

NATURGY ENERGY GROUP, S.A.

NATURGY ENERGY GROUP, S.A. in compliance with the provisions of article 227 of the Securities Market Act, approved by Royal Legislative Decree 4/2015, of 23 October, hereby notifies the National Securities Market Commission of the following

DISCLOSURE OF OTHER RELEVANT INFORMATION

The Annual General Shareholders Meeting held on May 26th 2020 has approved all the resolutions proposed by the Board of Directors as included in the agenda of the meeting:

- 1.- Approval of the Annual Accounts and the Management Report, both for the Company and for its Consolidated Group, for the year ended 31 December 2019.
- 2.- Approval of the statement of consolidated non-financial information included in the Consolidated Management Report.
- 3.- Approval of the statement of consolidated non-financial information included in the consolidated management report of Naturgy Energy Group, S.A.
- 4.- To transfer the amount of 27,162,020.19 to the "Voluntary Reserves" account from the "Goodwill Reserve" account.
- 5.- To approve the management carried out by the Board of Directors during the financial year 2019
- 6.1- Re-election of Mrs. Helena Herrero Starkie.



6.2- Re-election of Mr. Marcelino Armenter Vidal

6.3.- Re-election of Mr. Rajaram Rao

6.4 Ratification and appointment of RIOJA S.À.R.L., represented by Mr. Javier De Jaime Guijarro.

6.5 Ratification and appointment of Ms. Isabel Estapé Tous

6.6 Ratification and appointment of Ms Lucy Chadwick

7.- Approval of the proposal for the application of the result of the financial year closed on 31 December 2019

8.- Approval of a reduction in share capital through redemption of a maximum of 21,465,000 own shares, by implementing the share buy-back programme.

9.- Approval of the Company's Directors' remuneration policy for the 2020-2022 financial years.

10.- Approval of the 2019 Annual Report on the remuneration of the Company's Directors.

11.- Authorization for the reduction of the period for calling Extraordinary General Meetings, pursuant to Article 515 of the Spanish Companies Act.

12.1 Amend Article 6 of the Articles of Association in order to allow telematic attendance at the General Meetings of the Company, incorporating a new paragraph to paragraph 3 of the said article.

12.2 Amendment to Article 6 of the Articles of Association in order to adapt the powers of the Board of Directors to the prevailing legal framework by modifying paragraph 2 of said Article.

13.1. Amend article 8 of the Regulations of the General Meeting of Shareholders to strengthen the powers of the chairman of the meeting in the area of health prevention.



13.2 To incorporate a new article 13 to the Regulations of the General Meeting of Shareholders to regulate telematic attendance at the general meeting.

14.- Report on the modification of the Regulations on the organization and functioning of the Board of Directors and its Committees agreed upon in the Board of Directors' meeting of 29 October 2019.

15.- To delegate the necessary powers to complete, develop, execute, interpret, correct and formalize the resolutions adopted by the Ordinary General Shareholders' Meeting.

The full text of the resolutions adopted is available in the document of proposed resolutions submitted to the General Meeting of Shareholders.

At the Meeting, the Chairman announced that the final dividend of 0.010 euros per share would be paid on 3 June 2020

Finally, at the meeting of the Board of Directors that followed, the Board agreed to appoint Isabel Estapé and Lucy Chadwich as members of the Audit and Control Committee, Marcelino Armenter, Rajaram Rao, Rioja Sarl, as members of the Appointments and Remuneration Committee and Helena Herrero as a member of the Audit and Control Committee and of the Sustainability Committee, being in turn appointed President of the latter.

Madrid, 26 May 2020