



**PROPOSED RESOLUTIONS FOR THE 2023 ORDINARY GENERAL
SHAREHOLDERS' MEETING**

**First call: 29/03/2023
Second call: 30/03/2023**

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 2022 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 2022.
3. To approve, if applicable, the proposed distribution of Enagás, S.A.'s profit for 2022.
4. To approve, if appropriate, the performance of the Board of Directors of Enagás, S.A. for financial year 2022.
5. Re-election of members of the Board of Directors. The following proposals shall be put to vote separately:
 - 5.1 To re-elect Ms Eva Patricia Úrbez Sanz as Director for the four-year period. Ms Eva Patricia Úrbez Sanz has the role of Independent Director.
 - 5.2 To re-elect Mr Santiago Ferrer Costa as Director for the four-year period. Mr Santiago Ferrer Costa has the role of Proprietary Director.
 - 5.3 Establishment of the number of members of the Board of Directors at fifteen.
6. Amendment of the following articles of the Articles of Association in order to expressly provide for the Sustainability and Appointments Committee and the Remuneration Committee in coordination with the amendment already made to the Rules and Regulations on the Board of Directors in 2022. The following proposals shall be put to vote separately:
 - 6.1 Amendment of articles 22 ("Convening the general meeting"), 36 ("Remuneration of the Board of Directors") and 37 ("Posts") to adapt the names of the Remuneration Committee and the Sustainability and Appointments Committee.
 - 6.2 Amendment of Article 45 ("Sustainability, Appointments and Remuneration Committee") to reflect the composition, powers and functioning of the Sustainability and Appointments Committee.
 - 6.3 Addition of a new Article 45 BIS ("Remuneration Committee") on the composition, powers and functioning of the Remuneration Committee.
7. Amendment of Article 5 ("Convening the general meeting") of the Regulations of the General Shareholders' Meeting of the Company in coordination with the proposed amendment of the Articles of Association.
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 report on the amendments not subject to vote made to the "Rules and Regulations of the Organisation and Functioning of the Board of Directors of Enagás, S.A." since the last General Meeting, in order to adapt them to the

separation of the Sustainability, Appointments and Remuneration Committee into a Remuneration Committee and a Sustainability and Appointments Committee.

10. 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 2022 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, 2022."

RESOLUTION 2

To approve the Consolidated Non-Financial Information Statement included in the Enagás Group Management Report for financial year 2022.

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 2022".

RESOLUTION 3

To approve, if applicable, the proposed distribution of Enagás, S.A.'s profit for 2022.

The following proposed resolution is laid before the Ordinary General Shareholders' Meeting:

"To approve the allocation of Enagás, S.A.'s profits for the 2022 financial year, which amounted to net profit of **463,319,786.12** euros, in line with the following distribution proposal prepared by the Board of Directors:

1. Allocating an amount of 13,261,964.84 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 November 21, 2022, which is ratified for all that may be necessary, paid to shareholders on December 21, 2022, and which amounted to 0.688 euros gross per entitled share, making a total of 179,684,064.91 euros;
3. Payment of a final dividend of 1.032 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 270,373,756.37 euros.

The final dividend will be paid on **July 6, 2023**.

The following table summarises the distribution of profit:

Distribution	Euros
Voluntary reserves	13,261,964.84
To dividends:	
Interim dividend	179,684,064.91
Final dividend	270,373,756.37
Total results	463,319,786.12

RESOLUTION 4

To approve, if appropriate, the performance of the Board of Directors of Enagás, S.A. for financial year 2022.

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 2022 financial year."

RESOLUTION 5

"5. Re-election of members of the Board of Directors. The following proposals shall be put to vote separately:

- 5.1 To re-elect Ms Eva Patricia Úrbez Sanz as Director for the four-year period. Ms Eva Patricia Úrbez Sanz has the role of Independent Director.
- 5.2 To re-elect Mr Santiago Ferrer Costa as Director for the four-year period. Mr Santiago Ferrer Costa has the role of Proprietary Director.
- 5.3 Establishment of 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 5 ON THE AGENDA OF THE GENERAL SHAREHOLDERS' MEETING CALLED FOR MARCH 29 AND 30, 2023, 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 5 ON THE AGENDA OF THE GENERAL SHAREHOLDERS' MEETING CALLED FOR MARCH 29 AND 30, 2023, AT FIRST AND SECOND CALL RESPECTIVELY."

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

1. "Re-election of Ms Eva Patricia Úrbez Sanz as Independent Director.

Ms Eva Patricia Úrbez Sanz was appointed Independent Director at the General Shareholders' Meeting of March 29, 2019 with 99.046% votes in favour. She is Independent Director and member of the Audit and Compliance Committee.

Personal data.

Eva Patricia Úrbez, 50, is currently Director General of Public Sector at Fujitsu Spain and is a member of Fujitsu's Iberia Executive Committee since joining in June 2014. She is responsible for the management of key customers such as the General State Administration and attached bodies, the institutions of Justice, Security, Defence and Interior, as well as of regional and local government authorities and Fujitsu's head for the digital transformation of its customers in Spain with a large multidisciplinary team in charge.

She holds a degree in Telecommunications Engineering from the University of Zaragoza, complemented by several exclusive management programmes: Transformational Leadership Program, ICLD, Fundación CEDE, Spain (2016); Atos Executive GOLD (Talent Development Programme), HEC Paris, France (2014); Masters in Logistics (APICS) - CEL (Spanish Logistics Centre), Spain (2000) and ESADE Programme for Directors (2020).

With more than 27 years of professional experience in the world of Information and Communication Technologies (ICT), she has developed her professional career in multinational companies:

- Accenture (Spain), as Manager (different areas - Banking, Telecommunications, Utilities, Public Sector - and responsibilities).
- Mercedes Benz (Germany and the Netherlands), as Director of the SAP Logistics Consulting Department in the Daimler Chrysler Solution Center.
- Everis España (currently NTT) as Senior Manager of the Public Sector and Head of Employment Division in Spain.
- Atos Origin (Spain) as Consulting Director and Market Director- Public Sector Spain.
- Atos Corporation (France) as VP Head of Public Sector, Health and Transport Vertical Portfolio - Worldwide
- Fujitsu Technology Solutions (Spain) where she holds her current position as Head of Public Sector at Fujitsu Spain, and member of the Iberia Executive Committee.

Eva Patricia Úrbez began her career as a business consultant, subsequently acquiring negotiation and sales skills complemented by business development and executive management skills. She has over 22 years of experience working for the public sector, both in Spain and internationally, in which her experience as Global Market Leader of the public sector, health and transport portfolio during her time at Atos stands out. She is a member of the AED (Spanish Association of Directors) and collaborator of the ILCD alumni group.

She actively participates in media outreach activities, being co-founder of the think-tank #somosmujerestech and author of numerous articles in business communication.

Attendance at Board Meetings.

During her previous four-year term of office, Ms Eva Patricia Úrbez attended all meetings of the Board and of the Sustainability and Appointments Committee until the date when she ceased to be a member. She has also attended all the meetings of the Audit and Compliance Committee since she joined it on April 25, 2022.

Contribution of Ms Eva Patricia Úrbez to the Board's skills matrix.

The Sustainability and Appointments Committee re-elected Ms Eva Patricia Úrbez as it particularly values her **vast technical training** and, particularly, **her experience in business management**, in both national and **international** context, in addition to her experience **with new technologies**.

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

The fact that the proposed Director is a woman **allows to maintain the diversity** target of at least **40%** of its Board of Directors members being **women** by 2022.

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 Ms Eva Patricia Úrbez Sanz as Independent Director of the Company. The Board has adopted the Committee's proposal as its own.

2. "Re-election of Mr Santiago Ferrer Costa as Proprietary Director at the proposal of the Sociedad Estatal de Participaciones Industriales (SEPI)."

In October 2018, the SEPI shareholder proposed the appointment of Mr Santiago Ferrer Costa as a Proprietary Director of SEPI, to serve as a Board Member of Enagás, S.A., replacing Mr Jesús Máximo Pedrosa, who resigned from the post.

At its meeting on October 15, 2018, the Board of Directors, following a report from the Sustainability and Appointments Committee, appointed Mr Santiago Ferrer Costa as Director to cover the vacancy left by Mr Pedrosa. Likewise, the Board appointed Mr Ferrer as a member of the Sustainability and Appointments Committee to replace Mr Pedrosa.

The General Meeting of Shareholders held on March 29, 2019 resolved to appoint her as a Director for the statutory period of four years. The appointment received 94.47% 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 Pedrosa - 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. 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.

Attendance at Board Meetings.

During his previous four-year term, Mr Ferrer attended all the meetings of the Board of Directors and all the meetings of the Sustainability and Appointments Committee.

Personal data.

Mr Santiago Ferrer Costa, 51 years old, holds a degree in Economics and Business Administration from the University of the Balearic Islands (UIB), specialising in business in general.

Director of the Economic and Social Council (CES) of the Balearic Islands. Member of the Economics Committee.

He is a practising economist from the Association of Economists of the Balearic Islands. Sole Director of Morna Assessors, associated with Grupo Tax Economistes i Advocats.

Mr Ferrer's contribution to the Board's skills matrix.

Mr Ferrer holds the status of Proprietary Director proposed by the SEPI shareholder. The trust placed in him by the proposing shareholder is very important in his designation. Nevertheless, the Committee and the Board value very highly the contribution of Mr Ferrer 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 consulting help cover the Board's needs for knowledge and experience in this field.

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 appointment of Mr Santiago Ferrer Costa as Proprietary Director of the Company. The Board proposes the re-election of Mr Ferrer.

3. Board structure following the appointment proposed to the General Shareholders' Meeting.

Independence and diversity.

Following the proposed appointments, the Board maintains the number of members at 15. The percentage of independent directors is 66.66% (10 out of 15), although this will increase to 73.33% (11 out of 15) once the Director Ms María Teresa Costa Campí, who currently holds the category of Other External Director, is reclassified as an Independent Director in March 2023, in accordance with the CNMV's instructions. The percentage of women 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 March 31, 2022 resolved to re-elect him as an "other external" Director.

As Chief Executive Officer, Mr Arturo Gonzalo Aizpiri is the only executive member 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 2022 financial year has been carried out with the collaboration of the firm KPMG.

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

Skills matrix.

Enagás has a Board's skills matrix that is kept up to date. The one corresponding to 2022 has been published as part of the "Annual Report" prior to the call to Meeting and is set out 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
Industry experience	x	x		x		x		x	x			x	x		
International experience	x	x	x	x	x	x	x		x	x	x		x		
Audit and finance	x	x		x				x							
Risk management		x	x	x	x			x							
Strategy		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
Legal, regulatory and corporate governance				x	x		x							x	x
Technology		x	x	x				x		x		x			x
Innovation		x	x	x				x	x	x					
Cybersecurity			x	x											x
People, culture, talent and human rights management	x	x	x	x	x				x						
Sustainability, climate change and environment	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.

Fourteen meetings of the Board of Directors were held during 2022. **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 and of the Sustainability and Appointments Committee until the date on which she ceased to be a member. She has also attended all meetings of the Audit and Compliance Committee since she joined it on April 25, 2022.
- 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 meetings of the Board of Directors and of the Audit and Compliance Committee, until the date on which he ceased to be a member. He has also attended all meetings of the Sustainability and Appointments Committee since joining the Committee on April 25, 2022.
- Mr José Montilla Aguilera attended all 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 meetings of the Board of Directors and of the Audit and Compliance Committee, **with the exception of the Committee meeting of July 21.**
- Ms Maria Teresa Arcos Sánchez attended all meetings of the Board of Directors and the Sustainability and Appointments Committee until the date on which she ceased to be a member. She has also attended all meetings of the Remuneration Committee since she joined it on April 25, 2022.
- Ms María Teresa Costa Campí attended all 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 meetings of the Board of Directors and of the Remuneration Committee.
- Mr David Sandalow attended all meetings of the Board of Directors and of the Sustainability and Appointments Committee, with the exception **of the Committee meetings of June 20 and December 19.**

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:

“5. Re-election of members of the Board of Directors. The following proposals shall be put to vote separately:

- 5.1 To re-elect Ms Eva Patricia Úrbez Sanz as Director for the four-year period. Ms Eva Patricia Úrbez Sanz has the role of Independent Director.
- 5.2 To re-elect Mr Santiago Ferrer Costa as Director for the four-year period. Mr Santiago Ferrer Costa has the role of Proprietary Director.
- 5.3 Establishment of the number of members of the Board of Directors at fifteen”.

RESOLUTION 6

6. Amendment of the following articles of the Articles of Association in order to expressly provide for the Sustainability and Appointments Committee and the Remuneration Committee in coordination with the amendment already made to the Rules and Regulations on the Board of Directors in 2022. The following proposals shall be put to vote separately:

- 6.1 Amendment of articles 22 (“Convening the general meeting”), 36 (“Remuneration of the Board of Directors”) and 37 (“Posts”) to adapt the

names of the Remuneration Committee and the Sustainability and Appointments Committee.

- 6.2 Amendment of Article 45 ("Sustainability, Appointments and Remuneration Committee") to reflect the composition, powers and functioning of the Sustainability and Appointments Committee.
- 6.3 Addition of a new Article 45 BIS ("Remuneration Committee") on the composition, powers and functioning of the Remuneration Committee.

In accordance with the provisions of Article 286 of the consolidated text of the Corporate Enterprises Act and in conformity with the Regulations of the Companies Registry, a report by the Company's Board of Directors is attached to these proposed resolutions, which constitutes an integral part of same and serves by way of justification for the proposal to amend the Articles referred to.

In this regard, and as item 6.1 of the Agenda, it is proposed to amend articles 22, 36 and 37 of the Articles of Association to incorporate the new name of the Remuneration Committee and the Sustainability and Appointments Committee, in accordance with the separation of the Sustainability, Appointments and Remuneration Committee into two separate Committees, as agreed by the Board at its meeting on April 25, 2022, without modifying the substantive regime of the aforementioned Articles of Association, in alignment with the regime provided for in the current Rules and Regulations on the Board of Directors.

The proposed amendments to Articles 22, 36 and 37 will be voted on jointly since the reason for the amendment is the same.

In addition, under point 6.2 of the Agenda, it is proposed to amend Article 45 ("Sustainability, Appointments and Remuneration Committee") to include the composition, competencies and functioning of the Sustainability and Appointments Committee. In this respect, it is proposed to amend the heading of the Article, which would be renamed "Sustainability and Appointments Committee," and to eliminate the powers in matters of remuneration, which are attributed to the Remuneration Committee in the new Article 45 BIS of the Articles of Association, the incorporation of which is proposed to this General Meeting, in coordination with the provisions of the current Regulations of the Board.

Finally, and as item 6.3 of the Agenda, it is proposed to incorporate the regulation of the Remuneration Committee with regard to the basic rules relating to its composition, functioning and powers of legal origin in a new Article, 45 BIS, in alignment with the system provided for in the current Rules and Regulations on the Board of Directors.

The Remuneration Committee shall be responsible for: (i) proposing to the Board the Remuneration Policy for Directors and general managers or those performing senior management duties, pursuant to Article 529 quidecies.g) of the Corporate Enterprises Act; (ii) proposing to the Board the basic conditions of the contracts of Senior Managers, pursuant to Article 529 quidecies.e) of the Corporate Enterprises Act; and (iii) reporting to the Board on the individual remuneration of each Director, pursuant to articles 529 septdecies.3 and 529 octodecies.3 of the Corporate Enterprises Act, without prejudice to the additional powers attributed to it by the Rules and Regulations on the Board of Directors derived from the Good Governance Code and the CNMV's Technical Guide 1/2019 on appointments and remuneration committees, among others.

The amendment to Article 45 and the introduction of the new Article 45 BIS shall be the subject of a separate vote.

In view of the above, the following resolutions are proposed for adoption before the Ordinary General Meeting, which will be subject to separate votes:

- 6.1** "Approve the amendment of articles 22 ("Convening the General Meeting"), 36 ("Remuneration of the Board of Directors") and 37 ("Posts") of the Company's Articles of Association to adapt the names of the Remuneration Committee and the Sustainability and Appointments Committee, the full text of which now reads as follows:

"ARTICLE 22. – CONVENING THE GENERAL SHAREHOLDERS' MEETING.

The General Shareholders' Meeting must be convened by public announcement in the following media at least: (a) by placing a notice in the Boletín Oficial del Registro Mercantil (Spanish Official Gazette of the Companies Registry) or in a daily newspaper with one of the broadest circulations in Spain; (b) the website of the CNMV, the Spanish securities market regulator; and (c) on the Company's website. An announcement published on the Company's website shall remain accessible via the same at least until the General Shareholders' Meeting is held. The Board of Directors may decide to publicise the convening of the meeting in any other media that it might see fit, to provide greater publicity for the meeting.

Notices convening General Meetings shall be issued at least one month prior to the date of the event. Notwithstanding the foregoing, when the Company offers shareholders the real possibility of voting by electronic means accessible to all shareholders, Extraordinary Shareholders' Meetings may be convened with minimum notice of fifteen days. The reduction of the required convening notice period shall require an express resolution adopted at a General Shareholders' Meeting by at least two thirds of subscribed capital with voting rights. This resolution shall not be valid beyond the date on which the subsequent meeting is held.

The Notice of Meeting shall state the name of the Company, the original date and time scheduled for the meeting on first call, as well as its Agenda, listing all business to be transacted at the meeting, the position of the person or persons executing the call and, the date the shareholder must have their name registered to participate and vote at the General Shareholders' Meeting, the place where and format in which the complete text of the documents and proposed resolutions can be obtained, and the address of the Company website where the information will be made available. It shall also state the date on which, if applicable, the Meeting shall be held upon second call.

There must be a difference of at least 24 hours between the first and second Meeting times.

Furthermore, the notice shall contain clear and exact information on the formalities that the shareholder must complete in order to take part and register their vote at the General Shareholders' Meeting, in particular the following information:

- a) The right to request information, to include points in the Agenda and to submit resolution proposals, as well as the deadline to exercise their rights. Whenever it is stated that further information on said rights can be found on the website, the notice may be limited to stating the deadline for exercising rights.*
- b) The system for issuing votes by proxy, with particular mention of the forms that must be used to delegate votes and the media that must be used for the Company to accept notification of delegated representation by electronic means.*

- c) *The procedures established for remote voting, whether by post or electronic means.*

The convening notice must state the right of shareholders to freely and immediately access at the registered office those documents that must be subjected to the approval of the same and the Auditor's Report.

From the moment the convening is announced and up until the General Meeting is held, the following information must be posted without interruption on the Company's website:

- a) *The convening notice.*
- b) *The total number of shares and voting rights on the date of the convening, broken down by share categories if any.*
- c) *The documents that will be presented at the General Meeting, in particular the management, auditor and independent expert reports.*
- d) *The full texts of the proposed resolutions detailing each and every item on the Agenda, or where items merely for informative purposes are concerned, a report from the competent bodies detailing each such item. As they are received, resolutions proposed by shareholders will also be included.*
- e) *In the case of appointment, ratification or re-election of members of the Board of Directors, the identity, curriculum vitae and category to which each belongs, along with the proposal, the Board's report in justification of the proposal containing an appraisal of the competence, experience and merits of the proposed candidate and the report of the Sustainability and Appointments Committee in the case of the appointment or re-election of a Non-Independent Director. In the case of a legal person, the information must include that pertaining to the natural person to be appointed to exercise the functions of the post on a permanent basis.*
- f) *The forms that must be used for vote by proxy and remote voting, except when sent directly by the Company to each shareholder. If for technical reasons these cannot be posted on the website, the Company must indicate on the website information on how to obtain hard copies of these forms and must send them to any shareholder that requests them.*

Shareholders that represent at least three percent of share capital may request that a supplement to the convening notice for the General Shareholders' Meeting be published, on which one or more items are added to the Agenda, provided that the new points are accompanied with their justification or, if applicable, a justified resolution proposal. In no case may said right be exercised for the convening of Extraordinary Shareholders' Meetings. In order to exercise this right, shareholders must submit their request by means of a certified notification which must be received at the registered office of the Company within the five days following the publication of the notice of the meeting. Any such supplement to the notice of meeting shall be published at least fifteen days in advance of the scheduled date of the General Meeting. Failure to publish the supplement to the notice of meeting by the legally established deadline shall render the Meeting void.

Shareholders representing at least three percent of the share capital may, within the time limit indicated in the foregoing paragraph, present well-founded proposals for resolutions on matters already included or that should be included on the Meeting's Agenda. The Company will ensure that these proposed resolutions and any attached documentation reach the rest of the shareholders, in accordance with the provisions of section d) of the seventh paragraph of this Article."

"ARTICLE 36. – REMUNERATION OF THE BOARD OF DIRECTORS.

The position of Director shall be remunerated.

The General Shareholders' Meeting shall determine the total maximum remuneration to be paid to Members of the Board of Directors in their capacity as such. Said remuneration shall comprise a cash sum payable on an annual basis or in respect of such period as the General Meeting may determine, a fee for each Board of Directors meeting a Director actually attends, a fee for sitting on the Committees of the Board of Directors, and another for acting as Chairperson of same, and in the case of the Independent Leading Director, a supplementary amount in remuneration of said function. The allocation of remuneration among the various remuneration components and to each Director shall be determined by resolution of the Board of Directors, after receiving a report from the Remuneration Committee, and taking into consideration the duties and responsibilities attributed to each Director.

Directors may receive additional remuneration in the form of company shares, share options or other securities that enable the holder to obtain shares, or through other remuneration systems based on the price of the shares quoted on a public exchange. The implementation of said systems shall be presented to the General Shareholders' Meeting for approval, and the Meeting shall determine the maximum number of shares that may be allocated to this remuneration system in each financial year, or the system for calculating the price for the exercise of option rights, the reference value of the shares applied, if applicable, and the term of duration of the scheme.

Directors who have executive functions in the Company, whatever the nature of their legal relationship with the Company, will also be entitled to receive remuneration for the performance of these functions, which must be set forth in a contract between the Director and the Company, which shall consist of: (i) a fixed remuneration, in cash and in specie, commensurate with the services rendered and responsibilities assumed; if applicable (ii) a variable remuneration short-term and long-term and the general system of incentives established for the Company's Senior Management, which might comprise the delivery of shares, or the entitlement to options on same, or remuneration based on the value of the shares, subject to the requirements set forth in the prevailing legislation at any given time; (iii) a benefits component to include appropriate pension and insurance schemes and social security benefits; as well as, if applicable (iv) a consideration for a post-contractual covenant not to compete. They will be entitled to compensation if they were asked to step down but it was not due to the discharging of duties.

Directors shall be entitled to the payment or reimbursement of expenses incurred as a result of attendance at meetings and other tasks directly related to the performance of their duties, such as travel, accommodation, meals and any other which may arise.

The Company may take out civil liability insurance for Directors and Senior Managers.

The policy for Directors' remuneration shall be in keeping with the remuneration system provided for herein, and shall 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 General Shareholders' Meeting may determine that the new policy shall apply from the date of approval and for the following three financial years. 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.

Directors' remuneration shall be disclosed in the legally established terms, in the Notes to the Annual Accounts, in the Annual Corporate Governance Report and in the Annual Report on Directors' Remuneration. The latter report shall be submitted to an advisory vote as a specific item on the Agenda of the Ordinary General Meeting.

In the event that the Annual Report on Directors' Remuneration is rejected in the advisory vote at the Ordinary General Shareholders' Meeting, the Company may only continue to apply the remuneration policy in force at the date of the General Meeting until the next General Meeting is held."

"ARTICLE 37.- POSTS.

The Board of Directors shall appoint its Chairperson pursuant to the report of the Sustainability and Appointments Committee. The appointment as Chairperson of an Executive Director shall require the favourable vote of two-thirds of the members of the Board.

The Board of Directors may appoint an Independent Director, on the proposal of the Sustainability and Appointments Committee, to perform the following duties, under the title of Independent Leading Director:

- a) To request the Chairperson of the Board of Directors to convene that body when said Lead Independent Director deems it appropriate.*
- b) To request that items be included on the Agenda of the meetings of the Board of Directors.*
- c) To coordinate and convene the Non-Executive Directors.*
- d) To oversee the Board's evaluation of its Chairperson and, where appropriate, the Chief Executive Officer.*
- e) To perform as a Vice Chairperson the functions of the Chairperson as regards the Board of Directors, if the Chairperson is absent, ill or unable to act as Chairperson for whatever reason. In the absence of an Independent Leading Director, for the purposes of this section the most senior Director in age shall act as Chairperson.*

The appointment of an Independent Leading Director shall be obligatory, if the Chairperson of the Board is an Executive Director. In such cases the Independent Leading Director shall be appointed by the Board with the Executive Directors abstaining from the vote.

The Chairperson and the Secretary to the Board of Directors and the Vice Secretary, if applicable, if re-elected to the Board by a resolution of the General Meeting, shall continue to perform the offices hitherto held on the Board without need of being freshly elected, subject to the power of revocation of such offices that rests with the Board of Directors."

- 6.2** "Approve the amendment of Article 45 ("Sustainability, Appointments and Remuneration Committee") of the Company's Articles of Association to include the composition, powers and functioning of the Sustainability and Appointments Committee, the full text of which now reads as follows:

"ARTICLE 45.- SUSTAINABILITY AND APPOINTMENTS COMMITTEE.

The Board of Directors shall appoint from among its members a Sustainability and Appointments Committee that shall comprise a minimum of three and a maximum of seven Directors. A majority of Committee members must be Independent Directors and no Executive Directors may be included among its members. The Committee Chairperson shall be selected from among the Independent Directors by the Board of Directors, and shall not have the casting vote.

The Committee shall possess functions and competences in the following areas, in addition to those that may be attributed to it in the Articles of Association or the Rules and Regulations of the Board of Directors:

- a) To evaluate the skills, knowledge and experience needed on the Board of Directors. To this end, it shall determine the functions and skills required of the candidates to fill each vacancy, and evaluate the precise amount of time and degree of dedication necessary for them to effectively perform their duties.*
- b) To establish a goal concerning the representation of the less-represented gender on the Board of Directors and to prepare guidelines on how this goal can be attained.*
- c) To forward to the Board of Directors proposed appointments of Independent Directors for their designation by co-option or subject to the decision of the General Shareholders' Meeting, as well as on proposals for their re-election or removal by the General Shareholders' Meeting.*
- d) To report on proposed appointments of the remaining Directors for them to be designated by co-option or subject to the decision of the General Shareholders' Meeting, as well as on proposals for their re-election or removal by the General Shareholders' Meeting.*
- e) To report on proposals for the appointment and removal of senior managers.*
- f) To examine and organise the succession of the Company's Chairperson and CEO and, if appropriate, to make proposals to the Board to ensure the succession is smooth and well-planned.*
- g) To report to the Board on general policy concerning Sustainability and Good Corporate Governance, ensuring the adoption and effective application of best practices, both those which are compulsory and those that are in line with generally accepted recommendations. To do this, the Committee may submit to the Board the initiatives and proposals it deems appropriate and shall report on the proposals submitted to the Board and on the information the Company releases to shareholders annually regarding these issues.*

The Committee shall meet at least four times a year, with meetings being called by the Chairperson. The Committee may seek advice both internally and externally and request the attendance of senior management personnel of the Company and its Group, as deemed necessary in the execution of its duties."

- 6.3** "Approve the incorporation of a new Article 45 BIS ("Remuneration Committee") to the Company's Articles of Association relating to the composition, powers and functioning of the Remuneration Committee, the full text of which now reads as follows:

ARTICLE 45 BIS.- REMUNERATION COMMITTEE

The Board of Directors shall appoint from among its members a Remuneration Committee that shall comprise a minimum of three and a maximum of seven Directors. A majority of Committee members must be Independent Directors and no Executive Directors may be included among its members. The Committee Chairperson shall be selected from among the Independent Directors by the Board of Directors, and shall not have the casting vote.

The Committee shall possess functions and competences in the following areas, in addition to those that may be attributed to it in the Articles of Association or the Rules and Regulations of the Board of Directors:

- a) To propose to the Board of Directors a remuneration policy for Directors and general managers or those who perform senior management functions and report directly to the Board of Directors, to executive committees or Executive Directors, along with individual remuneration and other contractual terms of Executive Directors, also to ensure that said policy is observed.*
- b) To propose to the Board the standard conditions for Senior Managers' contracts.*
- c) To report to the Board of Directors, in advance, on the individual determination of the remuneration of each Director in their capacity as such within the statutory framework and the remuneration policy, as well as for the performance of the executive functions attributed to them in the remuneration policy and in accordance with the provisions of their contract.*

The Committee shall meet at least four times a year, with meetings being called by the Chairperson. The Committee may seek advice both internally and externally and request the attendance of senior management personnel of the Company and its Group, as deemed necessary in the execution of its duties.""

RESOLUTION 7

7. Amendment of Article 5 ("Convening the general meeting") of the Regulations of the General Shareholders' Meeting of the Company in coordination with the proposed amendment of the Articles of Association.

It is proposed that section 5.2.2.d) of Article 5 of the Regulations of the General Shareholders Meeting of the Company be amended to adapt the name of the Sustainability, Appointments and Remuneration Committee set out in the Regulations to the current name of the Committee: the "*Sustainability and Appointments Committee*", in coordination with the proposed amendment of Article 45 of the Articles of Association, as stated under item 6 of the agenda, and in accordance with the provisions of the current Rules and Regulations on the Board of Directors.

A Directors' Report is attached to the present resolution proposal, and constitutes an integral part of the same, and serves by way of justification for the proposal to amend the aforementioned Article of the Rules and Regulations of General Shareholders' Meetings.

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

7. "To approve the amendment of Article 5 ("Convening the general meeting") of the Regulations of the General Shareholders' Meeting of the Company in coordination

with the proposed amendment of the Articles of Association, the complete text of which is now worded as follows:

"5. – CONVENING THE GENERAL SHAREHOLDERS' MEETING

5.1.- POWER AND DUTY TO CALL A MEETING.

The power to call an ordinary or extraordinary General Meeting rests with the Board of Directors, which shall draw up the Agenda listing the business to be transacted by the General Meeting.

The Board must call the ordinary General Meeting within the first six months of each year.

The Board may call a General Meeting whenever it thinks fit for the benefit of the Company's affairs.

The General Meeting shall also be convened in any other event in which laws and regulations so require.

Without prejudice to the foregoing, the Board is under a duty to call an extraordinary General Meeting upon request by shareholders representing at least three percent of share capital, specifying the business to be transacted in such request. In this case, the meeting must be called to be held within the two months following the date on which the governing body was required through a notary to call it; the notice of the meeting must include on the Agenda the business that was the purpose of the request.

5.2.- ANNOUNCEMENT AND NOTICE OF THE CALL

5.2.1.- TIMING AND FORM OF ANNOUNCEMENT.

General Meetings must be convened in a manner that guarantees all shareholders fast, non-discriminatory access to this information. The Meeting Notice shall be disseminated through, at a minimum, the following media: (a) by placing a notice in the Official Gazette of the Companies Registry or in one of the most widely circulated daily newspapers in Spain; (b) the website of the CNMV (the Spanish securities market regulator); and (c) on the Company's website, at least one month prior to the date scheduled for the meeting.

Notwithstanding the foregoing, when the Company offers shareholders the real possibility of voting by electronic means accessible to all shareholders, Extraordinary Shareholders' Meetings may be convened with minimum notice of fifteen days. The reduction of the required convening notice period shall require an express resolution adopted at a General Shareholders' Meeting by at least two thirds of subscribed capital with voting rights. This resolution shall not be valid beyond the date on which the subsequent meeting is held. An announcement published on the Company's website shall remain accessible via the same at least until the General Shareholders' Meeting is held.

Shareholders that represent at least three percent of the share capital may request that a supplement to the convening notice for the general Shareholders' Meeting be published, including one or more points in the Agenda, provided that the new points are accompanied with their justification or, if applicable, a justified resolution proposal. In no case may said right be exercised for the convening of Extraordinary Shareholders' Meetings. In order to exercise this right, shareholders must submit their request by means of a certified notification which must be received at the

registered office of the Company within the five days following the publication of the notice of the meeting.

Any such supplement to the notice of meeting shall be published at least fifteen days in advance of the scheduled date of the General Meeting. Failure to publish the supplement to the notice of meeting by the legally established deadline shall render the Meeting void.

Shareholders representing at least three percent of the share capital may, within the time limit indicated in the foregoing paragraph, present well-founded proposals for resolutions on matters already included or that should be included on the Meeting's Agenda. The Company will ensure that these resolution proposals and any attached documentation reach the rest of the shareholders, in accordance with the provisions of section d) of the fourth paragraph of Article 5.2.2 below.

Prior to its publication, the Company must file the notice of meeting with the CNMV (the Spanish securities market regulator), the Spanish securities exchanges and any other markets on which the Company's shares are listed for trading, and inform member entities of the relevant securities registration, clearing and settlement body.

In addition to the statutory requirements set out above, in order to achieve maximum dissemination and ensure that shareholders have sufficient time to request and obtain additional information related to the items on the Agenda, the Board of Directors shall endeavour to ensure that the notice is published in advance of the statutory deadline in a number of corporate communication media exceeding the minimum requirement established by law, unless this is impracticable because of the urgency of the situation or other circumstances beyond the control of the Board. In addition, the Notice of Meeting shall be re-published on a date closer to that scheduled for the meeting by way of reminder.

The Company will send its shareholders, either directly or indirectly through the third parties appointed by such shareholders, the central securities depository or the intermediary entity, a notice indicating where they can find the information necessary to enable them to exercise the rights deriving from their shares, under the terms provided for in the applicable regulations.

5.2.2.- CONTENT OF NOTICE.

The Notice of Meeting shall give the name of the Company, the original date and time scheduled for the meeting on first call, as well as the Agenda, listing all matters to be dealt with at the meeting, the position of the person or persons executing the call and, the date the shareholder must have their name registered to participate and vote at the General Shareholders' meeting, the place and format that the complete text of the documents and proposed resolutions can be obtained, and the address of the company website where the information will be available. In addition, the date shall be specified for the holding of the General Meeting if adjourned for lack of quorum. There must be an interval of at least 24 hours between the first and second meetings.

Furthermore, the notice shall contain clear and exact information on the formalities that the shareholder must complete in order to take part and register their vote at the General Shareholders' Meeting, in particular the following information:

a) The right to request information, to include points in the Agenda and to submit resolution proposals, as well as the deadline to exercise their rights. Whenever it is stated that further information on said rights can be found on the website, the notice may be limited to stating the deadline for exercising rights.

b) *The system for issuing votes by proxy, with particular mention of the forms that must be used to vote by proxy and the media that must be used for the Company to accept notification of delegated representation by electronic means.*

c) *The procedures established for remote voting, whether by post or electronic means.*

The convening notice must state the right of shareholders to freely and immediately access at the registered office those documents that must be subjected to the approval of the same and the Auditor's Report.

From the moment the convening is announced and up until the General Meeting is held, the following information must be posted without interruption on the Company's website:

a) *The convening notice.*

b) *The total number of shares and voting rights on the date of the convening notice, broken down by share category, if any.*

c) *The documents that will be presented at the General Shareholders' Meeting, in particular the management, auditor and independent expert reports.*

d) *The full texts of the proposed resolutions detailing each and every item on the Agenda, or where items merely for informative purposes are concerned, a report from the competent bodies detailing each such item. As they are received, resolutions proposed by shareholders will also be included.*

e) *In the case of appointment, ratification or re-election of members of the Board of Directors, the identity, curriculum vitae and category to which each belongs, along with the proposal, the Board's report in justification of the proposal containing an appraisal of the competence, experience and merits of the proposed candidate and the report of the Sustainability and Appointments Committee in the case of the appointment or re-election of a Non-Independent Director. In the case of a legal person, the information must include that pertaining to the natural person to be appointed to exercise the functions of the post on a permanent basis.*

f) *The forms that must be used for vote by proxy and remote voting, except when sent directly by the Company to each shareholder. If for technical reasons these cannot be posted on the website, the Company must indicate on the website information on how to obtain hard copies of these forms and must send them to any shareholder that requests them.*

g) *Where applicable, the rules for online attendance.*

If a duly convened General Meeting fails to achieve quorum at the original date and time specified in the notice, and no provision was made in the notice for an adjourned meeting, the date and time of such adjourned meeting must be announced, subject to the same requirements of public disclosure as the original notice and the same Agenda, within fifteen days following the date of the frustrated meeting and ten days in advance of the date established for the adjourned meeting.

In the case of merging or splitting the Company, the call notice must include the minimum content of the draft terms of merger or splitting as stipulated in Article 40 of Spanish Law 3/2009 on Structural Changes in Corporations and mention the right to examine the documentation on the proposed transaction under the terms of Article 39 of Law 3/2009 on Structural Changes in Corporations.

Further to the particulars referred to above, the Notice of Meeting may contain any other particulars deemed relevant for shareholders, such as whether the meeting is expected to achieve quorum at the original date and time or be adjourned, the availability of means of transport, details of the Shareholder Information Office and the website, and any other matter of interest".

RESOLUTION 8

To submit the Annual Directors' Remuneration Report 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."

RESOLUTION 9

To report on the amendments not subject to vote made to the "Rules and Regulations of the Organisation and Functioning of the Board of Directors of Enagás, S.A." since the last General Meeting, in order to adapt them to the separation of the Sustainability, Appointments and Remuneration Committee into a Remuneration Committee and a Sustainability and Appointments Committee.

Pursuant to Article 528 of the Consolidated Text of the Corporate Enterprises Act, on convening the Ordinary General Shareholders' Meeting, the Board of Directors provides shareholders of the Company with a report explaining the scope and content of the amendment to the Rules and Regulations of the Organisation and Functioning of the Board of Directors of Enagás, S.A., approved by the Board of Directors at a meeting on December 19, 2022.

Recommendation 48 of the Good Governance Code for Listed Companies provides that companies with large market capitalisations —for these purposes those belonging to IBEX 35 are considered as such— should have a separate appointments committee and a separate remuneration committee.

In turn, the CNMV's Technical Guide 1/2019 of February 20, on appointments and remuneration committees (the "Technical Guide") considers that listed companies whose organisation and activities, director and senior management selection procedures or remuneration system present a certain degree of complexity, even if they cannot be classified as large market capitalisation companies or are not required to do so by sectoral regulations, should at least consider the possibility of having two separate committees.

The Technical Guide also indicates that the appropriateness of separating the two committees may also be justified by the different nature and potential conflicts that may arise between the tasks related to the selection and proposal for the appointment of directors and senior managers and the tasks related to their evaluation and remuneration.

In light of the above, at its meeting of April 25, 2022, the Board of Directors resolved to separate the Sustainability, Appointments and Remuneration Committee into a Remuneration Committee and a Sustainability and Appointments Committee.

In coordination with the above, the Board of Directors, at its meeting of December 19, 2022, amended the "Regulations on the Organisation and Functioning of the Board of Directors of Enagás, S.A." to adapt them to the division of the Sustainability, Appointments and Remuneration Committee into a Remuneration Committee and a Sustainability and Appointments Committee.

This regulatory amendment is consistent with the 6th and 7th proposed resolutions submitted for approval at this General Meeting.

By way of attachment to these proposed resolutions and forming an integral part of them, the Board of Directors' Report referring to this item on the Agenda is included.

RESOLUTION 10

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 proposed resolutions were approved by the Board of Directors at its meeting on February 20, 2023.

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