	Number of shares	% of total share Capital
<b>1. Present:</b>	1,155	15,638,275	5.9690 %
1.1 Telematic attendance	3	320	0.0001 %
1.2 Attending in person	38	423,504	0.1616 %
1.3 Attending using remote means	1,114	15,214,451	5.8073 %
<b>2. Represented by</b>	3,791	105,596,595	40.3056 %
<b>TOTAL</b>	4,946	121,234,870	46.2746 %

All resolutions on the agenda were ratified at the General Meeting. The resolutions adopted and the results of voting for each are hereby made available, in accordance with Article 525.2 of the Consolidated Text of the Corporate Enterprises Act, and are as follows:

#### RESOLUTION 1°

"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, 2021."

**The resolution carried. The results of the vote were as follows:**

For		Against		Abstention		Total
N° of votes	%	N° of votes	%	N° of votes	%	Votes cast
115,654,726	99.707	63,767	0.055	276,576	0.238	121,234,870

#### RESOLUTION 2°

"To approve the Consolidated Non-Financial Information Statement included in the Enagás Group Management Report for financial year 2021".

**The resolution carried. The results of the vote were as follows:**

For		Against		Abstention		Total
N° of votes	%	N° of votes	%	N° of votes	%	Votes cast
115,818,329	99.848	21,996	0.019	154,744	0.133	121,234,870

#### RESOLUTION 3°

"To approve the allocation of Enagás, S.A.'s profits for the 2021 financial year, which amounted to net profit of **457,259,242.44** euros, in line with the following distribution proposal prepared by the Board of Directors:

- a) Allocating an amount of 12,217,439.92 euros to the voluntary reserve.
- b) Payment of a dividend which was already wholly paid as an interim dividend by virtue of the Board of Directors' resolution of November 22, 2021, which is ratified for all that may be necessary, paid to shareholders on December 21, 2021, and which amounted to 0.68 euros gross per entitled share, making a total of 177,811,927.04 euros.
- c) Payment of a final dividend of 1.02 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 267,229,875.48 euros.

The final dividend will be paid on **July 7, 2022**.

The following table summarises the distribution of profit:

Distribution	Euros
Voluntary reserves	<b>12,217,439.92</b>
To dividends:	
Interim dividend	<b>177,811,927.04</b>
Final dividend	<b>267,229,875.48</b>
<b>Total results</b>	<b>457,259,242.44</b>

**The resolution carried. The results of the vote were as follows:**

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
113,752,984	98.067	2,096,037	1.807	146,048	0.126	121,234,870

#### RESOLUTION 4º

"To approve the performance of the Board of Directors of Enagás, S.A. in the 2021 financial year."

**The resolution carried. The results of the vote were as follows:**

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
115,034,460	99.172	145,107	0.125	815,502	0.703	121,234,870

### RESOLUTION 5º

"To re-elect Ernst & Young, S.L. as Accounts Auditor of Enagás, S.A. and its consolidated Group for the 2022, 2023 and 2024 financial years."

**The resolution carried. The results of the vote were as follows:**

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
115,101,120	99.230	415,635	0.358	478,314	0.412	121,234,870

### RESOLUTION 6º

"6.1 To re-elect Mr Antonio Llardén Carratalá as Director for the four-year period. Mr Antonio Llardén Carratalá shall be an External Director."

**The resolution carried. The results of the vote were as follows:**

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
110,268,272	95.063	5,507,219	4.748	219,578	0.189	121,234,870

"6.2 To ratify and appoint Mr Arturo Gonzalo Aizpiri as Director for the four-year period. Mr Arturo Gonzalo Aizpiri has the role of Executive Director."

**The resolution carried. The results of the vote were as follows:**

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
114,868,809	99.029	948,649	0.818	177,611	0.153	121,234,870

"6.3 To re-elect Ms Ana Palacio Vallelersundi as Director for the four-year period. Ms Ana Palacio Vallelersundi has the role of Independent Director."

**The resolution carried. The results of the vote were as follows:**

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
112,823,110	97.266	3,013,744	2.598	158,215	0.136	121,234,870

"6.4 To appoint Ms María Teresa Costa Campi as Director for the four-year period. Ms María Teresa Costa Campi shall be an Independent Director."

**The resolution carried. The results of the vote were as follows:**

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
114,423,440	98.645	1,352,336	1.166	219,293	0.189	121,234,870

"6.5 To appoint Ms Clara Belén García Fernández-Muro as Director for the four-year period. Ms Clara Belén García Fernández-Muro shall be an Independent Director."

**The resolution carried. The results of the vote were as follows:**

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
114,494,162	98.706	1,341,907	1.157	159,000	0.137	121,234,870

"6.6 To appoint Mr Manuel Gabriel González Ramos as Director for the four-year period. Mr Manuel Gabriel González Ramos shall be an Independent Director."

**The resolution carried. The results of the vote were as follows:**

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
114,055,556	98.328	1,777,370	1.532	162,143	0.140	121,234,870

"6.7 To appoint Mr David Sandalow as Director for the four-year period. Mr David Sandalow shall be an Independent Director."

**The resolution carried. The results of the vote were as follows:**

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
114,769,161	98.943	1,004,935	0.866	220,973	0.191	121,234,870

## RESOLUTION 7º

"To authorise the Board of Directors as broadly as is legally necessary to increase the share capital on one or more occasions and at any time under the terms and within the limits set forth in Article 297.1.b) of the LSC, within a period of five years

from the date of adoption of this resolution and up to half of the current share capital. Those increases that are agreed in exercise of this authorisation and those that may be agreed pursuant to other authorisations that the General Shareholders' Meeting has granted or may grant to the Board of Directors count jointly for the purposes of this limit.

The capital increases covered by this authorisation will be carried out through the issue and circulation of new shares, with or without a premium, which will be paid for by monetary contributions. When not expressly provided for, the Board of Directors may determine the terms and conditions for capital increases as well as the characteristics of the shares, and it is free to offer the new unsubscribed shares within the deadline(s) for the exercise of the pre-emptive subscription rights. The Board of Directors may also provide that, when not fully subscribed, the share capital will be increased only by the amount of the subscribed shares, and proceed to reword the article of the Articles of Association relating to the share capital.

For capital increases carried out pursuant to this authorisation, the Board of Directors is expressly authorised to exclude, in whole or in part, the pre-emptive subscription rights in accordance with article 506 of the LSC. The power to exclude the pre-emptive subscription rights agreed by the Board in the exercise of the above delegation of powers or others agreed or that may be agreed by the General Shareholders' Meeting is conditional upon it not exceeding, in total, 10% of the Company's current share capital.

The Company will request, where applicable, the listing on official or non-official secondary markets, organised or non-organised, in Spain or abroad, of the shares issued by virtue of this authorisation, enabling the Board to carry out the necessary formalities and actions at the competent bodies of the Spanish or foreign securities markets for listing the securities.

The Board of Directors is expressly empowered to delegate, in turn, the powers provided under this proposed resolution.

The authorisation to increase the capital conferred on the Board of Directors by a resolution of the General Shareholders' Meeting of March 31, 2017 is hereby rendered ineffective."

**The resolution carried. The results of the vote were as follows:**

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
108,664,744	93.681	7,205,964	6.212	124,361	0.107	121,234,870

## RESOLUTION 8º

"To modify, for the purposes of article 529 novodecies of the Corporate Enterprise Act, the Directors' Remuneration Policy for the 2022, 2023 and 2024 financial years, in order to adapt it to the termination of the Executive Chairman's executive duties, to the remuneration conditions of the new Chief Executive Officer, to the modification of the maximum limit for Directors' remuneration in their position as such and to the Company's long-term incentive plan".

**The resolution carried. The results of the vote were as follows:**

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
95,922,000	82.695	6,490,131	5.595	13,582,938	11.710	121,234,870

## RESOLUTION 9º

"To approve, pursuant to the provisions set out in article 219 of the Corporate Enterprises Act, as well as in article 36 of the Articles of Association, a 2022-2024 Long-Term Incentive Plan (hereinafter, the "**Plan**", or the "**ILP**") targeted at the Executive Director and members of the management team (hereinafter, the "**Beneficiaries**") of Enagás, S.A. (hereinafter, "**Enagás**" or the "**Company**") and of its group of companies (hereinafter, the "**Group**").

The plan is approved in accordance with the following basic features, which will be the object of implementation in the Regulation of the 2022-2024 Long-Term Incentive Plan (hereinafter, the "**Regulation**") to be approved by the Board of Directors (hereinafter, the "**Board of Directors**"):

### (1) Description and purpose of the Plan

The Plan will allow Beneficiaries of the same to receive, after a certain period of time, an incentive payable in Enagás shares and in cash, provided that certain strategic targets of the Company are met and the prerequisites set out in the Plan Regulations are satisfied.

The objective of the Plan is to (i) encourage the sustainable achievement of the objectives of the Company's Strategic Plan, (ii) give the opportunity to share the creation of value with participants, (iii) foster a sense of belonging to the Company and shared destiny, (iv) be competitive, and (v) align with the requirements of institutional investors, proxy advisors, and best Corporate Governance practices and, especially, those resulting from the recommendations of the CNMV's new Good Governance Code.

The Plan is instrumented by providing each Beneficiary with: (i) a specific number of Performance Shares (hereinafter, the "**Performance Shares**"); and, in some cases, (ii) a cash target incentive (hereinafter, the "**Cash Target Incentive**") which will serve as the basis to determine, respectively, depending on compliance with certain targets (hereinafter, the "**Level of Attainment of the Targets**"), and if there is compliance with the requirements set out in the Plan: (i) the number of Enagás shares to be handed over; and (ii) the gross amount of cash payable, if applicable, to each Plan Beneficiary (hereinafter, the shares and the gross amount of cash will be referred to as the "**Incentive**").

Until the Company shares are not delivered, the Plan does not grant the Beneficiaries the status of Company shareholders. In any case, the Performance Shares do not grant economic or political rights over the Company shares or any other types of shareholder rights. The Beneficiaries will become shareholders of the Company upon the settlement of the Plan and the handover, where appropriate, of the corresponding Enagás shares, which will be made, in accordance with the provisions of section 3 hereunder, on two dates.

## (2) Plan Beneficiaries

The Executive Director of the Board of Directors (hereinafter, the “**Chief Executive Officer**” or the “**Executive Director**”) and the members of the Management Committee and the rest of the management team of Enagás and its group of companies who are expressly invited by the Board of Directors of Enagás (hereinafter, “**members of the Management Committee**” and the “**Senior managers**”), at the proposal of the Sustainability, Appointments, and Remuneration Committee (hereinafter, the “**Committee**”), shall be considered Plan Beneficiaries. The Company will send an invitation letter (hereinafter, “**Invitation Letter**”) to take part in the Plan.

The estimated number of Plan Beneficiaries amounts to 53 people, without prejudice to possible new incorporations of Plan Beneficiaries.

For these purposes, the General Shareholders’ Meeting of Enagás designated Arturo Gonzalo Aizpiri, Chief Executive Officer of the Board of Directors, as Beneficiary of the Plan.

It is expressly stated that the Company’s Board of Directors, at the proposal of the Committee, may agree to include new Beneficiaries not initially foreseen in the Plan.

## (3) Duration and settlement of the Plan

The period for measuring Plan targets (hereinafter, the “**Period for Measuring Targets**”) will begin on January 1, 2022 (hereinafter, the “**Commencement Date of the Period for Measuring Targets**”) and will end on December 31, 2024 (hereinafter, the “**Finalisation Date of the Period for Measuring Targets**”) for all Beneficiaries, without prejudice to the specific cases regulated in the Plan Regulations.

The Plan will formally commence on the date of approval by the 2022 General Shareholders’ Meeting (the “**Plan Approval Date**”). In the case of Beneficiaries joining the Plan after the Commencement Date of the Period for Measuring Targets, another starting date after January 1, 2022 may be established in the Invitation Letter.

The effective settlement of the Plan will occur on the following dates (hereinafter, the “**Payment Dates**”):

- The Beneficiary will receive 50% of the Incentive within thirty (30) days following approval of the 2024 annual accounts by the General Shareholders’ Meeting (hereinafter, the “**First Payment Date**”). This 50% would apply to the assets part of the incentive as well as the cash part of the Incentive.
- The Beneficiary will receive the remaining 50% of the Incentive once a period of one year has elapsed from the First Payment Date (hereinafter, the “**Second Payment Date**”).

Accordingly, the full amount of the Incentive payable will be received by Plan Beneficiaries before July 30, 2026.

## (4) Number of Performance Shares and Target Cash Incentive to be allocated to each Beneficiary



In the Letter of Invitation, the Company will establish the Initial Incentive (hereinafter, the “**Initial Incentive**”) granted to each Beneficiary. The Initial Incentive will be the sum of a certain number of Performance Shares and a Cash Incentive Target.

The Initial Incentive allocated to Beneficiaries under the Plan will be determined, therefore, according to the following formula:

$$I_i = Nps + ITm$$

Where:

- **I<sub>i</sub>** = Initial Incentive to be allocated to each Beneficiary in accordance with their professional level, and which will be defined as a percentage of their fixed remuneration.
- **Nps** = Number of Performance Shares to be allocated to each Beneficiary, rounded up to the next whole number.
- **ITm** = Cash Incentive Target to be allocated to the Beneficiary in accordance with their professional level.

The number of Performance Shares will be obtained by applying the following formula:

$$Nps = ITps / PMA$$

Where:

- **ITps** = Incentive Target to be allocated to each Beneficiary by the Company to determine the number of Performance Shares in accordance with their professional level.
- **PMA** = Arithmetic mean rounded off to two decimal digits of the closing share price of Enagás on the last session of 2021 and of the 20 sessions prior to and 20 sessions after that session (that is, 20.17 euros per share).

At the proposal of the Committee, the Company’s Board of Directors may assign new Performance Shares and a new Cash Incentive Target incorporating new Beneficiaries, or increase the number of Performance Shares and Cash Incentive Target initially allocated to Beneficiaries, except in the case of the Executive Director, for whom the General Shareholders’ Meeting will be responsible for agreeing such allocation. In these cases, the Company will use the Performance Shares reserve that, if applicable, is set up for these purposes.

The maximum Initial Incentive, considering 125% of the Initial Incentive, for Arturo Gonzalo Aizpiri is set at 1,875,000 euros.

The allocation of the Initial Incentive must comply with the following rules:

- In the case of the Executive Director, 100% of the Initial Incentive will be implemented through the granting of the Performance Shares.
- In the case of members of the Management Committee, 80% of the Initial Incentive will be implemented through the granting of the Performance Shares and 20% through the Cash Incentive Target.
- In the case of Directors, 60% of the Initial Incentive will be implemented through the granting of the Performance Shares and 40% through the Cash Incentive Target.

**(5) Number of shares and gross cash amount to be delivered when the Plan is settled**

The total number of shares to be delivered and the gross cash amount to be paid to each Plan Beneficiary on the Payment Dates (the shares and the gross amount in cash, hereinafter, the "**Final Incentive**") will be determined in accordance with the following formula:

$$I_F = (N_{ps} \times GCI) + (IT_m \times GCI)$$

Where:

- **I<sub>F</sub>** = Final Incentive, corresponding to the number of Company shares to be handed over, rounded up by default to the closest whole number, and the gross amount in cash to be paid to each Beneficiary on the Plan Payment Dates.
- **N<sub>ps</sub>** = Number of Performance Shares allocated to the Beneficiary through the Letter of Invitation.
- **GCI** = Level of Attainment of the Incentive, according to the Level of Attainment of the Targets to which the Plan is linked and which will be determined in accordance with the provisions of section 8 below.
- **IT<sub>m</sub>** = Cash Incentive Target allocated to the Beneficiary through the Letter of Invitation.

In addition, the Beneficiaries would be entitled to receive, in the form of shares, the net dividends, if any, that they would have received between the First and Second Payment Dates (hereinafter, the "**Deferral Period**") if they had received all the shares on the First Payment Date.

In any case, on each Plan Payment Date, the Company will deduct from the shares that must be handed over to Beneficiaries (from the Performance Shares), the number of shares required so that, with the earnings from the sale thereof, the Company makes the corresponding interim payment of personal income tax or tax that, where appropriate, will be payable by the Beneficiary. Likewise, the Company will deduct the corresponding withholding at source from the gross amounts of cash payable, for interim payment of Personal Income Tax or tax that, where appropriate, will be payable by the Beneficiary. Likewise, the Beneficiaries shall bear the cost of any taxes (including, if applicable, the Financial Transaction Tax) that may be levied on the share acquisition transactions.

The maximum amount of shares authorised by the General Shareholders' Meeting also takes into account the necessary shares so that new Performance Shares can be granted to new Beneficiaries or to the existing Beneficiaries (hereinafter, "**Performance Share Reserve**"). In this event, it will be necessary for the Company's Board of Directors to agree on this, following a favourable report from the Committee, except in the case of the Executive Director, whose allocation must be approved by the General Shareholders' Meeting.

**(6) Maximum number of shares to be delivered**

Based on the provisions of the preceding sections, the number of shares to be delivered as a result of the initial allocation of Performance Shares shall be the result of dividing the ITps allocated to all Beneficiaries by the arithmetic average price rounded to the second decimal place of the closing prices of the Enagás Share in the last session of 2021 and of the 20 sessions prior to and 20 sessions after that session, as well as an estimate of the dividends expected to be paid during the Deferral period, without exceeding a maximum number of shares to be delivered to the Beneficiaries as a whole of 566,589, of which 96,970 correspond to Arturo Gonzalo Aizpiri.

Furthermore, this number of shares contains the potential number of shares to be handed over, without deducting the shares to be used for payment of the corresponding withholding at source of Personal Income Tax or, where appropriate, any other tax, in the event of applying the maximum rates when meeting the scheduled targets.

In addition, the Plan contemplates 113,318 shares that could be handed over to Beneficiaries as a consequence of the granting of new Performance Shares (Performance Shares Reserve).

The total maximum shares of the Plan therefore amounts to 679,907.

Among other means, the Company may allocate the shares that make up or comprise its treasury stock to Plan coverage or resort to the financial instrument that in each case is more advisable.

**(7) Share price used as the reference**

The share price used as the reference for the Plan will be the arithmetic mean rounded off to two decimal digits of the closing share price of Enagás on the last session of 2021 and of the 20 sessions prior to and 20 sessions after that session (that is, 20.17 euros per share).

**(8) Metrics**

The Level of Attainment of the Incentive will depend on the Level of Attainment of the Targets to which the Plan is linked.

The specific number of Enagás shares and the gross cash amount to be handed over to each Beneficiary on the Payment Dates, if the conditions established for this are met, will be established in accordance with the Level of Attainment of the following targets and indicators during the Period for Measuring Targets:

- Target 1. The relative total shareholder return (hereinafter, "TSR"). Ensures appropriate, competitive shareholder remuneration. It takes

into account the evolution of shares and the dividend policy. The Objective will have two components: Absolute TSR and Relative TSR with a relative importance of 12.5% each.

The absolute TSR is measured as the acquisition of a target share price in 2024. The target price has been established by investing estimated share dividends and is based on profitability and market parameters.

The relative TSR is measured in comparison with a group of fifteen companies (REE, SNAM, TERNA, NATIONAL GRID, REN, IBERDROLA, NATURGY, ENEL, RWE, E.ON, ENGIE, CÉTRICA, UNITED UTILITIES, SEVERN TRENT, PENNON GROUP).

- Target 2. Funds for Operations (hereinafter, "FFO"). This shows the financial soundness and net profit growth, which are the cornerstones of the Strategic Plan. This takes into account both the EBITDA of the regulated business and the dividends received from the subsidiaries that are not controlled by Enagás. It is a benchmark indicator for investors. By meeting this objective, the company's forecasts for the Group's dividend pay-out, investment and debt redemption are met. It accounts for 20% of the total objectives.
- Target 3. Accumulated cash flows received from international affiliates and other businesses (hereinafter "Dividend"). This shows the focus on international growth and a realistic and profitable investment plan as the cornerstones of the Strategic Plan. It measures the profitability of the international business compared with the annual remuneration objective which measures the year's international investment volume. It accounts for 20% of the total objectives.
- Target 4. The company's commitment to long-term value creation in a sustainable manner (hereinafter "Sustainability"). The target will consist of 5 indicators:

Decarbonisation:

- a) Reduction of CO<sub>2</sub> emissions in line with the decarbonisation pathway (emissions 2024 vs. emissions 2021). It accounts for 6% of the total objectives.
- b) Investment in renewable gases: Investment 2022-2024 associated with the adaptation of infrastructure to transmit renewable gases and the development of infrastructure dedicated to the transmission and storage of renewable gases. It accounts for 6% of the total objectives.

Diversity and inclusion:

- c) Percentage of women on the Board of Directors. It accounts for 2% of the total objectives.
- d) Percentage of women in managerial and pre-managerial positions. It accounts for 3% of the total objectives.
- e) Percentage of promotions that are women in managerial and pre-managerial positions. It accounts for 3% of the total objectives.

It accounts for 20% of the total objectives.

- Target 5. Digitalisation of the company (hereinafter, "Digitalisation"). The target will consist of 2 indicators:
  - a) Implementation of the Digital Transformation Strategy and improvement of the associated indicators.
  - b) Strengthen the positioning of Enagás' digital assets in the company's strategic areas.

Their weight in the overall objectives is 15% (7.5% for each indicator respectively).

The Board of Directors will determine the weighting of the previous metrics for determination of the Final Incentive to be paid, on a case-by-case basis and depending on the levels of Beneficiaries.

For each of the foregoing indicators, a Level of Attainment of the Incentive will be established, associated with each indicator, which may range between 0 per 100 and 125 per 100 of the assigned Performance Shares and of the Cash Incentive Target associated with each indicator. The Level of Attainment will be calculated through linear interpolation.

Notwithstanding the foregoing, non-compliance with the absolute TSR target may not be offset by over-compliance with the remaining indicators above 100%, so that the maximum Final Incentive would drop from 125% to 87.5% of the sum of the Performance Shares and Target Cash Incentive allocated to the Beneficiary.

For the relative TSR indicator, a Level of Attainment will be established based on the position held by Enagás in the ranking of the 16 companies (hereinafter, "Comparison Group"). The ranking will be as follows:

Relative TSR target (Ranking)	Level of Attainment of the Target (relative DAOTSR) (%)
1st - 2nd	125%
3rd	113%
4th	100%
5th	85%
6th	70%
7th	55%
8th	40%
9th – 16th	0%

The reference companies taken into consideration, in relation to the relative TSR, for the purposes of the Plan are the following:

COMPARISON GROUP	
15 COMPANIES	
CÉNTRICA	RED ELÉCTRICA
ENEL	REN
ENGIE	RWE
E.ON	SEVERN TRENT
IBERDROLA	SNAM
NATURGY	TERNA
NATIONAL GRID	UNITED UTILITIES
PENNON GROUP	

For determination of the relative and absolute TSR, and in order to avoid atypical movements in the indicator, the following will be taken into account as reference values, both on the date immediately prior to the beginning of the Period for Measuring Targets (last session of the year 2021) and on the Finalisation Date of the Period for Measuring Targets (December 31, 2024 or last day of the year 2024 in which the session takes place), the arithmetic mean price rounded to the second decimal place of the closing prices of the shares of 20 sessions prior to and 20 sessions after the session, if any, of December 31 or the last day of the year in which the session takes place, inclusive.

In the event of significant internal or external changes (e.g., the Company's perimeter, macroeconomic environment or regulation), which would make it necessary to review the previously established objectives, the Board of Directors may modify the terms of the Plan, its objectives and metrics.

#### **(9) Requirements to obtain the Final Incentive**

The requirements for the Beneficiary to receive the Final Incentive resulting from this Plan are the following:

1. The targets to which the Plan is linked in the terms and conditions established in its Regulations must be met.
2. The Beneficiary must remain in the Company or its Group of companies until the First Plan Payment Date to receive 50% of the Incentive, and until the Second Payment Date to receive the remaining 50%, except in special circumstances such as death, permanent disability, and other circumstances established in the Regulations and that must be approved by the Company's Board of Directors. In the event of voluntary resignation, fair dismissal or termination on righteous grounds, the Beneficiary will therefore forfeit the right to receive the Incentive that had not been received at the time of the cessation. This is without prejudice to the possible additional application of the reduction and clawback clauses set out in section 12 hereunder.

#### **(10) Handover of shares and availability system**

The shares which, as applicable, result from settlement of the Plan will be handed over to the Beneficiary through book entries, or the applicable stock market procedure, into their corresponding securities account.

The shares received through this Plan will be fully paid up, accepted for trading and free from any lien or encumbrance.

Notwithstanding the foregoing, the Beneficiaries shall be obliged to retain for two (2) years the ownership of the shares received on the First Payment Date (net of the corresponding income tax and any applicable taxes), and for one (1) year the ownership of the shares received on the Second Payment Date, net of taxes. Once said periods have elapsed, the shares will be freely available.

#### **(11) Early settlement of the Plan**

The Plan may provide for early settlement events in cases of taking or changing control of the Company or a corporate event or transaction that, in the opinion of the Board of Directors, would significantly affect the Plan.

#### **(12) Reduction and clawback clauses**

The Plan will contemplate the corresponding reduction malus clause and clawback clause provided for in the Directors' Remuneration Policy for the 2022, 2023 and 2024 financial years, which will be included in the Plan Regulations. The Board of Directors will determine, if applicable, whether the circumstances that should trigger the application of these clauses have concurred, and the part of the Final Incentive that, if applicable, should be cancelled or clawed back.

### **(13) Commitment to permanently hold shares**

Pursuant to the provisions of the Directors' Remuneration Policy for the 2022, 2023 and 2024 financial years, the Executive Director must maintain a number of shares (including those delivered as remuneration) equivalent to two (2) annuities of his gross fixed remuneration, as long as he continues to belong to the Board of Directors and performs executive functions.

The deadline for meeting this requirement is five (5) years from approval of the abovementioned Directors' Remuneration Policy. For new appointments, the period shall run from the date of appointment.

### **(14) Plan management and administration**

The Enagás Board of Directors, at the proposal of the Committee, will take, in each case, the appropriate decisions for the proper management and administration of the Plan. Specifically, the Board of Directors is empowered, in the broadest terms, and such powers may be delegated by the Board of Directors to the Committee, the Chief Executive Officer, or to any other person that the Board of Directors expressly authorises to this end, for the enforcement of this resolution and for the implementation, development, formalisation, execution and settlement of the Plan when and as it deems appropriate, adopting as many resolutions and signing whatsoever public or private documents as required or appropriate for its full effects, with the power to rectify, redress, modify or supplement this resolution.

And, in general, to adopt resolutions and perform as many actions as are necessary or merely appropriate for the success of this resolution and the implementation, execution and settlement of the Plan, including, but not limited to, and always within the framework of the terms and conditions provided for in this resolution, the following powers:

- (i) Implement and execute the Plan when it deems it convenient and in the specific way it deems appropriate.
- (ii) Develop and set the specific conditions of the Plan for everything not provided for in this resolution.
- (iii) In the event that the legal system applicable to some Enagás Beneficiaries requires or warrants this, or if this is necessary or appropriate for legal, regulatory, operational or other similar reasons, adapt the stated basic terms and conditions generally or individually, including, but not limited to, the possibility of adapting the share handover mechanisms without changing the maximum number of shares linked to the Plan and envisaging and executing the Plan's partial or full cash settlement.
- (iv) Decide not to execute or totally or partially cancel the Plan, as well as to exclude certain groups of potential Enagás Beneficiaries when the circumstances so require.
- (v) Draft, sign and submit as many communications and supplementary documents as necessary or appropriate with any public or private body for the purposes of the implementation, execution or settlement of the Plan, including, if necessary, the corresponding



prior communications and prospectuses.

- (vi) Carry out any action, declaration or procedure with any body or entity or public or private registry, to obtain any authorisation or verification necessary for the implementation, execution or settlement of the Plan and handover of the Enagás shares.
- (vii) Negotiate, agree and sign contracts of any kind with financial institutions or entities of any other kind that it freely designates, under the terms and conditions that it deems appropriate and which are necessary or convenient for the best implementation, execution or settlement of the Plan. This includes, whenever necessary or suitable for the legal regime applicable to some of the Beneficiaries or if necessary or convenient for legal, regulatory, operational or other reasons of a similar nature, the establishment of any legal status or reaching of agreements with any type of entities for the deposit, custody, holding and/or administration of the shares and/or their subsequent handover to the Beneficiaries within the framework of the Plan.
- (viii) Draft and publish whichever announcements that are necessary or convenient.
- (ix) Draft, sign, grant and, if applicable, certify any kind of document relating to the Plan.
- (x) Adapt the content of the Plan to the corporate circumstances and operations that may occur during the Period for Measuring Targets, both referring to Enagás and the companies that are part of the Comparison Group at any time, under the terms and conditions deemed necessary or appropriate at all times to maintain the purpose of the Plan, including early settlement. Specifically, modify the composition of the Comparison Group of companies as a result of corporate operations that involve modifications or disappearances of such companies, set the references for determination of the Performance Shares to be allocated, and establish and adjust the metrics and their corresponding weightings and scales of reaching targets according to the Company's situation at any given time. All of this will be within the Plan's limits approved by the General Shareholders' Meeting.
- (xi) And, in general, carry out any actions, adopt any resolutions and sign any documents that are necessary or merely appropriate for the validity, effectiveness, implementation, development, execution, settlement and performance of the Plan and of the previously adopted resolutions."

**The resolution carried. The results of the vote were as follows:**

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
99,775,883	86.017	2,983,372	2.572	13,235,814	11.411	121,234,870

## RESOLUTION 10º

"The proposed advisory vote on the Annual Report on Directors' Remuneration, made available to shareholders, is laid before the General Shareholders' Meeting for the purposes of Article 541 of the Consolidated Text of the Corporate Enterprises Act."

**The resolution carried. The results of the vote were as follows:**

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
94,503,930	81.473	7,245,613	6.246	14,245,526	12.281	121,234,870

## RESOLUTION 11º

"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 Shareholders' Meeting, to bring them into line with Law 5/2021, of April 12, amending the Corporate Enterprises Act.

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 20, 2021.

Law 5/2021, of April 12, on the promotion of the long-term involvement of shareholders in listed companies, which transposes into Spanish law Directive (EU) 2017/828 of the European Parliament and of the Council of May 17, 2017, ("Law 5/2021"), has amended, among other regulations, the consolidated text of the Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010, of July 2 ("LSC").

Among other matters, the aforementioned Law 5/2021 modified the related-party transaction regime of listed companies provided for in the LSC, adding a new Chapter VII bis to Title XIV (which includes Articles 529 vicies to 529 tervicies), as well as a new Article 231 bis in the LSC relating to intra-group transactions, in addition to partially modifying the concept of persons related to the Directors contained in Article 231 of the LSC. It also modified the remuneration system for Board Members, the powers of the Audit Committee with regard to the reporting of non-financial information and established the obligation for Board Members of listed companies to be, in general, natural persons.

Based on this legal amendment, the Enagás General Shareholders' Meeting held on May 27, 2021, approved the amendment of the Company's Articles of Association and the Regulations of the General Shareholders' Meeting.

In coordination with the foregoing, the Board of Directors amended the "Rules and Regulations of the Organisation and Functioning of the Board of Directors of Enagás, S.A." in order to adapt them to the new provisions of the LSC, without prejudice to the incorporation of certain technical or drafting clarifications.

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 12°**

- "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, Mr Antonio Llardén Carratalá, and the Secretary, Mr Rafael Piqueras Bautista, 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."

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
115,857,212	99.881	56,007	0.048	81,850	0.071	121,234,870

**The resolution carried. The results of the vote were as follows:**

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