



# Enagás S.A.

## Convening the Ordinary General Shareholders' Meeting

At its meeting of February 19, 2024, the Board of Directors of Enagás, S.A. (hereinafter, the "**Company**") agreed to call an Ordinary General Shareholders' Meeting, to be held upon first call on March 20, 2024 at 12.00 pm at Avenida Partenón 5 28042, Madrid (Auditorio Ifema Sur) and, if the shareholders then present fail to constitute a quorum as required by law and the Company's Articles of Association, **to be held upon second call on March 21, 2024 at 12.00 pm, also at Avenida Partenón 5, 28042, Madrid (Auditorio Ifema Sur)**, whereupon the cards issued for the original date and time will still be valid.

**Shareholders are advised that the General Shareholders' Meeting is expected to be held upon second call. Should this not be the case, adequate advance notice will be given.**

### MEETING AGENDA

1. To examine and, if appropriate, approve the 2023 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.
2. To approve the Consolidated Non-Financial Information Statement included in the Enagás Group Management Report for financial year 2023.
3. To approve, if applicable, the proposed distribution of Enagás, S.A.'s profit for 2023.
4. To approve, if appropriate, the performance of the Board of Directors of Enagás, S.A. for financial year 2023.
5. To re-elect auditing firm Ernst & Young S.L. as Auditor of Enagás, S.A. and its Consolidated Group for 2025.
6. To re-elect the members of the Board of Directors. The following proposals shall be put to vote separately:
  - 6.1 To re-elect Sociedad Estatal de Participaciones Industriales (SEPI) as Director for the four-year period. Sociedad Estatal de Participaciones Industriales (SEPI) has the role of Proprietary Director.
  - 6.2 To re-elect Mr José Blanco López as Director for the four-year period. Mr José Blanco López has the role of Independent Director.
  - 6.3 To re-elect Mr José Montilla Aguilera as Director for the four-year period. Mr José Montilla Aguilera has the role of Independent Director.
  - 6.4 To re-elect Mr Cristobal Gallego Castillo as Director for the four-year period. Mr Cristobal Gallego Castillo has the role of Independent Director.

*In the event of any discrepancy between the Spanish version and this translation into English, the Spanish version shall prevail.*

- 6.5 To maintain the number of members of the Board of Directors at fifteen.
7. To approve, for the purposes of Article 529 novodecies of the Corporate Enterprises Act, the Directors' Remuneration Policy for the 2025, 2026 and 2027 financial years.
  8. To submit the Annual Report on Directors' Remuneration referred to in Article 541 of the Corporate Enterprises Act to an advisory vote.
  9. To delegate authorisation to supplement, develop, implement, rectify and formalise the resolutions adopted at the General Shareholders' Meeting.

### **SUPPLEMENT TO NOTICE OF GENERAL MEETING AND SUBMISSION OF NEW PROPOSALS**

In accordance with Article 519 of the Corporate Enterprises Act, shareholders holding at least three percent of the company's share capital are hereby advised that they may, by certified notice received at the registered office of the company (Enagás, S.A. Secretaría General, Paseo de los Olmos 19, 28005 Madrid) within five days of publication of this Notice, require that a supplement to the Notice be published adding one or more items to the agenda, providing that the new items are accompanied by the rationale for each item or, where appropriate, by a proposed resolution and its rationale. Any such supplement to the Notice shall be published at least fifteen days in advance of the scheduled date of the General Shareholders' Meeting.

Shareholders representing at least this same percentage may, within the time limit and in the manner indicated in the foregoing paragraph, present well-founded proposals for resolutions on matters already included or that should be included on the Agenda.

### **PRESENCE OF A NOTARY AT THE MEETING**

In accordance with Article 203 of the Corporate Enterprises Act, Article 33 of the Articles of Association and Article 14 of the Rules and Regulations of General Shareholders' Meetings, the Board of Directors has arranged for a civil-law notary to be present to take the minutes of the General Shareholders' Meeting.

### **ATTENDANCE AND VOTING RIGHTS**

In accordance with Article 27 of the Articles of Association and Articles 9 and 11.1 of the Rules and Regulations of General Shareholders' Meetings, the right to attend and vote at a General Shareholders' Meeting rests with those shareholders who, five days prior to the Meeting, are holders of the shares registered in the corresponding accounting ledger. Notwithstanding the foregoing, the shareholders entitled to attend cannot vote on the resolutions in which they have a conflict of interest.

Shareholders entitled to attend must prove their entitlement by any of the following forms of evidence: a) The appropriate attendance, proxy and voting card to be issued by member entities of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (Spanish Central Securities Depository) or such body as may replace it in the future, properly filled out for the purpose, or b) the electronic attendance and voting certificate issued by the entity entrusted with the register of dematerialised shares or the authorised share certificates depository entity, properly filled out for the purpose.

The share capital is divided into TWO HUNDRED AND SIXTY-ONE MILLION, NINE HUNDRED AND NINETY THOUSAND, SEVENTY-FOUR voting shares of the same class and series. Pursuant to the thirty-first additional provision of the Hydrocarbons Industry Act 34/1998 of October 7 and Article 6 bis of the Articles of Association, no natural person or body corporate may hold voting rights of over 3% in Enagás, S.A., and under no circumstances may shares be syndicated. Those parties that operate within the gas

sector, including those natural or legal persons that directly or indirectly possess equity holdings in the former of more than 5%, may not exercise voting rights in Enagás, S.A. in excess of 1%. These restrictions do not apply to direct or indirect interests held by public sector enterprises.

Shareholders with the right to vote can do so in person or by proxy by any of the procedures set forth in Article 11 of the Rules and Regulations of the General Shareholders' Meeting:

1.- By attending and voting at the meeting in person, with an attendance, proxy and voting card properly filled out and signed for the purpose. Registration of attendance, proxy and voting cards shall start at 10.00 am. Accreditations shall be accepted up to 12.00 pm, when the meeting is scheduled to begin.

2.- Attending and voting remotely in real time, in accordance with the procedure established in the section "Attendance, proxy and voting in the event of remote attendance at the General Meeting" of this notice.

3.- By postal vote, prior to the General Meeting, enclosing a duly signed and completed attendance, proxy and voting card, or by means of electronic communication according to the established procedures, making use of the forms available for this purpose on the Company's website ([www.enagas.es](http://www.enagas.es)).

4.- By voting, prior to the General Meeting, at the Shareholder Information Office, submitting an attendance and voting card duly signed and filled out.

A vote cast by either of the last two procedures above will only be null and void if:

- a) It is later expressly revoked by the same means used for originally casting the vote, within the time limit established for casting votes.
- b) The shareholder casting the vote in person or by telematic means is present at the General Shareholders' Meeting in person.

Any sale of voting shares effected at least five days before the scheduled date of the Meeting shall render votes cast prior to such sale null and void.

If shareholders validly cast their vote on one or more occasions using the same or different means of remote communication, the vote received last will prevail and override any votes received previously.

## **PROXY RIGHTS**

Any shareholder entitled to attend the meeting may procure to be represented at the General Shareholders' Meeting by another person, who need not be a shareholder, provided that the established requirements and formalities are fulfilled. Representation will be valid only for the particular meeting in question, conferred in writing, by post or through electronic means, and provided that the identity of the proxy is properly assured and the security of the electronic communications is guaranteed.

Proxies must identify themselves by their Spanish national identity card (DNI) or their passport and produce a printed copy of the postal or electronic delegation, duly signed by both the proxy and the principal.

Any delegation which does not contain the name of the person to whom it is delegated shall be deemed to be conferred on the Chairman of the Meeting.

A proxy may be revoked at any time. A proxy granted will be considered to be revoked if the principal is present at the Meeting in person or by telematic means. Any votes cast

by telematic means of communication will render any proxy granted electronically or by post ineffective, and the proxy will be deemed to have been revoked if granted previously, or not to have been granted at all if granted subsequently.

Shareholders who are legally under-age or incapacitated and body corporate shareholders will be represented by persons vested with duly documented powers of representation.

A shareholder may not have more than one representative at a meeting, whether as an appointed proxy or as a representative as determined by law.

If the principal has given voting instructions, the proxy will cast the principal's vote according to said instructions and will be bound to safeguard the instructions for one year starting from the date of the meeting convened. The proxy may represent more than one shareholder, and there are no restrictions on the number of shareholders that can be represented. When a proxy represents various shareholders, the proxy may vote in more than one direction based on the instructions of each shareholder.

In accordance with the provisions of Article 523 of the Corporate Enterprises Act and Article 10 of the Rules and Regulations of General Shareholders' Meetings, proxies must inform the respective principal in detail of any conflict of interest prior to their designation. If the conflict arises after the appointment and the proxy holder had not advised the represented shareholder of the possible existence thereof, the proxy holder must inform the shareholder immediately. In both cases, if the proxy holder does not receive new precise voting instructions for each of the matters upon which the proxy holder must vote on behalf of the shareholder, the proxy holder must abstain from casting a vote.

In accordance with Article 526 of the Corporate Enterprises Act concerning potential conflict of interest situations, a Director to whom a shareholder has granted proxy may not exercise the voting rights corresponding to the amount of share capital represented on items on the Agenda where there exists a conflict of interest in the case of that Director, unless the Director has received specific voting instructions concerning said items from the principal. If the principal does not issue specific voting instructions, and unless expressly indicated otherwise by the shareholder, the Secretary of the General Shareholders' Meeting will be deemed to have been appointed as the principal's proxy for the purposes of the votes referred to above.

For the purposes of the provisions of Articles 523 and 526 of the Corporate Enterprises Act, it is stated that all members of the Board of Directors are in a situation of conflict of interest with regard to items 4, 7 and 8 of the Agenda. Likewise, a conflict of interest exists (i) with respect to items 6.1, 6.2, 6.3 and 6.4 of the Agenda, in the case of the Director only, whose re-election is proposed; and (ii) in the cases set forth in sections b) or c) of Article 526.1 of the Corporate Enterprises Act that may be submitted outside the Agenda in accordance with the Act, the Director affected, if any.

In accordance with the provisions of Article 524 of the Corporate Enterprises Act entities appearing as legitimated shareholders according to the register of shareholders but acting on behalf of different beneficial owners, may in all cases split the voting rights and exercise them in opposing ways in adherence to divergent voting instructions, should they have received such. These intermediary entities may grant proxy to each of the beneficial owners or to third-parties designated by the same, with no restrictions placed on the number of proxies granted.

## **PROXY REPRESENTATION AND VOTING BY TELEMATIC MEANS PRIOR TO THE GENERAL MEETING**

### **Votes cast at the Shareholder Information Office**

If shareholders decide to cast their vote in person or by proxy at the Shareholder Information Office, they shall submit an attendance, proxy and voting card clearly stating

the shareholder's identity, number of shares held and vote on each item on the Agenda, bearing their written signature, and shall also present their national identity card or passport, if the shareholder is a natural person. In the case of representation, the proxy must present a document accrediting proxy representation, whether the shareholder is a legal person or a natural person.

### **Proxy representation and voting by post**

In order to appoint a proxy or vote by post, a duly signed and completed attendance, proxy and voting card must be sent in a sealed envelope to the company's registered office (Enagás, S.A. – Shareholder Information Office – Paseo de los Olmos 19, 28005 Madrid).

In the event that the card issued by the IBERCLEAR participating entity does not include a section relating to "Remote Voting" or is incomplete, the shareholder may complete it using the card template that the Company has made available on the Company's website ([www.enagas.es](http://www.enagas.es)). This card, duly completed and signed, must be sent to the Company.

### **Proxy representation and voting by electronic means**

Shareholders wishing to grant a proxy or vote electronically must do so using the section devoted to the General Shareholders' Meeting on the "Investor relations" page of the Company's website ([www.enagas.es](http://www.enagas.es)), by following the instructions provided for that purpose on each of the windows of said website and filling out the forms provided. To this end, they must provide proof of their identity using: (i) an Electronic User Certificate issued by the Spanish National Mint's Public Certification Authority (CERES) concerning which no revocation has been recorded, or (ii) the qualified electronic certificate incorporated in the Spanish national identity card issued pursuant to Royal Decree 1553/2005 of December 23 regulating the issuance of national identity cards and electronic signature certificates. The certificate must be obtained by the shareholder at no charge to the Company and must be valid at the time of voting.

### **Common rules**

For further information on the procedures and rules relating to these methods of proxy representation and voting, shareholders are referred to the document "Process for attendance, voting and appointment of proxies for General Shareholders' Meetings by remote communication", passed by the Board of Directors at its meeting held on February 19, 2024, and available in the section on the General Shareholders' Meetings on the "Investor relations" page of the Company's website ([www.enagas.es](http://www.enagas.es)).

To be valid, appointment of a proxy or vote cast by the aforesaid means must be received at the company's registered offices (Enagás, S.A. – Shareholder Information Office – Paseo de los Olmos 19, 28005 Madrid), or through the Company's website ([www.enagas.es](http://www.enagas.es)) in the case of electronic proxy appointments or votes, between the day of Notice of Meeting and no later than twenty-four hours prior to the scheduled date and time of the General Shareholders' Meeting at second call.

After this time, only proxy appointments in writing presented at the shareholder registration desks on the date and time specified for the General Shareholders' Meeting will be admitted.

### **ATTENDANCE, PROXY REPRESENTATION AND VOTING IN THE EVENT OF REMOTE ATTENDANCE AT THE GENERAL SHAREHOLDERS' MEETING**

Pursuant to Article 27 of the Articles of Association, and Articles 9 and 11 of the Rules and Regulations of General Shareholders' Meetings, shareholders or proxy holders with the right to attend may also attend the General Shareholders' Meeting and vote in real

time by using the telematic means set forth below. Likewise, in such cases, shareholders with the right to vote may exercise such right themselves or by proxy.

**Identification and prior registration:** in order to guarantee the identity of those attending, shareholders or proxies, who wish to use the remote attendance mechanisms **must first register through the electronic voting and delegation and remote attendance application** (hereinafter the "**Application**"), accessible through the website ([www.enagas.es](http://www.enagas.es)), in the "Investor relations" section, **from the date of the announcement of the call and no later than twenty-four hours prior to the date and time scheduled for the holding of the General Meeting** (i.e. at 12:00 noon on March 19, 2024 if the General Meeting is held on first call and **at 12:00 noon on March 20, 2024 if, as expected, the General Meeting is held on second call**). After that time, no prior registration will be accepted for the exercise of the right to remote attendance. All shareholders or proxies wishing to attend the General Shareholders' Meeting remotely are advised to complete the pre-registration process sufficiently in advance in order to be able to correctly process the documentation accrediting the identity and legitimacy of the shareholders or their proxies.

The guarantees the Board of Directors considers appropriate to ensure the identification of a shareholder and/or proxy exercising the right to attend through telematic means is the electronic signature based on a qualified certificate under the terms provided for in the applicable regulations, provided the signature is based on (i) an Electronic User Certificate issued by the Spanish National Mint's Public Certification Authority (CERES) concerning which no revocation has been recorded, or (ii) the qualified electronic certificate included in the Spanish national identity card issued pursuant to Royal Decree 1553/2005 of December 23 regulating the issuance of national identity cards and electronic signature certificates. The certificate must be obtained by the shareholder or proxy at no charge to the Company and must be valid on the day the General Shareholders' Meeting is held. It is the sole responsibility of the shareholder or representative to safeguard their electronic signature.

In order for the representative to be registered as a remote attendant at the General Shareholders' Meeting, the representative must have previously sent the Company a copy of their National Identity Document or Passport, and a copy of the proxy, if applicable by postal or electronic means, duly signed by the representative and the represented shareholder. Said documentation must be received at the Company's registered office (Enagás, S.A. - Shareholder Information Office - Paseo de los Olmos, 19, 28005 Madrid) or at the e-mail address provided for this purpose ([accionistas@enagas.es](mailto:accionistas@enagas.es)) no later than twenty-four hours prior to the date and time scheduled for the holding of the General Meeting (i.e. at 12:00 noon on March 19, 2024 if the General Meeting is held on first call and **at 12:00 noon on March 20, 2024 if, as expected, the General Meeting is held on second call**).

The shareholder or representative who has registered to attend the General Shareholders' Meeting by telematic means and wishes to leave the meeting by registering it with the notary may do so using the form provided for this purpose in the Application.

**Connection and attendance:** shareholders (or proxies) who have previously registered to attend the General Shareholders' Meeting by telematic means in accordance with the previous section **must connect through the Application between 9.30 am and 11.45 am (CEST)** on March 20, 2024 (if the Meeting is held on first call) or **on March 21, 2024 (if, as expected, the Meeting is held on second call)**, and identify themselves again by one of the following means: (i) qualified or advanced electronic signature, based on a qualified and valid electronic certificate, issued by the Spanish Public Certification Entity (CERES), a unit of on the Spanish National Mint or (ii) valid electronic ID card.

**Speeches, proposal and information during the General Shareholders' Meeting:** Shareholders (or their proxies) who wish to speak at the General Meeting, make proposals where legally appropriate or request such information or clarifications as they deem

necessary regarding the items on the Agenda or such clarifications as they deem necessary regarding the information accessible to the public that the Company has provided to the National Securities Market Commission since the last General Meeting was held and regarding the auditor's report, may do so by completing the form provided for this purpose in the Application up to the closing time of the speeches, which will be duly indicated during the course of the General Meeting. In the event that the shareholder (or their proxy) wishes their speech to be recorded in the minutes of the meeting this must be clearly stated on the form in all cases.

The request for information or clarification exercised during the General Shareholders' Meeting shall be satisfied verbally during the course of the meeting or, if it cannot be satisfied at that time, shall be answered in writing within seven days following the meeting.

**Voting:** voting on the proposals relating to Agenda items **may take place from the time the shareholder (or, where applicable, the representative) is connected as an attendee** and until the Chairperson or, where applicable, the Secretary of the Meeting announces the conclusion of the voting period for the proposed resolutions relating to Agenda items.

With regard to proposals of agreements on matters that, by legal mandate, do not need to be on the Agenda, remote attendees may cast their votes from the moment that these proposals are read out and included in the Application in order to proceed to the vote, through the same Application, and until the Chairperson or, where applicable, the Secretary of the Meeting announces the conclusion of the voting period for the proposed resolutions.

The procedure provided for in the Articles of Association and the Rules and Regulations of General Shareholders' Meetings shall be applied to voting on proposed resolutions.

### **LIVE BROADCAST OF THE GENERAL MEETING**

The shareholder (or their proxy) who attends the General Shareholders' Meeting by telematic means may follow the complete event, which will be broadcasted in real time through the Company's website, without prejudice to its recording and public dissemination through the aforementioned website.

### **RIGHT TO INFORMATION**

Pursuant to Articles 272, 287, 517 and 518 of the Corporate Enterprises Act, shareholders are advised that they may examine the following information at the registered office of the Company (Paseo de los Olmos, 19, 28005, Madrid), or request that said information be submitted or sent to them free of charge:

- The 2023 Annual Accounts (Balance Sheet, Income Statement, Statement of Changes in Equity, Cash Flow-Statement and Notes), Management Report and Audit Report for both Enagás and its Consolidated Group. The Consolidated Management Report contains the non-financial information statement related to the Group in 2023, in accordance with Law 11/2018 of December 28, concerning non-financial information and diversity.
- Non-Financial Information Statement included in the Enagás Group's Consolidated Management Report.
- The full text of the Notice of General Shareholders' Meeting, setting out the resolutions proposed for adoption by the Board of Directors; and, if applicable, the supplement to the Notice of General Shareholders' Meeting and the proposals as presented by the shareholders along with any documentation attached.

- Total number of shares and voting rights at the date of the Notice.
- The attendance, proxy and voting card.
- Identity, curriculum vitae, and category of members of the Board of Directors nominated for re-election, along with the proposal and reports as referred to in Article 529 decies of Spanish Corporate Enterprises Act.
- Text of the Directors' Remuneration Policy for the years 2025, 2026 and 2027 that is submitted for the approval of the General Shareholders' Meeting as item 7 on the Agenda on the effects of Article 529 novodecies of the Corporate Enterprises Act and the report of the Remuneration Committee regarding said amendment.
- Annual Report on Directors' Remuneration.
- Annual Corporate Governance Report (including the Report on the Activity Report of the Audit and Compliance Committee).
- Annual Activity Report of the Sustainability and Appointments Committee.
- Annual Activity Report of the Remuneration Committee.
- The report from the Audit and Compliance Committee on the independence of the external auditor.
- The report from the Audit and Compliance Committee on related-party transactions.
- The procedures for voting and granting proxies at the General Shareholders' Meeting by telematic means of communication and remote attendance and voting approved by the Board of Directors.
- The rules of use of the "Electronic Shareholder Forum" approved by the Board of Directors.

All this information is continuously available on the Company's website ([www.enagas.es](http://www.enagas.es)) in the General Shareholders' Meeting section of the "Investor relations" tab.

In accordance with Articles 197 and 520 of the Corporate Enterprises Act, shareholders are informed that up to the fifth day prior to the General Shareholders' Meeting, they may request from the Directors any information or clarification they deem appropriate, or submit in writing the questions they judge relevant, and request in writing within the same period or verbally during the holding of the General Meeting any clarifications concerning any information accessible to the general public which the company has supplied to the Spanish National Securities Market Commission since the last General Shareholders' Meeting, and also concerning the Auditors' Report.

Pursuant to Article 539 of the Corporate Enterprises Act, on the Company's website ([www.enagas.es](http://www.enagas.es)) in the General Shareholders' Meeting section of the "Investor relations" tab an "Electronic Shareholder Forum" has been created. The rules of use of the forum were approved by the Board of Directors at its meeting on February 19, 2024.

Any other information on the General Shareholders' Meeting not expressly set out in this Notice may be consulted in the Rules and Regulations of the General Shareholders' Meeting and in the "Process for attendance, voting and appointment of proxies for General Shareholders' Meetings by remote communication" on the Company's website ([www.enagas.es](http://www.enagas.es)) in the General Shareholders' Meeting section of the "Investor relations" tab or by calling freephone 900 100 399, 10.00 am to 2.00 pm and 4.00 pm to 6.00 pm, Monday to Friday.

## **PROCESSING OF PERSONAL DATA**



Personal data (including, where applicable, image and voice) that shareholders send to Enagás S.A. to exercise their rights to attend, represent and vote at the General Shareholders' Meeting, or that are provided for these purposes by the entities where these shareholders have their shares deposited, will be processed by Enagás S.A. in accordance with Organic Law 3/2018 on Personal Data Protection and the Guarantee of Digital Rights and with Regulation 2016/679 of the European Parliament and of the Council of April 27, 2016, to carry out the appropriate development, compliance and control of the existing shareholder relationship.

The legal basis for data processing will be compliance with the legal obligations established in the Corporate Enterprises Act, relating to the execution of the shareholder relationship for the management of calling and holding the General Shareholders' Meeting, the processing of the vote cast and delegation of the vote, as well as the management of requests for information or issues raised by the shareholder. The General Shareholders' Meeting may be recorded and broadcast on the Enagás website or by accredited media. The legal basis for processing recordings or images of the shareholder will be the legitimate interest of Enagás S.A. in recording and broadcasting the General Shareholders' Meeting and the consent of the person attending, granted when attending the General Shareholders' Meeting, with other alternative means available for the latter to exercise his rights without attending the event. The data will be retained for as long the individual is a shareholder and, thereafter, for the period of limitation of any legal or contractual actions that may apply.

The personal data will be provided to the Notary exclusively in connection with the drafting of the notarial minutes of the General Shareholders' Meeting and may be provided to third parties to exercise the right to information provided for by law or accessible to the public insofar as it is disclosed in the course of the General Shareholders' Meeting.

Likewise, suppliers who provide services for the General Shareholders' Meeting may have access to their personal data for any of the purposes set forth in this Notice, as well as for other technical or auxiliary purposes. These suppliers shall be considered as processors and shall process the personal data in accordance with the Company's instructions. The Company will not carry out international transfers of personal data.

Please note that you may exercise your rights of access, rectification, portability, deletion, limitation, opposition and the right not to be subject to automated decisions, when such rights are applicable, by sending your request to [protecciondedatos@enagas.es](mailto:protecciondedatos@enagas.es) or to the postal address at Paseo de los Olmos 19, 28005 Madrid, providing a copy of your ID card or equivalent document and specifying your request. Likewise, if you consider that your data has been processed inappropriately, you will have the right to file a complaint with the Spanish Data Protection Agency ([www.aepd.es](http://www.aepd.es)).

In the event that the shareholder's proxy card or any other card used at the General Shareholders' Meeting includes personal data referring to other individuals, the shareholder must inform them of the points contained in the preceding paragraphs and comply with any other requirements that may be applicable for the proper transfer of the data to Enagás S.A. without the latter having to take any additional action in terms of information or, if necessary, consent.

Further, detailed information about the way process data is available in the Data Protection Policy in the Legal Notice of the website (<https://www.enagas.es/enagas/en/Pie/AvisoLegal>).

## **SUSTAINABLE SHAREHOLDERS' MEETING**

For the fifth year in a row, the Enagás General Shareholders' Meeting will be held as a sustainable event in accordance with the ISO 20121 standard. This means that, from its planning to its development and conclusion, sustainable management criteria are followed

in line with Enagás' commitment to sustainability, creating added value for its stakeholders within the framework of one of the most important events for the company.

Madrid, February 20, 2024  
The Secretary to the Board of Directors  
Diego Trillo Ruiz  
**Enagás, S.A.**

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**NOTES:**

Shareholders are informed that, **as of March 7, and until March 20**, both inclusive, the customary gift and the documents mentioned in this Notice of Meeting will be available from the **Shareholder Information Office** at the Company's registered office, Paseo de los Olmos 19, 28005 Madrid, from 10.00 am to 2.00 pm and from 4.00 pm to 6.00 pm, Monday to Friday (working days), on presentation of the attendance, proxy and voting card.

**Shuttle bus service:** Enagás will provide a clearly marked complimentary shuttle bus service for shareholders on **March 21, 2024**, departing from the Company's registered office, located at Paseo de los Olmos, 19, 28005 Madrid, at 11.00 am. After the conclusion of the General Shareholders' Meeting, the shuttle bus will return to its point of departure.



**PROPOSED RESOLUTIONS FOR THE 2024 ORDINARY GENERAL  
SHAREHOLDERS' MEETING**

**First call: March 20, 2024  
Second call: March 21, 2024**

*In the event of any discrepancy between the Spanish version and this translation into English, the Spanish version shall prevail.*

## MEETING AGENDA

1. To examine and, if appropriate, approve the 2023 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.
2. To approve the Consolidated Non-Financial Information Statement included in the Enagás Group Management Report for financial year 2023.
3. To approve, if applicable, the proposed distribution of Enagás, S.A.'s profit for 2023.
4. To approve, if appropriate, the performance of the Board of Directors of Enagás, S.A. for financial year 2023.
5. To re-elect auditing firm Ernst & Young S.L. as Auditor of Enagás, S.A. and its Consolidated Group for 2025.
6. To re-elect the members of the Board of Directors. The following proposals shall be put to vote separately:
  - 6.1 To re-elect Sociedad Estatal de Participaciones Industriales (SEPI) as Director for the four-year period. Sociedad Estatal de Participaciones Industriales (SEPI) has the role of Proprietary Director.
  - 6.2 To re-elect Mr José Blanco López as Director for the four-year period. Mr José Blanco López has the role of Independent Director.
  - 6.3 To re-elect Mr José Montilla Aguilera as Director for the four-year period. Mr José Montilla Aguilera has the role of Independent Director.
  - 6.4 To re-elect Mr Cristobal Gallego Castillo as Director for the four-year period. Mr Cristobal Gallego Castillo has the role of Independent Director.
  - 6.5 To maintain the number of members of the Board of Directors at fifteen.
7. To approve, for the purposes of Article 529 novodecies of the Corporate Enterprises Act, the Directors' Remuneration Policy for the 2025, 2026 and 2027 financial years.
8. To submit the Annual Report on Directors' Remuneration referred to in Article 541 of the Corporate Enterprises Act to an advisory vote.
9. To delegate authorisation to supplement, develop, implement, rectify and formalise the resolutions adopted at the General Shareholders' Meeting.

## RESOLUTION 1

To examine and, if appropriate, approve the 2023 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.

**Adoption of the following resolution is proposed to the Ordinary General Shareholders' Meeting:**

“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, 2023.”

## RESOLUTION 2

To approve the Consolidated Non-Financial Information Statement included in the Enagás Group Management Report for financial year 2023.

### **Adoption of the following resolution is proposed to the Ordinary General Shareholders’ Meeting:**

“To approve the Consolidated Non-Financial Information Statement included in the Enagás Group Management Report for financial year 2023”.

## RESOLUTION 3

To approve, if applicable, the proposed distribution of Enagás, S.A.’s profit for 2023.

### **The following proposed resolution is laid before the Ordinary General Shareholders’ Meeting:**

“To approve the allocation of Enagás, S.A.’s profits for the 2023 financial year, which amounted to net profit of **461,033,817.78** euros, in line with the following distribution proposal prepared by the Board of Directors:

1. Allocating an amount of 5,674,700 euros to the voluntary reserve;
2. Payment of a dividend which was already wholly paid as an interim dividend by virtue of the Board of Directors’ resolution of December 18, 2023, which is ratified for all that may be necessary, paid to shareholders on December 22, 2023, and which amounted to 0.696 euros gross per entitled share, making a total of 181,841,480.52 euros;
3. Payment of a final dividend of 1.044 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 273,517,637.26.

The final dividend will be paid on **July 4, 2024**.

The following table summarises the distribution of profit:

<b>Distribution</b>	<b>Euros</b>
Voluntary reserves	5,674,700.00
To dividends:	
Interim dividend	181,841,480.52
Final dividend	273,517,637.26

#### **RESOLUTION 4**

To approve, if appropriate, the performance of the Board of Directors of Enagás, S.A. for financial year 2023.

**Adoption of the following resolution is proposed to the Ordinary General Shareholders' Meeting:**

"To approve the performance of the Board of Directors of Enagás, S.A. in the 2023 financial year."

#### **RESOLUTION 5**

To re-elect auditing firm Ernst & Young S.L. as Auditor of Enagás, S.A. and its Consolidated Group for 2025.

Article 50 of the Articles of Association, pursuant to Article 264 of the Spanish Corporate Enterprises Act states that the auditors of the Company's accounts shall be appointed by the General Meeting prior to the end of the financial year to be audited, for an initial period of time no less than three years nor in excess of nine, as of the date of commencement of the first year audited, who may be re-appointed by the General Meeting once the initial period has expired. After the enactment of the Audit Act 22/2015 of July 20, which determined the options applicable to Spain from among the provisions of Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014 regarding the specific requirements for the legal audit of public-interest entities, in 2015 the Audit and Compliance Committee announced a call for tenders in order to designate the Accounts Auditor for the upcoming years. The tender process, to which several reputable audit firms were invited, was carried out with complete independence so that the Committee could undertake its task. Likewise, during the process, the Committee took the necessary measures to ensure that the proposed firm met the suitability, independence and compatibility requirements imposed by the aforementioned provisions. As a result of this process, the General Shareholders' Meeting held on March 18, 2016 agreed to designate the firm Ernst & Young, S.L. as Auditor of Enagás, S.A. and its Consolidated Group for the years 2016, 2017 and 2018. Law 22/2015, of July 20, on Accounts Auditing (Article 22.1 and Article 40) and EU Regulation No. 537/2014 (Article 17) establish the possibility of re-electing the Auditor for three years, as the maximum period of re-election, until the accumulated period of ten years is reached. Likewise, it is established that the signing auditor must rotate every five years, and three years must elapse before this auditor can once again take part in the audit.

The General Shareholders' Meeting held on March 29, 2019 resolved to re-elect the firm Ernst & Young, S.L. as Auditors of Enagás S.A. and its Consolidated Group for a second three-year term of office covering the financial years 2019, 2020 and 2021, with Ernst & Young's auditors rotating from 2021, having completed the five years established by law.

Having completed its second three-year term of office, the General Shareholders' Meeting held on March 31, 2022 resolved to re-elect Ernst & Young, S.L. as Auditors of Enagás S.A. and its Consolidated Group for a third three-year term of office covering the financial years 2022, 2023 and 2024, thus reaching a period of nine years.

In accordance with the provisions of Regulation 537/2014, Law 22/2015 and the Corporate Enterprises Act, the Audit and Compliance Committee and the Board of Directors have agreed to propose to the General Shareholders' Meeting the re-election of the firm Ernst & Young, S.L. as Auditor of Enagás S.A. and its Consolidated Group for an additional year (for the year 2025) in order to exhaust the legally permitted 10-year period and to initiate during the current year 2024 a tender process through public bidding to propose to the auditing firm for the years 2026 and following.

**Adoption of the following resolution is proposed to the Ordinary General Shareholders' Meeting:**

"To re-elect auditing firm Ernst & Young S.L. as Auditor of Enagás, S.A. and its Consolidated Group for 2025."

**RESOLUTION 6**

6. To re-elect the members of the Board of Directors. The following proposals shall be put to vote separately:
  - 6.1 To re-elect Sociedad Estatal de Participaciones Industriales (SEPI) as Director for the four-year period. Sociedad Estatal de Participaciones Industriales (SEPI) has the role of Proprietary Director.
  - 6.2 To re-elect Mr José Blanco López as Director for the four-year period. Mr José Blanco López has the role of Independent Director.
  - 6.3 To re-elect Mr José Montilla Aguilera as Director for the four-year period. Mr José Montilla Aguilera has the role of Independent Director.
  - 6.4 To re-elect Mr Cristobal Gallego Castillo as Director for the four-year period. Mr Cristobal Gallego Castillo has the role of Independent Director.
  - 6.5 To maintain the number of members of the Board of Directors at fifteen.

At the time of sending out the call to the Meeting, the shareholders were provided with the following reports, with detailed information on the proposals for re-election of Directors:

"REPORT PREPARED BY THE BOARD OF DIRECTORS OF ENAGÁS, S.A. PURSUANT TO ARTICLE 529 DECIES OF THE CONSOLIDATED TEXT OF THE CORPORATE ENTERPRISES ACT JUSTIFYING THE PROPOSED RE-ELECTIONS OF DIRECTORS INCLUDED IN ITEM 6 ON THE AGENDA OF THE GENERAL SHAREHOLDERS' MEETING CALLED FOR MARCH 20 AND 21, 2024, AT FIRST AND SECOND CALL RESPECTIVELY."

"REPORT PREPARED BY THE SUSTAINABILITY AND APPOINTMENTS COMMITTEE OF ENAGÁS, S.A. PURSUANT TO ARTICLES 529 DECIES AND 529 QUINQUEDECIES OF THE CONSOLIDATED TEXT OF THE SPANISH CORPORATE ENTERPRISES ACT JUSTIFYING THE PROPOSED RE-ELECTION OF DIRECTORS INCLUDED IN ITEM 6 ON THE AGENDA OF THE GENERAL SHAREHOLDERS' MEETING CALLED FOR MARCH 20 AND 21, 2024, AT FIRST AND SECOND CALL RESPECTIVELY."

Without prejudice to the express referral to such reports, their content is summarised here:

**1. Re-election of Sociedad Estatal de Participaciones Industriales (SEPI) as Director for the four-year period. Sociedad Estatal de Participaciones Industriales (SEPI) has the role of Proprietary Director.**

Sociedad Estatal de Participaciones Industriales (SEPI) has been a Proprietary Director of Enagás, S.A. since April 25, 2008. It is currently represented by its Vice-Chairman, Mr Bartolomé Lora Toro as a natural person.

The General Meeting of Shareholders held on June 30, 2020 resolved to appoint him as a Director for the statutory period of four years. The re-election received 81.78% of votes in favour.

The Board and the Sustainability and Appointments Committee consider that having two Proprietary Directors proposed by the Sociedad Estatal de Participaciones Industriales (SEPI) - the SEPI itself, a legal entity represented by its Vice-Chairman Mr Bartolomé Lora Toro, and Mr Ferrer - on the Board does not breach Recommendation 16 of the Code of Good Governance of the National Securities Market Committee given that:

*"The percentage of Proprietary Directors out of all Non-Executive Directors should not be greater than the proportion between the ownership stake of the shareholders they represent and the remainder of the company's capital.*

*This criterion can be relaxed:*

*a) In large cap companies where few or no equity stakes attain the legal threshold for significant shareholdings.*

*b) In companies with a plurality of shareholders represented on the board but not otherwise related".*

Sociedad Estatal de Participaciones Industriales (SEPI) is a public entity governed by Law 5/1996 of January 10, and implementing regulations, with a 5% stake in the share capital of Enagás, S.A., but the voting rights of which are not subject to the limitations determined by additional provision thirty-one of Hydrocarbons Law 34/1998 of October 7. There are currently very few significant shareholdings in the Company's capital. One of these corresponds to the Sociedad Estatal de Participaciones Industriales (SEPI). In Enagás' case, this justifies relaxing the proportionality criterion set forth in Recommendation 16, as outlined above, as the situation described in its section a) is applicable to the Company.

The Board and the Sustainability and Appointments Committee have given a very positive assessment of SEPI's contribution to the Board and the performance of its duties by Mr Lora during his previous mandate.

**Attendance at Board Meetings.**



Mr Lora personally attended all the meetings of the Board of Directors held during 2023. He also personally attended all the meetings of the Audit and Compliance Committee.

**Personal data.**

Mr Bartolomé Lora Toro, representative natural person of Sociedad Estatal de Participaciones Industriales on the Board of Directors, is the Vice-Chairman of SEPI.

A graduate in Economic and Business Sciences through CUNEF, specialising in Finance and Executive MBA through the Business Institute.

He started his professional career at Bankinter and held positions in the financial area at Enfersa and Ferrovial. He joined the National Institute of Industry (INI) in 1990. He was appointed Director of Planning in 2000 and Director of Subsidiaries in 2002, joining SEPI's Management Committee. He has been a member of the Boards of Directors of NAVANTIA, ALESTIS, ITP and TRAGSA.

**Mr Lora's contribution to the Board's skills matrix.**

Mr Lora holds proxy status of the shareholder SEPI. In his appointment as the natural person representing SEPI, the trust placed in him by the latter is very important in his designation. Nevertheless, the Committee and the Board value very highly the contribution of Mr Lora to the skills set required of the Board for the best performance of its functions.

His economic background and practical professional experience in the field of finance and the public business sector help cover the Board's needs for knowledge and experience in this area.

**Proposal submitted to the General Shareholders' Meeting.**

Hence, as provided for under Article 529 decies.4 of the Consolidated Text of the Corporate Enterprises Act, the Board, with the approval of the Sustainability and Appointments Committee, proposes that Sociedad Estatal de Participaciones Industriales (SEPI) be re-elected as Director for the statutory four-year period.

**2. Proposal for the re-election of three Independent Directors.**

**2.1 To re-elect Mr José Blanco López as Director for the four-year period. Mr José Blanco López has the role of Independent Director.**

The General Shareholders' Meeting held on June 30, 2020 resolved to appoint Mr Blanco as an Independent Director of the Company for the statutory period of four years with 85.65% of votes in favour.

**Personal data.**

Mr José Blanco López, 62, was a Senator (1989-1996) and a Member of the Spanish Parliament (1996-2015).

Minister of Development of the Government of Spain (2009-2011), he was also at that time Chairman of the Transport Council of the European Union and President of the World International Transport Forum.

Spokesperson for the Spanish Government (2011).

Member of the European Parliament (2015-2019) taking part in the follow-up and participation in various legislative dossiers and reports on parliamentary initiatives. He has been a member of the Committee on Industry, Research and Energy; Member of the Committee of Inquiry into the Measurement of Emissions from the Automobile Sector; Vice-Chairman of the delegation to the EU-Mexico Joint Parliamentary Committee and Rapporteur on the Renewable Energy Directive (REDII 2020-2030).

As head of the European Parliament for the renewable energy directive, he has participated as a speaker in more than 100 conferences, forums and congresses in recent years. Among the most recent: "Energy Transition, between all of us. Self-consumption as a key to change"; "Participation in the GASNAM Congress as a conference speaker: European Renewable Energy Directive" and the "Transition to a new energy model in Europe". He has been a speaker in the European capital at various conferences: the Solar Power Summit, the III Energy Summit, the European Sustainable Energy Week, the Annual High-Level Experts Conference and the European Commission's Clean Energy Financing, at the presentation of the REMAP study by the International Renewable Energy Agency, the Global Sustainability Conference, the IV Energy Summit and at the conferences organised in Sofia by the Bulgarian Presidency of the European Union. In Spain, he has participated as a speaker at the 3rd Spanish Wind Energy Congress, the National Renewable Energy Congress, the 4th Solar Forum, the 1st Canary Islands Wind Energy Congress, the Conference on renewable energies organised by the Murcia Association of Engineers, the Spanish Energy Club, the OCU Self-Consumption Conference, the UNEF Conference on Power Purchase Agreements and the Renewable Energy Directive. He led the convening of two round tables on biofuels and on bioenergy organised by the S&D Group at Parliament's HQ in Brussels and has sponsored the organisation of several round tables at the Parliament with various EU associations from the sectors concerned, including EREF, Euroelectric, Ecofys and RE100.

Author of articles on energy issues in different media. Author of the chapter "Paris Agreement, Winter Package, Energy and Climate Strategy 2030 and 2050. Historical Vision of the European Union's Climate and Energy Policies" published in the Workbook on Energy Transition in Spain. A proposal from social democracy. He is currently CEO and Founder of ACENTO PUBLIC AFFAIRS.

#### **Attendance at Board Meetings.**

Since his appointment as Director in 2020, Mr Blanco has personally attended all the meetings of the Board of Directors and the Committees of which he has been a member.

#### **Mr Blanco's contribution to the Board's skills matrix.**

The Sustainability and Appointments Committee has particularly valued in the re-election of Mr José Blanco López his extensive professional career and, in particular, his experience in energy regulation, both at national and European level, and his contribution in these areas on the Board and in the Sustainability and Appointments Committee.

His skills are ideal for completing the current skills matrix of the Enagás Board of Directors.

#### **Proposal submitted to the General Shareholders' Meeting.**

Taking into account the foregoing and for the purposes of Article 529 decies.4 and 529 quidecies.3 c) of the Consolidated Text of the Corporate Enterprises Act, the Sustainability and Appointments Committee has proposed the re-election of Mr José

Blanco López as Independent Director of the Company. The Board of Directors has adopted the Committee's proposal as its own.

## **2.2 To re-elect Mr José Montilla Aguilera as Director for the four-year period. Mr José Montilla Aguilera has the role of Independent Director.**

The General Shareholders' Meeting held on June 30, 2020 resolved to appoint Mr Montilla as an Independent Director of the Company for the statutory period of four years with 85.51% of votes in favour.

### **Personal data.**

José Montilla Aguilera, 69, was Mayor of Cornellá de Llobregat (1985-2004). He held various posts in the Barcelona Provincial Council, of which he was Chairman (2003-2004).

Member of Parliament (2004-2006).

Minister for Industry, Trade and Tourism with full responsibility for Energy (2004-2006).

During his time as Minister he launched the Renewable Energy Plan 2005-2010, the Energy Saving and Efficiency Strategy 2005-2007, and the National Coal Restructuring Plan 2006-2012. He also stood out for promoting the adoption of legislative reforms to strengthen the powers of the National Energy Commission and to liberalise the energy sector, as well as reforms of the internal gas and electricity markets.

President of the Catalan Government and Member of the Catalonia Parliament (2006-2010).

Senator representing the Catalonia Parliament (2011-2019). As Senator, he has been Chairman of the Budget Committee and Spokesman for the Economy and Competitiveness, Finance and Public Administration, and Industry, Energy and Tourism Committees. He has been behind the following Bills: Audit of Accounts; Independent Authority for Fiscal Responsibility; Corporate Tax; Urgent Measures in Bankruptcy Matters; Fiscal Measures for Energy Sustainability; Guarantee of Supply and Increase of Competition in the Insular and Extrapeninsular Electrical Systems; Fiscal Measures for Energy Sustainability.

### **Attendance at Board Meetings.**

Since his appointment as Director in 2020, Mr Montilla has personally attended all the meetings of the Board of Directors and the Audit and Compliance Committee.

### **Mr Montilla's contribution to the Board's skills matrix.**

The Sustainability and Appointments Committee has particularly valued in the re-election of Mr José Montilla Aguilera his excellent work as Chairman of the Audit and Compliance Committee and his professional experience in accounting, regulatory and financial matters.

His skills are ideal for completing the current skills matrix of the Enagás Board of Directors.

Taking into account the foregoing and for the purposes of Article 529 decies.4 and 529 quidecies.3 c) of the Consolidated Text of the Corporate Enterprises Act, the Sustainability and Appointments Committee has proposed the re-election of Mr José

Montilla Aguilera as Independent Director of the Company. The Board of Directors has adopted the Committee's proposal as its own.

### **2.3 To re-elect Mr Cristóbal José Gallego Castillo as Director for the four-year period. Mr Cristóbal José Gallego Castillo has the role of Independent Director.**

The General Shareholders' Meeting held on June 30, 2020 resolved to appoint Mr Gallego as an Independent Director of the Company for the statutory period of four years with 85.74% of votes in favour.

#### **Personal data.**

Cristóbal José Gallego Castillo, 42, holds a degree in Aeronautical Engineering from the Polytechnic University of Madrid. International Doctorate, with the qualification cum laude, by the same University.

During his doctoral studies he was part of the research team at the Department of Energy - Wind Energy Division - of CIEMAT (Centre for Energy, Environmental and Technological Research).

He is currently an Associate Professor at the Universidad Politécnica de Madrid, Department of Aircraft and Space Vehicles.

During his professional career he has actively participated in numerous projects related to energy transition and renewable energies:

- Journal referee (IEEE Transactions on Power Systems, Wind Energy, Journal of Renewable and Sustainable Energy, Applied Energy, Sustainable Energy, Grids and Networks).
- Member of the Scientific Committee that prepared the tenth Seminar on Wind Energy in Europe. (Orleans, France 2014).
- Member in AENOR of the National Committee (AEN/CTN) 206 "ELECTRICAL ENERGY PRODUCTION" and of the Sub-committee (SC) 88 "WINDTURBINES" (2014).
- Member of the National Association of Wind Engineering (ANIV). 2014.

It is worth highlighting his participation as a member of the "National Commission of Experts on Energy Transition" created by the Council of Ministers by means of an Agreement of July 7, 2017, with the task of preparing a report analysing the possible proposals that could contribute to the definition of the Spanish strategy for Energy Transition.

He has participated in numerous seminars and conferences in his technical speciality and in others related to renewable energies and energy transition. Author of numerous scientific articles on the same subjects.

#### **Attendance at Board Meetings.**

Mr Gallego personally attended all the meetings of the Board of Directors and of the Sustainability and Appointments Committee held during 2023.

#### **Mr Gallego's contribution to the Board's skills matrix.**

The Sustainability and Appointments Committee has particularly valued in the re-election of Mr Cristóbal Gallego his knowledge and technical expertise in matters

related to renewable energies and energy transition as well as his excellent contribution in these areas in the Board and in the Sustainability and Appointments Committee.

His skills are ideal for completing the current skills matrix of the Enagás Board of Directors.

### **Proposal submitted to the General Shareholders' Meeting.**

Taking into account the foregoing and for the purposes of Article 529 decies.4 and 529 quidecies.3 c) of the Consolidated Text of the Corporate Enterprises Act, the Sustainability and Appointments Committee has proposed the re-election of Mr Cristóbal José Gallego Castillo as Independent Director of the Company. The Board of Directors has adopted the Committee's proposal as its own.

### **3. Board structure following the re-elections proposed to the General Shareholders' Meeting.**

#### **Independence and diversity.**

Following the proposed appointments, the Board maintains the number of members at fifteen. The percentage of Independent Directors is 73.33% (11 out of 15), while the percentage of female Directors remains at 40% (6 out of 15).

With this, 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.

#### **Separation of the offices.**

Since 2012, the Company has separated the positions of Chairman of the Board of Directors and Chief Executive Officer, and since 2010 has had an Independent Leading Director, the post held by Ms Ana Palacio Vallelersundi, providing an additional guarantee for the proper functioning of the Board.

Mr Antonio Llardén Carratalá has the role of Non-Executive Chairman. Having served as Executive Chairman until March 31, 2022, the Meeting held on that date resolved to re-elect him as an "other external" Director.

As Chief Executive Officer, Mr Arturo Gonzalo Aizpiri is the only Executive Director of the Board of Directors.

The internal structure guarantees that all the functions promoting the control that must be exercised by the Board of Directors in relation to the executive and business functions that fall to the Chief Executive Officer maintain the necessary independence, and are functionally assigned to the Board of Directors through the Audit and Compliance Committee.

#### **Assessment of the Board's performance.**

The Board is subject to an annual evaluation process by an independent expert. The assessment for the 2023 financial year has been carried out with the collaboration of the firm Georgeson.

The result of the evaluation is reflected in the Annual Corporate Governance Report.

#### **Skills matrix.**

Enagás has a Board’s skills matrix, which it updates annually and which is included in the Non-Financial Information Statement included in the Enagás Group’s Consolidated Directors’ Report. This matrix is published on the corporate website prior to the convening of the General Meeting and is reproduced below.

			Audit and Compliance Committee				Sustainability and Appointments Committee						Remuneration Committee		
	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Senior management	x	x	x	x		x	x	x		x	x	x	x		x
Industry experience	x	x	x		x	x	x		x	x	x	x	x	x	
International experience	x	x	x	x	x	x	x		x	x	x	x	x	x	
Audit and finance	x	x	x	x	x	x	x	x			x	x	x	x	x
Risk management	x	x	x	x		x	x					x	x		
Strategy	x	x	x	x	x	x	x	x		x	x	x	x		x
Institutional experience and public service	x	x	x	x	x	x	x	x	x	x	x	x	x	x	x
Legal, regulatory and corporate governance	x	x	x		x	x	x	x		x	x	x	x		x
Technology		x	x	x		x		x	x	x		x	x		
Innovation		x	x	x		x				x	x	x	x		
Cybersecurity and the digital transformation		x	x		x	x		x		x			x		
People, culture, talent and human rights management	x	x	x	x	x	x	x	x		x	x	x	x	x	x
Sustainability, climate change and environment	x	x	x		x	x	x	x	x	x	x	x	x	x	x

The re-election of the Directors aims to maintain the skills of the Board.

### Implication of the Directors.

Twelve meetings of the Board of Directors were held during 2023. All the Directors attended all of them. The individual breakdown is as follows:

- Mr Antonio Llardén Carratalá (Chairman) attended all the Board meetings.
- Mr Arturo Gonzalo Aizpiri (Chief Executive Officer) attended all the Board meetings.
- Ms Ana Palacio Vallelersundi attended all the meetings of the Board and of the Sustainability and Appointments Committee.
- Ms Eva Patricia Úrbez Sanz attended all the meetings of the Board of Directors and the Audit and Compliance Committee.
- Sociedad Estatal de Participaciones Industriales (SEPI), represented by Mr Bartolomé Lora Toro, attended all the meetings of the Board and of the Audit and Compliance Committee.
- Mr Santiago Ferrer Costa attended all the meetings of the Board of Directors and of the Sustainability and Appointments Committee.
- Mr José Blanco López attended all the meetings of the Board of Directors and of the Sustainability and Appointments Committee.
- Mr José Montilla Aguilera attended all the meetings of the Board of Directors and the Audit and Compliance Committee.
- Mr Cristóbal José Gallego Castillo attended all the meetings of the Board and of the Sustainability and Appointments Committee.
- Ms Natalia Fabra Portela attended all the meetings of the Board of Directors and the Audit and Compliance Committee.

- Ms Maria Teresa Arcos Sánchez attended all the meetings of the Board of Directors and of the Remuneration Committee.
- Ms Maria Teresa Costa Campí attended all the meetings of the Board of Directors and of the Sustainability and Appointments Committee.
- Ms Clara Belén García Fernández-Muro attended all the meetings of the Board of Directors and of the Remuneration Committee.
- Mr Manuel Gabriel González Ramos attended all the meetings of the Board of Directors and of the Remuneration Committee.
- Mr David Sandalow attended all the meetings of the Board of Directors and of the Sustainability and Appointments Committee, with the exception of the Committee meetings of April 20, 2023.

The Directors, especially the Chairwomen and the Chairman of the Committees, maintain permanent contact with those Senior Managers responsible for the areas of their competence.

Accordingly,

**The following resolutions are proposed for adoption before the General Shareholders’ Meeting, which will be subject to separate votes:**

- "6.1 To re-elect Sociedad Estatal de Participaciones Industriales (SEPI) for the four-year period. Sociedad Estatal de Participaciones Industriales (SEPI) has the role of Proprietary Director.
- 6.2 To re-elect Mr José Blanco López as Director for the four-year period. Mr José Blanco López has the role of Independent Director.
- 6.3 To re-elect Mr José Montilla Aguilera as Director for the four-year period. Mr José Montilla Aguilera has the role of Independent Director.
- 6.4 To re-elect Mr Cristobal Gallego Castillo as Director for the four-year period. Mr Cristobal Gallego Castillo has the role of Independent Director.
- 6.5 To maintain the number of members of the Board of Directors at fifteen”.

<b>RESOLUTION 7</b>
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To approve, for the purposes of Article 529 novodecies of the Corporate Enterprises Act, the Directors’ Remuneration Policy for the 2025, 2026 and 2027 financial years.

Article 529 novodecies of the Corporate Enterprises Act stipulates that the remuneration policy for Directors must comply with the remuneration system set out in the Articles of Association and must be approved by the General Shareholders' Meeting as a separate item on the Agenda, to be applied for a maximum period of three financial years. However, the proposal for a new Directors’ Remuneration Policy must be submitted to the General Shareholders’ Meeting prior to the end of the last financial year of application of the previous policy, and the Meeting may determine that the new policy shall apply from the date of approval and for the following three financial years.

The proposal for the remuneration policy of the Board of Directors shall state the reasons on which it is based and shall be accompanied by a specific report from the Appointments and Remuneration Committee. Both documents have been made available to shareholders on the Company's website since the call to the General Meeting. Any modification or replacement thereof during said period shall require the prior approval of the General Shareholders' Meeting in accordance with the procedure established for its approval. Any remuneration paid to Directors for holding or being removed from their positions and for performing executive functions must be consistent with the Directors' remuneration policy in effect at any given time, except for any remuneration expressly approved by the General Shareholders' Meeting.

The General Shareholders' Meeting held on May 27, 2021 approved the Director's Remuneration Policy for the 2022- 2024 financial years as item 10 of its Agenda, with a percentage of votes in favour of 83.28%. The Policy included a Long-Term Incentive for the same period that, voted on separately as item 9 of the Agenda by the General Shareholders' Meeting held on March 31, 2022, was approved with 86.01% of votes in favour.

This Policy was amended by the General Meeting on March 31, 2022 with 82.70% of the votes cast in favour of the proposal, thereby replacing in its entirety the amendment approved by the Enagás General Meeting on May 27, 2021, without prejudice to the effects produced and consolidated while in force. The aim of this modification was to adapt it to the termination of the executive duties of the Executive Chairman, to the compensation conditions of the new Chief Executive Officer, to the modification of the maximum compensation limit for Directors in their capacity as such and to the Company's long-term incentive plan.

The current Directors' Remuneration Policy is in its final year and the Board is therefore submitting to the Meeting for binding approval the Directors' Remuneration Policy for the financial years 2025, 2026 and 2027 (hereinafter the "Directors' Remuneration Policy" or the "Policy").

The Policy has been proposed to the Board by the Remuneration Committee, which dedicated specific meetings to this Policy on February 15, April 24, July 24, October 23 and December 18, 2023. The Remuneration Committee approved the proposal at its meeting on February 19, 2024, in accordance with the provisions of Article 529 quidecies of the LSC and Article 45 bis of the Articles of Association.

The Remuneration Committee has considered, as a further factor in the process of determining this Policy, the conclusions of various analyses by comparing the total remuneration strategy (market positioning and remuneration mix) of Enagás' Directors and management team, as well as the design of the various elements of remuneration, with market practice in comparable companies.

The Remuneration Committee has benefited from the independent external advice of the firm Willis Towers Watson, which carried out the market analyses indicated and presented alternatives for the design of this Policy. The Committee has also been advised by the firm Garrigues on the legal and tax aspects referred to in this Policy and by Morrow Sodali on issues related to investors and proxy advisors.

The Committee focused especially on Article 217 of the Spanish Corporate Enterprises Act, in the sense that the Directors' remuneration must, in any case, have a reasonable proportion to the company's importance, its financial situation at any given time and the market standards for comparable companies. The remuneration system established should be focused on promoting the long-term profitability and sustainability of the Company and incorporate the necessary precautions to avoid the excessive assumption of risks and the reward of unfavourable results.



Following the General Shareholders' Meeting each year, the Remuneration Committee conducts a reflection process where it considers the internal and external factors listed below.

As part of its commitment to continually listen to its shareholders, Enagás maintains a constant and transparent dialogue with them to ascertain, among other issues, their opinion on the Remuneration Policy and to assess any modifications that may be necessary. The Remuneration Committee receives timely feedback on shareholder comments and opinions and incorporates them into the process of determining and implementing the Policy.

The reflection process has also considered the results of the votes on the Annual Report on Directors' Remuneration obtained in the last two financial years (81.47% and 81.53% of votes in favour over the votes cast at the General Shareholders' Meetings of the financial years 2022 and 2023, respectively) and those relating to the Directors' Remuneration Policy approved on March 31, 2022 (82.70% of votes in favour over the votes cast at the General Shareholders' Meeting of that financial year).

The internal factors considered were inclusion in the strategy, including sustainability priorities, the business objectives set in the short and long term, the results obtained by the Enagás Group and the alignment of the Policy with the remuneration conditions of the management team and employees as a whole.

The external factors considered are the recommendations received in the process of engagement with investors, shareholders and proxy advisors that Enagás carries out regularly, the result of the vote on the current Policy and the annual reports on remuneration of previous Directors, the market practices of companies relevant to Enagás as competitors by business or talent and companies considered high performers, and the regulations and general recommendations on corporate governance at national and international level.

As a result of the conclusions reached in the reflection process, the Remuneration Committee has proposed the Remuneration Policy to the Board of Directors.

The new Policy is in line with the one approved at the General Meeting of March 31, 2022.

In relation to the comparison groups, in the process of engaging with shareholders, their comments and views on the comparison groups considered in previous policies have been heard. In this context, the Board of Directors, at the proposal of the Remuneration Committee, has agreed to consider companies with a higher degree of comparability by size, maintaining those that are similar by type of activity. The criteria for selecting the comparison group are detailed in section 4.1. of the Policy and periodically updated information will be included in the Annual Report on Directors' Remuneration.

With regard to the Chief Executive Officer, a proposal is made to simplify the structure of the fixed remuneration and to enhance the pay for performance concept. Thus, the remuneration of the Executive Director as a Director in his capacity as such is eliminated and this amount (130,000 euros) is included as part of the target long-term incentive. This means an increase in the weight of the annualised long-term variable remuneration which, for a scenario of maximum compliance, increases from 62.5% to 78.75% of the fixed remuneration. This variable, "at risk" remuneration will be equity-based or equity-settled and primarily linked to long-term shareholder value creation. The Remuneration Committee has examined the simplified fixed remuneration structure and found that it maintains a comparable total remuneration level for the Executive Director in relation to the comparison groups.

It is also proposed to revise the share retention requirements so that if the Executive Director has not reached the number of shares subject to the permanent shareholding commitment already established in the 2022-2024 Policy, the retention period for any shares received under any variable remuneration scheme will be 3 years.

The text of each section has been reviewed to ensure that the Policy provides a rigorous management framework that is sufficiently flexible to align decisions on the Policy and its implementation with the Company's strategy and the interests of the various stakeholders.

New sections have been introduced to bring the structure of the Policy more clearly in line with the legally required content.

The format of the Policy has been adapted to the highest market standards to make it easier for stakeholders to understand.

No changes are made to the remuneration of Directors in their capacity as such, except for the elimination of the remuneration to which the Executive Director would be entitled in this respect.

The main objective of the Remuneration Policy is to attract, retain and motivate the best talent so that the Company can meet its strategic objectives and create value for Enagás' stakeholders, particularly its shareholders, within the increasingly competitive and complex framework in which it operates, establishing the most appropriate measures and practices for this purpose.

The general principles underlying the Remuneration Policy, which in turn are applicable to the rest of the Company's remuneration policies and procedures, are as follows:

- Sustainability and alignment with stakeholders: the Policy is aligned with the commitment to sustainable growth, efficiency and long-term value creation for Enagás' stakeholders.
- Internal equity and external competitiveness: the Executive Director's Remuneration Policy is aligned with that of other employees, sharing the same principles and criteria for action, and incorporating the elements included in the remuneration package for Enagás executives. Adequate remuneration is paid for professional worth, skills, experience, responsibility and results achieved.

The Policy is consistent with Enagás' inclusive culture, where there is a commitment to incorporate diversity and inclusion management as a key element to connect talent and grow as a Company.

The structure of the remuneration package for the Executive Director and the Enagás employees is based on the principle to attract and retain the best talent and be competitive within the sector, by rewarding employees for their contribution to the Group's results. Similarly, the compensation for Directors in their role as such should be sufficient to attract and retain the desired profile for the Company.

The Policy is reviewed from time to time so that it is in reasonable proportion to the size of the Company, its economic situation and the market standards of its peers.

- Prudence and suitability: the remuneration of Directors in their capacity as such should be appropriate to the dedication and responsibility of each Director, without such remuneration compromising their independence of judgement.
- Transparency: the Board of Directors assumes the commitment to make effective the principle of full transparency of all remuneration received by all Directors, providing transparent, sufficient information, issued with the necessary advance notice and in line with the good governance recommendations of listed companies. The breakdown by item, the allocation criteria and the individual breakdown will be published in the corresponding Annual Report on Directors' Remuneration.

For the purposes envisaged in Article 529 septdecies of the LSC, the Policy submitted for the Shareholders' Meeting's approval includes the maximum annual remuneration amount to be paid to all the Directors in their status as such and the criteria for its distribution in accordance with the functions and responsibilities attributed to each of them. Likewise, for the purposes contemplated in Article 529 octodecies of the LSC, the Policy submitted for approval by the General Meeting includes, with respect to Directors with executive functions, the amount of fixed annual remuneration and other provisions referred to in Article 529 novodecies.

For the purposes set forth in Article 529 novodecies of the Consolidated Text of the Spanish Enterprises Act and in Article 36 of the Articles of Association, the Board of Directors has agreed to submit the proposal for the "Enagás S.A. Directors' Remuneration Policy for 2025, 2026 and 2027" to the approval of the General Meeting. This Policy is described in the document made available to shareholders for that purpose and which includes those elements that the aforementioned precepts require. Attached to this proposed resolution and as an integral part of it, the shareholders are provided with (i) the Enagás, S.A. Directors' Remuneration Policy for 2025, 2026 and 2027, which is submitted for approval, and (ii) the report of the Remuneration Committee on the said Policy.

**Therefore, the adoption of the following resolution is proposed to the Ordinary General Shareholders' Meeting:**

"To approve, for the purposes set out in Article 529 novodecies of the Consolidated Text of the Corporate Enterprises Act, and in Article 36 of the Articles of Association, the Enagás S.A. Directors' Remuneration Policy for 2025, 2026 and 2027".

<b>RESOLUTION 8</b>
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To submit the Annual Report on Directors' Remuneration referred to in Article 541 of the Consolidated Text of the Corporate Enterprises Act to an advisory vote.

Article 541 of Consolidated Text of the Corporate Enterprises Act stipulates that Boards of listed societies must draw up and publish an Annual Report on Directors' Remuneration, including remuneration they receive or must receive in their capacity as Directors and, where applicable, remuneration for carrying out executive functions. The Annual Report on Directors' Remuneration shall be submitted to an advisory vote as a separate item on the Agenda of the Ordinary General Shareholders' Meeting.

Article 529 novodecies of Consolidated Text of the Corporate Enterprises Act stipulates that the Directors' remuneration policy shall be as per the remuneration system provided for in the Company' Articles of Association, and shall be approved

by the General Shareholders' Meeting at least every three years as a separate item on the Agenda. The approved Directors' remuneration policy shall remain valid for the three financial years following that in which it was approved by the General Shareholders' Meeting. Any remuneration paid to Directors for holding or being removed from their positions and for performing executive functions must be consistent with the Directors' remuneration policy in effect at any given time, except for any remuneration expressly approved by the General Shareholders' Meeting.

The Board of Directors of Enagás, S.A., at its meeting held on February 21, 2022, agreed to submit for the approval of the General Shareholders' Meeting, for the purposes set out in Article 529 novodecies of the Corporate Enterprises Act and Article 36 of the Company's Articles of Association, the proposal to amend the "Directors' Remuneration Policy for the 2022, 2023 and 2024 financial years", which was approved by the Shareholders' Meeting as item 10 on May 27, 2021. The aim of this proposed modification was to adapt it to the termination of the executive duties of the Executive Chairman, to the compensation conditions of the new Chief Executive Officer, to the modification of the maximum compensation limit for Directors in their capacity as such and to the Company's long-term incentive plan.

This amendment to the Policy was approved by the General Meeting on March 31, 2022 with 82.695% of the votes cast in favour of the proposal, thereby replacing in its entirety the amendment approved by the Enagás General Meeting on May 27, 2021, without prejudice to the effects produced and consolidated while in force.

The Annual Report on Directors' Remuneration now submitted to a consultative vote refers to this Policy, both in the version approved by the General Meeting on May 27, 2021 between January 1, 2022 and March 30, 2022, and the version approved by the General Meeting on March 31, 2022 from that date.

This report is in keeping with the provisions of Article 541 of the Consolidated Text of the Corporate Enterprises Act, which includes the remuneration of Directors, including remuneration they receive or must receive in their capacity as Directors and, where applicable, remuneration for carrying out executive functions. The report is in keeping with the contents and structure determined by the Spanish Ministry of Finance and Competitiveness and the National Securities Market Commission (CNMV), and includes (i) clear, comprehensive and comprehensible information concerning the Directors' Remuneration Policy applicable to the current year; (ii) a global overview of application of the Remuneration Policy during the preceding year; (iii) in addition to details of the individual remuneration packages accruing for all concepts and for each of the Directors during that year.

By way of attachment to these proposed resolutions and forming an integral part of them, the Annual Report on Directors' Remuneration is placed at the shareholders' disposal.

**In view of the above, the following resolution is proposed for adoption before the Ordinary General Meeting, which will be subject to separate vote:**

"Approve the Annual Report on Directors' Remuneration, made available to shareholders, as established on Article 541 of the Consolidated Text of the Corporate Enterprises Act."

<b>RESOLUTION 9</b>
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To delegate authorisation to supplement, develop, implement, rectify and formalise the resolutions adopted at the General Shareholders' Meeting.

**Adoption of the following resolution is proposed to the Ordinary General Shareholders' Meeting:**

**"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, the Secretary, 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."

These draft resolutions were approved by the Board of Directors at its meeting on February 19, 2024.

The Secretary to the Board of Directors  
Diego Trillo Ruiz  
**Enagás, S.A.**



**PROCEDURE FOR VOTING AND APPOINTING PROXIES AT A GENERAL SHAREHOLDER'S MEETING BY TELEMATIC MEANS OF COMMUNICATION AND REMOTE ATTENDANCE AND VOTING**

Pursuant to Articles 189, 190.1 and 521 of the Corporate Enterprises Act, Article 27 of the Company's Articles of Association and Articles 1, 10, 11.1 and 11.2 (B) of the Rules and Regulations of General Shareholders' Meetings, all the Company's shareholders entitled to vote may do so and appoint proxies by telematic means of communication, except on resolutions in which they have a conflict of interest, in accordance with the Corporate Enterprises Act, the Articles of Association and the Rules and Regulations of General Shareholders' Meetings, by i) post and ii) electronic communication. They may also submit their vote at the Shareholder Information Office.

For these purposes, the aforementioned articles of the Company's Articles of Association and the Rules and Regulations of General Shareholders' Meetings confer on the Board of Directors the powers necessary to implement specific rules and regulate the exercise of voting and proxy rights by means of remote communication, and to decide on the electronic or telematic means that may be used at each Meeting to attend and/or appoint proxies and cast votes, having regard to the state of the art.

By virtue of this delegation of authority, at its meeting on February 19, 2024 the Board of Directors of Enagás, S.A. (hereinafter the "Company") agreed that at the next General Shareholders' Meeting, scheduled to be held upon first call in Madrid on March 20, 2024 at 12.00 pm at Avenida Partenón 5, 28042, Madrid (Auditorio Ifema Sur) and, if the shareholders then present fail to constitute a quorum as required by law and the Articles of Association, to be held upon second call on March 21, 2024 at 12.00 pm, also at Avenida Partenón 5, 28042, Madrid (Auditorio Ifema Sur), the following rules concerning voting and appointment of proxies by remote means of communication and remote attendance and voting will apply.

**1.- VOTING REMOTELY PRIOR TO THE GENERAL MEETING.**

Pursuant to Article 27 of the Articles of Association and Articles 1, 11.1 and 11.2 (B) of the Rules and Regulations of General Shareholders' Meetings, voting on resolutions on items of business on the Agenda may be exercised by the shareholders prior to the General Shareholders' Meeting by i) post, ii) electronic communication, or iii) at the Shareholder Information Office in accordance with the following instructions.

**1.1.- Voting by post.**

Shareholders wishing to vote by post must send the Company (Enagás, S.A. – Shareholder Information Office – Paseo de los Olmos 19, 28005 Madrid) the attendance, proxy and voting card issued by entities that are members of the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de

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Valores (IBERCLEAR, the Spanish Central Securities Depository), setting out the identity of the shareholder, the number of shares they hold, and vote on each item of business on the Agenda, bearing a handwritten signature. If shareholders are legal persons, in addition to the handwritten signature of the representative they must also provide a document that constitutes a legal accreditation of representation.

In the event that the card issued by the IBERCLEAR participating entity does not include a section relating to "Remote Voting" or is incomplete, the shareholder may complete it using the card template that the Company has made available on the Company's website ([www.enagas.es](http://www.enagas.es)). This card, duly completed and signed, must be sent to the Company.

### **1.2.- Voting by electronic means of communication.**

Shareholders wishing to vote through telematic means must do so using the General Shareholders' Meeting section on the "Investor relations" page of the Company's website ([www.enagas.es](http://www.enagas.es)), by following the instructions provided for that purpose on each of the windows of said website and filling out the forms provided. To do this, they will provide proof of identity via a legally recognised electronic signature endorsed by the guarantees stipulated below, stating the number of shares owned and how they intend to vote on each item on the Agenda.

Pursuant to Articles 27 of the Articles of Association and 11.2 (B) of the Rules and Regulations of General Shareholders' Meetings, the guarantee the Board of Directors considers appropriate to ensure the authenticity and identification of a shareholder exercising voting rights is the electronic signature recognised pursuant to the terms of Law 6/2020 of November 11 regulating certain aspects of electronic trust services, provided the signature is based on (i) an Electronic User Certificate issued by the Spanish National Mint's Public Certification Authority (CERES) concerning which no revocation has been recorded, or (ii) the recognised electronic certificate incorporated in the Spanish national identity card issued pursuant to Royal Decree 1553/2005 of December 23 regulating the issuance of the Spanish national identity card and electronic signature certificates. The certificate must be obtained by the shareholder at no charge to the Company and must be valid at the time of voting.

### **1.3.- Votes cast at the Shareholder Office.**

If shareholders decide to cast their vote in person or by proxy at the Shareholder Information Office, they shall submit an attendance, proxy and voting card clearly stating the Shareholder's identity, number of shares held and vote on each item on the Agenda, bearing their written signature, and shall also present their national identity card or passport, if the Shareholder is a natural person. In the case of representation, the proxy must present a document accrediting proxy representation, whether the shareholder is a legal person or a natural person.

### **1.4.- Specific rules on the casting of votes.**

If a Shareholder voting by telematic means fails to mark any of the boxes provided for the purpose in relation to any item of business on the Agenda, they will be deemed to have voted in favour of the respective resolution proposed by the Board of Directors.

## **2.- APPOINTMENT OF PROXIES USING TELEMATIC MEANS OF COMMUNICATION.**

Pursuant to Article 27 of the Company's Articles of Association and Article 10 of the Rules and Regulations of General Shareholders' Meetings, a shareholder may appoint

a proxy for a General Shareholders' Meeting by post or electronic communication in accordance with the following instructions.

### **2.1.- Appointment of proxies by post.**

A shareholder wishing to appoint a proxy by post must fill in the attendance, proxy and voting card issued by entities that are Member Entities of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (IBERCLEAR, the Spanish Central Securities Depository), in the "Appointment of Proxy" section, with their handwritten signature, attaching a copy of their national identity card or passport, and send it to the registered office of the Company (Enagás, S.A. – Shareholder Information Office – Paseo de los Olmos 19, 28005 Madrid) in a sealed envelope.

### **2.2.- Appointment of proxies by electronic communication**

Shareholders wishing to appoint a proxy electronically may do so through the "Investor relations" section of the website ([www.enagas.es](http://www.enagas.es)), following the instructions given to this end on the website and filling out the forms provided. To do this, they will provide proof of identity via a legally recognised electronic signature endorsed by the guarantees stipulated below, stating the number of shares owned and the proxy appointed.

Pursuant to Article 27 of the Company's Articles of Association and Article 10 of the Rules and Regulations of General Shareholders' Meetings, the guarantees the Board of Directors considers appropriate to ensure the identification of a Shareholder exercising the right to appoint proxies is the electronic signature based on a qualified certificate under the terms provided for in the applicable regulations, provided the signature is based on (i) an Electronic User Certificate issued by the Spanish National Mint's Public Certification Authority (CERES) concerning which no revocation has been recorded, or (ii) the qualified electronic certificate included in the Spanish national identity card issued pursuant to Royal Decree 1553/2005 of December 23 regulating the issuance of national identity cards and electronic signature certificates. The certificate will be obtained by the shareholder at no charge to the Company, and must be valid at the time of appointment of the proxy.

### **2.3.- General provisions for appointment of proxies by telematic means of communication.**

Shareholders appointing a proxy by telematic means must notify the designated proxy of the power of representation that has been granted. For this purpose, on the date and at the time of the General Shareholders' Meeting, proxies must identify themselves by their national identity card or passport and produce a printed copy of the postal or electronic delegation, duly signed by both the proxy and by the principal.

If the Chairperson or any other member of the Board of Directors is appointed as a proxy, including the Secretary or, where applicable, the Vice-Secretary, even if he/she is not a Director, this notice will be deemed to have been given upon receipt by the Company of the proxy letter.

Any delegation which does not contain the name of the person to whom it is delegated shall be deemed to be conferred on the Chairman of the Meeting.

No Shareholder may be represented by more than one proxy.

### **2.4.- Specific rules on the casting of votes.**



If a Shareholder appointing a proxy fails to mark any of the boxes provided for the purpose in relation to any item of business on the Agenda, they will be deemed to grant instructions to vote in favour of the respective resolution proposed by the Board of Directors.

### **3.- GENERALLY APPLICABLE RULES.**

#### **3.1.- Time frame for voting and appointing proxies by telematic means of communication.**

For proxy appointments and votes cast by any of the aforesaid means to be valid, they must be received at the Company's registered office (Enagás S.A. –Shareholder Information Office– Paseo de los Olmos, 19, Madrid) or via the Company's website, [www.enagas.es](http://www.enagas.es), as applicable, between the date of publication of Notice of the General Shareholders' Meeting and no later than 24 hours prior to the date and time of the scheduled second call for the General Shareholders' Meeting, i.e., no later than March 20, 2024 at 12.00 pm. For the purposes of electronic communication the Company will deploy an electronic time-stamping system based on an objective time source, in order to accredit the time at which proxy appointments or electronic votes arrive.

After this time, only proxy appointments in writing presented at the shareholder registration desks on the date and time specified for the General Shareholders' Meeting will be admitted.

#### **3.2.-Order of priority in attendance, voting and proxy appointment by remote communication.**

##### 3.2.1. Priority of personal or remote attendance.

Pursuant to Article 27 of the Company's Articles of Association and Articles 10 and 11.5 (B) of the Rules and Regulations of General Shareholders' Meetings, personal, physical or telematic attendance at a General Shareholders' Meeting revokes proxy appointments and votes cast by remote means of communication.

##### 3.2.2. Priority of remote voting over proxy appointment.

Votes cast by any telematic means of communication render any proxy appointment granted electronically or by post or by any other means void. The proxy appointment will be deemed to have been revoked if made previously, and not to have been made at all if made subsequently.

##### 3.2.3. Priority in events of several proxy appointments and/or votes by means of remote communication.

If a Shareholder validly makes more than one proxy appointment or validly casts more than one vote by different forms of remote communication, the proxy appointment and/or vote received last prevails, and those received earlier are void.

#### **3.3.- Confirmation of remote vote or proxy appointments.**

The validity of the vote cast and of the proxy granted by remote means of communication is subject to the verification of the data provided by the shareholder with the file provided by IBERCLEAR containing the shareholders registered in the corresponding accounting register five days prior to the date scheduled for the Meeting.

### **3.4.- Co-ownership.**

In the event of co-ownership of shares, for the purposes of Article 126 of the Corporate Enterprises Act a co-owner voting or appointing a proxy remotely is presumed to have been appointed by the other co-owners to exercise the rights arising from the shares.

### **3.5.- Custody of electronic signatures.**

The custody of electronic signatures for voting or appointing proxies by electronic means is the sole responsibility of Shareholders.

### **3.6.- Legal persons and non-residents.**

Shareholders that are legal persons or are not resident in Spain must contact the Shareholder Information Office regarding possible use or adaptation of the mechanisms for voting and appointing proxies via remote communication to their specific requirements.

Furthermore, if the Shareholder is a legal person it must notify the Company, via the Secretary to the Board of Directors (Paseo de los Olmos, 19, 28005 Madrid), of any modification or revocation of the powers vested in the proxy. The Company rejects any liability that may arise prior to such notice.

### **3.7.- Technical incidents.**

The Company reserves the right to modify, suspend, cancel or restrict the mechanisms for electronic voting and appointment of proxies where technical or security reasons so require or demand. Any such circumstance will be made public as soon as practicable by any medium the Company deems appropriate.

The Company accepts no liability for any damages to any shareholder as a result of breakdowns, overloads, line failures, connection faults, postal service malfunctioning or any other eventuality of the same or a similar nature beyond the control of the Company that prevents the use of remote voting and proxy appointment mechanisms.

## **4. ATTENDANCE, REPRESENTATION AND VOTING IN THE EVENT OF REMOTE ATTENDANCE**

Pursuant to Article 27 of the Articles of Association and Articles 9 and 11 of the General Shareholders' Meeting Regulations, shareholders with the right to attend may also attend the General Shareholders' Meeting by remote means and vote in real time by using the telematic means set forth below. In such cases, shareholders with the right to vote may exercise such right themselves or by proxy.

**Identification and prior registration:** in order to ensure the identity of those attending, shareholders or representatives wishing to use the remote attendance mechanisms **must first register through the electronic voting and delegation and remote attendance application** (hereinafter the "**Application**"), accessible through the website ([www.enagas.es](http://www.enagas.es)) in the General Meeting of Shareholders section of the "Investor relations" tab, **from the date of publication of the notice of general meeting and no later than twenty-four hours prior to the date and time scheduled for the holding of the General Meeting (i.e. at 12.00 noon on March 19, 2024 if the General Meeting is held on first call and at 12.00 noon on March 20, 2024 if, as expected, the General Meeting is held on second call)**. After that time, no prior registration will be accepted for the exercise of the

right to remote attendance. All shareholders or proxies wishing to attend the General Shareholders' Meeting remotely are advised to complete the pre-registration process sufficiently in advance in order to be able to correctly process the documentation accrediting the identity and legitimacy of the shareholders or their proxies.

The guarantees the Board of Directors considers appropriate to ensure the identification of a Shareholder and/or proxy exercising the right to attend through telematic means is the electronic signature based on a qualified certificate under the terms provided for in the applicable regulations, provided the signature is based on (i) an Electronic User Certificate issued by the Spanish National Mint's Public Certification Authority (CERES) concerning which no revocation has been recorded, or (ii) the qualified electronic certificate included in the Spanish national identity card issued pursuant to Royal Decree 1553/2005 of December 23 regulating the issuance of national identity cards and electronic signature certificates. The certificate must be obtained by the shareholder or proxy at no charge to the Company and must be valid on the day the General Shareholders' Meeting is held. It is the sole responsibility of the shareholder or representative to safeguard their electronic signature.

In order for the representative to be registered as a remote attendant at the General Shareholders' Meeting, the representative must have previously sent the Company a copy of their National Identity Document or Passport, and a copy of the proxy, if applicable by postal or electronic means, duly signed by the representative and the represented shareholder. Said documentation must be received at the Company's registered office (Enagás, S.A. - Shareholder Information Office - Paseo de los Olmos, 19, 28005 Madrid) or at the e-mail address provided for this purpose (accionistas@enagas.es) no later than twenty-four hours prior to the date and time scheduled for the holding of the General Meeting (i.e. at 12.00 noon on March 19, 2024 if the General Meeting is held on first call and at 12.00 noon on March 20, 2024 if, as expected, the General Meeting is held on second call).

The shareholder or representative who has registered to attend the General Shareholders' Meeting by telematic means and wishes to leave the meeting by registering it with the notary may do so using the form provided for this purpose in the Application.

**Connection and attendance:** shareholders (or proxies) who have previously registered to attend the General Shareholders' Meeting by telematic means in accordance with the previous section **must connect through the Application between 9.30 am and 11.45 am (CEST)** on March 19, 2024 (if the Meeting is held on first call) or **on March 20, 2024 (if, as expected, the Meeting is held on second call)**, and identify themselves again by one of the following means: (i) qualified or advanced electronic signature, based on a qualified and valid electronic certificate, issued by the Spanish Public Certification Entity (CERES), a unit of on the Spanish National Mint or (ii) valid electronic ID card.

**Speaking, proposal and information during the General Meeting:** shareholders (or their proxies) who wish to speak at the General Meeting, make proposals where legally appropriate or request such information or clarifications as they deem necessary regarding the items on the Agenda or such clarifications as they deem necessary regarding the information accessible to the public that the Company has provided to the National Securities Market Commission since the last General Meeting was held and regarding the auditor's report, may do so by completing the form provided for this purpose in the Application up to the closing time of the speeches, which will be duly indicated during the course of the General Meeting. In the event that the shareholder (or their proxy) wishes their speech to be recorded in the minutes of the meeting this must be clearly stated on the form in all cases.

The request for information or clarification exercised during the General Shareholders' Meeting shall be satisfied verbally during the course of the meeting or, if it cannot be satisfied at that time, shall be answered in writing within seven days following the meeting.

**Voting:** voting on the proposals relating to Agenda items **may take place from the time the shareholder** (or, where applicable, the representative) is connected as an attendee and until the Chairperson or, where applicable, the Secretary of the Meeting announces the conclusion of the voting period for the proposed resolutions relating to Agenda items.

With regard to proposals of agreements on matters that, by legal mandate, do not need to be on the Agenda, remote attendees may cast their votes from the moment that these proposals are read out and included in the Application in order to proceed to the vote, through the same Application and until the Chairperson or, where applicable, the Secretary of the Meeting announces the conclusion of the voting period for the proposed resolutions.

The procedure provided for in the Articles of Association and the Rules and Regulations of General Shareholders' Meetings shall be applied to voting on proposed resolutions.

**Priority rules:** remote attendance at the General Shareholders' Meeting of the shareholder who has previously delegated or voted remotely, whatever the means used, will render such delegation or vote without effect.

Any sale of voting shares effected at least five days before the scheduled date of the Meeting shall render votes cast prior to such sale null and void.

**Retransmission:** the shareholder (or their proxy) who attends the General Shareholders' Meeting by telematic means may follow the complete event, which will be broadcasted in real time through the Company's website, without prejudice to its recording and public dissemination through the aforementioned website.

**Technical incidents:** The Company reserves the right to adopt the relevant measures in relation to the mechanisms for remote attendance at the General Meeting when technical or security reasons so require or necessitate.

The Company shall not be liable for any damage that may be caused to shareholders or proxy holders as a result of breakdowns, overloads, line failures, connection failures or any other eventuality of the same or a similar nature, beyond the Company's control, which occasionally prevent the use of the mechanisms for remote attendance at the General Meeting or the occasional unavailability of its website, without prejudice to the adoption of such measures as each situation may require, including the possible temporary suspension or extension of the General Meeting if necessary to guarantee the full exercise of their rights by the shareholders or their proxies.

February 19, 2024

The Secretary to the Board of Directors

Diego Trillo Ruiz



## **RULES OF USE OF THE SHAREHOLDERS' ELECTRONIC FORUM**

### **I. Introduction**

Pursuant to the provisions of Article 539.2 of the Consolidated Text of the Corporate Enterprises Act enacted by Royal Legislative Decree 1/2010 of July 2, (hereinafter the "Corporate Enterprises Act"), Enagás, S.A. (hereinafter "Enagás", the "Company" or the "Administrator") has approved these Rules of Use of the Forum (hereinafter the "Rules"), which form part of the Company's Corporate Governance System, relating to the Enagás Shareholders' Electronic Forum (hereinafter the "Forum") to be created on the Company's website ([www.enagas.es](http://www.enagas.es)) when each General Shareholders' Meeting is called and until it is held.

### **II. Forum Rules**

These Rules govern the creation and provision of the Forum by Enagás and the guarantees, terms and conditions for access to and use of the Forum by the shareholders of Enagás and such voluntary associations as the shareholders may create in accordance with prevailing legislation.

With regard to the Forum, these Rules complement the conditions for access to and use of the Enagás website [www.enagas.es](http://www.enagas.es), which will apply in full to access to and use of the Forum provided no modifications are made and no conflicts arise with the provisions of the Rules.

Enagás reserves the right to modify, at any time and with no prior warning, the presentation, configuration, functioning and content of the Forum, the conditions for access and use and these Rules, without prejudice to the legal provisions relating thereto.

### **III. Acceptance of the Forum Rules**

Registering as a user of the Forum ("Registered User") and accessing and/or using the Forum entails full and unreserved acceptance of the terms and conditions of the Rules and of the conditions for access to and use of the Enagás website [www.enagas.es](http://www.enagas.es).

Enagás will be deemed to be the Administrator of the Forum under the conditions and with the powers provided in these Rules. It reserves the right of interpretation in the event of any doubts or discrepancies as to use of the Forum.

### **IV. Purpose and aim of the Forum**

The Forum will be created for the exclusive purpose of facilitating

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communication with the shareholders of Enagás, and any voluntary associations that may be established, as of the time of notice of each General Shareholders' Meeting until the latter is held, as applicable.

Accordingly, Registered Users may send communications to be posted on the Forum the purpose of which is exclusively as follows:

- Propose resolutions to be submitted as a supplement to the Agenda set out in the notice of the General Meeting.
- Requests for adherence to these proposed resolutions.
- Initiatives to achieve a sufficient percentage to exercise a statutory minority-interest right.
- Offers and requests for voluntary representation by proxy.

It is stipulated that, in accordance with Article 22 of the Company's Articles of Association, Article 5.2.1 of the Regulations of the General Meeting and Article 519 of the Corporate Enterprises Act, shareholders requesting that a supplement to the Notice of the General Meeting be published, adding one or more items to the Agenda, must hold at least three percent of the Company's share capital. This right must be exercised within five days from the publication of the Notice of the General Meeting, by certified notice received at the following address:

Enagás, S.A.  
General Secretariat  
Paseo de los Olmos, 19  
28005 - Madrid

Shareholders representing this percentage may, within the deadline and in the manner indicated, present well-founded proposals of resolutions on matters already included or that should be included on the Agenda.

## **V. Registered Users**

Access to and use of the Forum is reserved exclusively for individual shareholders of Enagás, in addition to validly created voluntary associations of shareholders of the Company that are listed on the special register created by the CNMV, in accordance with Article 539.4 of the Corporate Enterprises Act.

To be able to access and use the Forum, the shareholders and voluntary associations of shareholders must register as "Registered Users" by filling in the Registered User registration form, demonstrating their status as an Enagás shareholder, or as a validly created voluntary association of shareholders registered at the CNMV, as indicated on the form.

In the case of body corporate shareholders and voluntary associations of shareholders, power of attorney of the person wishing to access the Forum on behalf of them must be duly documented in the manner indicated on the registration form.

For subsequent Forum access and communications, completion of a special usage form may be required.

Access to and use of the Forum by the Registered Users is conditional upon retention of their status as shareholders of Enagás or as a validly created and registered voluntary association of shareholders, in accordance with applicable legislation.

If, in its capacity as Forum Administrator, Enagás should have at any time reasonable doubts as to a Registered User's compliance with these conditions, it may require the User to substantiate their compliance with said conditions and may request the User to provide it with whatever information or documents it deems appropriate to verify the matters considered here.

The Administrator may request additional information from Registered Users, as well as suspend or cancel the registration of those who do not duly substantiate their compliance with the aforementioned conditions.

Communications made by shareholders who lose this status before the General Meeting is held will be removed automatically, as will communications related or linked to the previous communications.

## **VI. Access to the Forum and publication of communications**

### **1. Access to the Forum**

All Registered Users will have access to the Forum and may consult the communications made by other Registered Users.

The Forum is constituted as a channel for the publication of communications made by Registered Users that relate to the matters stated in section IV above. Therefore, its use as a means for electronic conversation between Registered Users, or as a place for virtual debates, is excluded.

In accordance with the foregoing, the Administrator will only post on the Forum the communications that are appropriate in accordance with the law and under the Enagás Corporate Governance System, and any other comments on said communications will not be posted on the Forum.

### **2. Publication of communications on the Forum**

All Registered Users may submit communications concerning any of the matters indicated in section IV above.

The communications will be submitted exclusively in text format and, when posted, will be made available to any other Registered User.

Communications prepared by the Registered Users are written by them personally. With the exception of associations of shareholders that are duly authorised under the law and these Rules, communications received from representatives of shareholders, shareholder groups and agreements, depository institutions, financial intermediaries and other persons acting on behalf of or in the interests of the shareholders will not be published.

Applications to publish communications must be made in accordance with the forms available on the Forum for this purpose, which will include:

- Identification of the Registered User issuing the communication.
- Title of the communication, indicating the content of the initiative in a precise manner.
- Brief rationale of the communication.

All communications posted on the Forum will include the identity (name and surnames in the case of individuals, corporate name in the case of legal persons, and the name and registration number from the CNMV register in the case of shareholder associations, and also, in the latter two cases, the identity of their respective representatives) of the Registered User issuing the communication, and will show the date and time of posting.

By making a communication, it is understood that the Registered User responsible for the communication declares and guarantees that the content thereof is lawful and in accordance with the law, with the Rules and with the requirements of good faith, that they have all the authorisations and permissions necessary to issue the communication concerned and that it does not infringe any third-party rights.

The Administrator may ascertain that the communications which users wish to issue comply with the law, these Rules and the requirements of good faith, and may refuse to post on the Forum, or remove from the Forum, any communication which it deems does not comply with these conditions. It may also answer any communication issued by Registered Users through the e-mail address provided by the Registered User or through any other means of communication that it deems appropriate.

### **3. Content of communications**

Any use of the Forum by the Registered Users will be made with all due respect for prevailing legislation, in accordance with these Rules and with regard to the requirements of good faith. The following are therefore expressly forbidden:

- Infringing the rights, assets and lawful interests of Enagás, of other Registered Users and of third parties, such as their intellectual and industrial property rights, religious freedom, honour, reputation and privacy, protection of personal data and any other legal rights, rights or interests that are protected by law.
- Entering information or personal data concerning third parties without the informed consent of their holder or usurping identities.
- Including contents or expressions that are discriminatory, racist, sexist, violent, xenophobic or in any other way degrading or offensive.
- Including any manner of inappropriate material or material that is contrary to the requirements of good faith.
- Supplying information of any type aimed at committing unlawful criminal, civil or administrative acts.
- Taking any action (or supplying information to third parties) which avoids the technical restrictions that the different media or programmes of the Forum may entail with the purpose of preventing unauthorised use.
- Including content or material without due authorisation from the holders of the intellectual or industrial property rights.
- Damaging, disabling, overloading or causing the deterioration of the working of the Forum or the IT equipment of Enagás, of other Registered Users or of third parties, in addition to the documents, files and all



manner of contents stored on such IT equipment (hacking) and preventing normal use and enjoyment of the Forum by other Registered Users.

The insertion of any kind of publicity or advertising by the Registered Users is strictly prohibited.

Any Registered User that becomes aware that any type of content on the Forum or provided through it is contrary to the law, to these Rules or to the requirements of good faith, may notify the Administrator of this circumstance through the contact mailbox referred to below, with no liability in this regard for Enagás, even if no measures are adopted in this respect.

The Registered Users undertake to make proper and appropriate use of the Forum and a use in accordance with the law, these Rules and the requirements of good faith, in accordance with its purpose pursuant to section IV above.

#### **4. Elimination of communications after the General Meeting**

After the General Shareholders' Meeting, the Administrator reserves the right to eliminate and delete all communications referring to the meeting.

### **VII. Scope of the Forum**

The Forum is not a channel for communication between Enagás and the Registered Users.

Accordingly, no post written or published in the Forum may be understood in any case as notice to Enagás for any purpose and, in particular, for the exercise of any rights that the Registered Users, individually or collectively, may have, nor does it replace the necessary requirements in accordance with the law and Enagás' Corporate Governance System for the exercise of any such rights or to develop the initiatives and actions of the shareholders.

All rights and powers that shareholders wish to exercise must go through the legally established channels, in accordance with the provisions of the law and the Corporate Governance System of Enagás, and the Forum may not at any time constitute a valid channel for this purpose.

### **VIII. Responsibility of the Administrator**

#### **1. Scope of the responsibility of Enagás**

Enagás takes no responsibility for the accuracy, truthfulness, validity, lawfulness or relevance of the communications sent by the Registered Users or for the opinions stated by them.

Enagás will only take responsibility for its own services and contents directly originated by it and identified with its copyright, such as a trademark or the intellectual or industrial property of Enagás.

By virtue of their access to and/or use of the Forum, all Registered Users declare that they are aware and accept that the use of the Forum is, in all cases, on their sole and exclusive responsibility.

#### **2. Contents**

All Registered Users may submit communications concerning any of the matters indicated in section IV above.

The Administrator expressly reserves the right to refuse access to and/or use of the Forum and to not publish or to withdraw the communications written by those Registered Users that breach current laws and regulations, these Rules or the requirements of good faith.

The Administrator has the power, although it does not have the obligation, to monitor the use of the Forum and its contents, which are the exclusive responsibility of the Registered Users who produce them. In any event, the Administrator may establish tools to filter and moderate the content of the communications, and may withdraw contents when it considers that these may be unlawful or contrary to these Rules or the requirements of good faith.

Registered Users will be responsible for any damages that may be sustained by Enagás, another Registered User or any other third party as a consequence of access to and/or use of the Forum (including, in particular, the production of communications) that fails to comply with any provision of the legal regulations in force, of these Rules and of the requirements of good faith.

#### **IX. Absence of licence**

Enagás authorises Registered Users to use the intellectual and industrial property rights relating to the computer application installed in the server of Enagás or a third party that runs the Forum services solely for the purposes stipulated in section IV above and according to the terms and conditions established in these Rules. Registered Users must abstain from securing, or attempting to secure, access to and use of the Forum and its contents by means or procedures other than those that in each case have been placed at their disposal or indicated for the purpose.

Enagás does not grant any type of licence for or authorisation for use in connection with its intellectual and industrial property rights, or with any other ownership title or right in connection with the Forum other than that provided in the previous paragraph.

#### **X. Cost of use**

Access to and use of the Forum by Registered Users is free, apart from the cost relating to the connection through the telecommunications network supplied by the access provider detailed to do so by each Registered User.

#### **XI. Security and personal data protection**

By registering, Forum Users accept and expressly authorise that their personal details may be posted on the Forum.

In accordance with Spanish Organic Law 3/2018 on the Protection of Personal Data and the Guarantee of Digital Rights and with Regulation (EU) 2016/679 of the European Parliament and of the Council of April 27, 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and with any applicable sectoral or complementary regulations, we hereby inform you that the identification data obtained as a result of your registration as a shareholder on the Forum will be processed by

Enagás S.A., the data controller, for the purpose of establishing, managing and supervising the operation of the Forum in accordance with the provisions of these Rules and the applicable regulations.

If you do not provide the mandatory information, it will not be possible to comply with the indicated purpose. Your consent will be the basis for legitimising the processing which you express by registering on the Forum and accepting these Rules. You may revoke your consent by sending an e-mail to [protecciondedatos@enagas.es](mailto:protecciondedatos@enagas.es) with the subject line "Cancellation of the shareholders' forum". You guarantee that your personal data are true and you are responsible for notifying Enagás S.A. of any changes to it.

Enagás S.A. will not pass on this information to third parties, unless there is a legal obligation to do so.

Likewise, suppliers who provide services related to the operation of this Forum may have access to your personal data for any of the purposes set out in these Rules, as well as for other technical or auxiliary purposes. These suppliers shall be considered as processors and shall process the personal data in accordance with the Company's instructions.

Your personal data shall not be subject to international transfers by Enagás S.A.

We will store your data for the legally applicable periods for the financial year and defence of claims, unless they must be stored for longer periods, by virtue of a legal obligation. After these deadlines, the data will be deleted.

Please note that you may exercise your rights of access, rectification, portability, deletion, limitation, opposition and the right not to be subject to automated decisions, when such rights are applicable, by sending your request to [protecciondedatos@enagas.es](mailto:protecciondedatos@enagas.es) or to the postal address at Paseo de los Olmos 19, 28005 Madrid, providing a copy of your ID card or equivalent document and specifying your request. Furthermore, if you consider that your data has been processed in an inappropriate manner, you are entitled to file a complaint with the Spanish Data Protection Agency (C/ Jorge Juan, 6. 28001 - Madrid [www.aepd.es](http://www.aepd.es)). For further detailed information on how your data is processed, you may consult Enagás' Legal Notice at the following link: [www.enagas.es/enagas/es/Pie/AvisoLegal](http://www.enagas.es/enagas/es/Pie/AvisoLegal).

## **XII. Contact mailbox**

Registered Users who have suggestions or proposals to improve the Forum, who require technical assistance, who wish to make complaints about contents that do not comply with these Rules, may write to the e-mail address of the Company, which will be expressly stated for such purposes on the Forum. The purpose of this electronic mailbox is to provide the Registered User with assistance and to improve the quality of the Forum, without entailing any type of control or responsibility on the part of the Administrator.

These Rules of Use of the Electronic Forum were approved by the Board of Directors at its meeting on February 19, 2024.

The Secretary to the Board of Directors  
Diego Trillo Ruiz