

NATURGY ENERGY GROUP, S.A.

NATURGY ENERGY GROUP, S.A., in compliance with the provisions of article 227 of Law 6/2023, of March 17, on Securities Markets and Investment Services, hereby notifies the National Securities Market Commission of the following

DISCLOSURE OF OTHER RELEVANT INFORMATION

Share Buyback program of Naturgy Energy Group SA

Pursuant to article 17 of Regulation (EU) No. 596/2014 on market abuse and article 228 of the restated text of the Securities Market Law approved by the Royal Legislative Decree 4/2015, of 23 October and related provisions, we hereby inform you that Naturgy Energy Group, S.A. has resolved to implement a buyback programme of the Company's own shares for delivery to certain beneficiaries of the long term incentive plan (LTIP), informed in Relevant Event of August 3rd, 2018 (Nº 268939), that since the implementation of the plan have left the company.

The buyback programme is carried out pursuant to the Regulation 596/2014 and the Commission Delegated Regulation (EU) 2016/1052, of 8 March 2016, supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buyback programmes and stabilisation measures with the objective to reduce the share capital of the company, if so agreed by the General Shareholders Meeting, and in the terms agreed.

To attend this objective, the company will use 92,906 of own shares proceeding mainly from surpluses of prior share buyback programmes for delivery to active employees of the group in Spain who choose annually this form of retribution. The remaining shares, with a maximum limit of 370,000 shares, will be acquired through the share buyback program, which will be executed under the following terms:

- (a) The shares will be purchased at market price, subject to the price and volume conditions set forth in article 3 of the Regulation 2016/1052. In particular, regarding the price, the Company will not buy shares at a price higher than the highest of: (i) the price of the last independent trade; or (ii) the highest current independent purchase bid on the trading venue where the purchase is carried out. In so far as volume is concerned, Naturgy will not buy more than 25% of the average daily volume of the shares on the trading venue in which the purchase is carried out.



The average daily volume referred above shall be based on the average daily volume traded during the twenty (20) trading days preceding the date of purchase.

- (b) Under the buyback programme, the necessary shares could be acquired, with a maximum limit of 370,000 shares and 11 million euros.
- (c) The buyback programme shall commence on 24 July 2023 and shall remain in force until 4 August 2023. Notwithstanding the above, Naturgy reserves the right to early terminate the buyback program if, prior to the last effective date, the Company has acquired the maximum number of shares established in letter (b), or if any other circumstance exists making it either advisable or necessary.
- (d) The interruption, termination, or amendment of the buyback programme, as well as the transactions performed pursuant to it, will be duly communicated to the National Securities Market Commission through the corresponding notice of other relevant information, within the time periods provided by the Regulation 2016/1052.
- (e) The Company will not buy more than 25% of the average daily volume of the shares on the trading venue in which the purchase is carried out during the twenty (20) trading days preceding the date of purchase. This limit will apply to the whole buyback programme.
- (f) The implementation of the buyback programme will be made by a financial entity that will execute the purchases on behalf of Naturgy and will make decisions on purchases independently from Naturgy and without being influenced by Naturgy, always within the parameters described in the present share buyback programme.

Which is communicated for the appropriate purposes.

Madrid, 24 July 2023