



**PROPOSED RESOLUTIONS FOR THE 2021 ORDINARY GENERAL
SHAREHOLDERS' MEETING**

**First call: May 26, 2021
Second call: May 27, 2021**

MEETING AGENDA

1. To examine and, if appropriate, approve the 2020 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 2020.
3. To approve, if applicable, the proposed distribution of Enagás, S.A.'s profit for 2020.
4. To approve, if appropriate, the performance of the Board of Directors of Enagás, S.A. for financial year 2020.
5. Appointment of members of the Board of Directors. The following proposals shall be put to vote separately:
 - 5.1 To appoint Ms Natalia Fabra Portela as Director for the four-year period. Ms Natalia Fabra Portela shall be an Independent Director.
 - 5.2 To appoint Ms María Teresa Arcos Sánchez as Director for the four-year period. Ms María Teresa Arcos Sánchez shall be an Independent Director.
6. Amendment of the following articles of the Articles of Association in order to adapt them to Law 5/2021 of April 12, which amends the revised text of the Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010 of July 2, and other financial regulations with regard to the encouragement of long-term involvement by shareholders in listed companies, and incorporation of a new Article, 27 bis, to authorise, when so permitted by the applicable regulations, the convening of General Meetings to be held exclusively by telematic means. The following proposals shall be put to vote separately:
 - 6.1. Amendment of Article 7 ("Accounting Records and Identity of Shareholders) of Part II (Share Capital and Shares) of the Company's Articles of Association.
 - 6.2. Amendment of Articles 18 ("General Meeting") and 27 ("Attendance, Proxies and Voting at General Meetings") of Section 1 (General Meeting) of Part III (Corporate Bodies) of the Company's Articles of Association.
 - 6.3. Incorporation of a new Article, 27 bis ("General Meeting Exclusively by Remote Means") to Section One (General Meeting) of Part III (Corporate Bodies) of the Company Articles of Association.
 - 6.4. Amendment of Articles 36 ("Remuneration of the Board of Directors"), 39 ("Board Meetings"), 43 ("Delegation of Powers") and 44 ("Audit and Compliance Committee") of Section Two (Board of Directors) of Part III (Corporate Bodies) of the Articles of Association.
 - 6.5. Amendment of Articles 49 ("Preparation of the Annual Accounts") and 55 ("Filing and Publication of the Annual Accounts") of Part V (Annual Accounts) of the Company Articles of Association.
7. Amendment of the following articles of the Rules and Regulations of General Shareholders' Meetings in order to adapt them to Law 5/2021 of April 12, which amends the revised text of the Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010 of July 2, and other financial regulations with regard to

the encouragement of long-term involvement by shareholders in listed companies. The following proposals shall be put to vote separately:

7.1 Amendment of Article 4 ("Powers of the General Meeting") of the Rules and Regulations of the General Shareholders' Meetings.

7.2. Amendment of Articles 5 ("Convening General Meetings"), 7 ("Shareholders' Right to Information"), 9 ("Attendance Rights"), 10 ("Proxy rights"), 11 ("Voting Rights") and 14 ("Attendance and Speeches by Others") of the Rules and Regulations of General Shareholders' Meetings.

7.3. Amendment of Article 16 ("Publicity") of the Rules and Regulations of General Shareholders' Meetings.

8. To delegate the Board of Directors, for a maximum of five years and with express replacement powers, the power to resolve issuing, one or more times, any fixed-income securities or analogous simple or secured debt instruments for a maximum of five billion euros (€5,000,000,000).

9. To delegate to the Board of Directors, for a maximum of five years and with express replacement powers, the power to resolve issuing, one or more times, any fixed-income securities or analogous convertible debt instruments or those which give the right to subscribe to Company shares or which can be exchanged or give the right to buy shares of the Company or of other companies, for a maximum of one billion euros (€1,000,000,000); and to increase share capital by the necessary amount and exclude, where applicable, the pre-emptive subscription right up to a limit of 10% of share capital at the time of this delegation of powers.

10. To approve, for the purposes of Article 529 novodecies of the Corporate Enterprises Act, the Directors' Remuneration Policy for the 2022, 2023 and 2024 financial years.

11. To submit the annual report on directors' remuneration referred to in Article 541 of the Corporate Enterprises Act to an advisory vote.

12. 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, to bring them into line with the partial review of the Good Governance Code of Listed Companies of the CNMV of June 26, 2020.

13. 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 2020 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 to the annual accounts) and management report of Enagás S.A. and its Consolidated Group for the financial year starting on January 1 and closing on December 31, 2020."

RESOLUTION 2

To approve the Consolidated Non-Financial Information Statement included in the Enagás Group Management Report for financial year 2020.

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

"To approve the consolidated statement of non-financial reporting included in the Management Report of the Enagás Group for the 2020 financial year."

RESOLUTION 3

To approve, if applicable, the proposed distribution of Enagás, S.A.'s profit for 2020.

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

"To approve the allocation of Enagás, S.A.'s profits for the 2020 financial year, which amounted to net profit of **440,630,219.70 euros**, in line with the following distribution proposal prepared by the Board of Directors:

- Allocation of voluntary reserve in the amount of 824,203.09 euros;
- Payment of a dividend which was already wholly paid as an interim dividend by virtue of the Board of Directors' resolution of November 23, 2020, which is ratified for all that may be necessary, paid to shareholders on December 23, 2020, and which amounted to 0.672 euros gross per entitled share, making a total of 175,720,022.02 euros;
- Payment of a final dividend of 1.008 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 264,085,994.59 euros.

The final dividend will be paid on **July 8, 2021**.

The following table summarises the distribution of profit.

Distribution	Euros
Voluntary reserves	824,203.09
To dividends:	
Interim dividend	175,720,022.02
Final dividend (*)	264,085,994.59
Total results	440,630,219.70

(*) Maximum amount to be distributed for a fixed dividend of 1.008 euros gross per share for the total of the 261,990,074 shares issued at that date.

RESOLUTION 4

To approve, if appropriate, the performance of the Board of Directors of Enagás, S.A. for financial year 2020.

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 2020 financial year."

RESOLUTION 5

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

5.1 To appoint Ms Natalia Fabra Portela as Director for the four-year period. Ms Natalia Fabra Portela shall be an Independent Director.

5.2 To appoint Ms María Teresa Arcos Sánchez as Director for the four-year period. Ms María Teresa Arcos Sánchez shall be an Independent Director.

Following these appointments, the number of Directors is set 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 and appointment 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 APPOINTMENT OF DIRECTORS INCLUDED IN ITEM 5 ON THE AGENDA OF THE GENERAL SHAREHOLDERS' MEETING CALLED FOR MAY 26 AND 27, 2021, AT FIRST AND SECOND CALL RESPECTIVELY.

"REPORT PREPARED BY THE SUSTAINABILITY, APPOINTMENTS, AND REMUNERATION 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 APPOINTMENT OF DIRECTORS INCLUDED IN ITEM 5 ON THE AGENDA OF THE GENERAL SHAREHOLDERS' MEETING CALLED FOR MAY 26 AND 27, 2021, AT FIRST AND SECOND CALL RESPECTIVELY."

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

1. Termination of the term of office of Ms Rosa Rodríguez Díaz, Mr Luis García del Río and Mr Martí Parellada Sabata.

Ms Rosa Rodríguez Díaz, Mr Luis García del Río and Mr Martí Parellada Sabata were elected for a statutory term of office of four years at the General Shareholders'

Meeting held on March 31, 2017. Their term of office expires on the date of the next General Shareholders' Meeting called for May 26, 2021 upon first call and May 27, 2021 upon second call.

The Sustainability, Appointments and Remuneration Committee highly values the contribution of these three Directors during their time on the Board of Directors and thanks them for their work.

That said, the Committee has prioritised the principles of renewal, reduction of the number of Directors and the presence of women over the possibility of proposing the re-election of these Directors. Indeed, the priority of dealing with the special circumstances arising from the COVID-19 pandemic led the Enagás Board of Directors, as part of the 2020 calendar of Board member renewals, to increase the number of Directors to 16 and to temporarily reduce the percentage of female representation on the Board.

By doing so, Enagás is once again at the forefront of complying with and fully implementing the guiding principles of the recommendations of the CNMV's 2021 Good Governance Code for Listed Companies, with 2020 representing a transitory exception.

2. Proposal for the appointment of two new Independent Directors.

To fill two of the three vacancies, the Committee proposes the appointment of two new Independent Directors whose profiles are particularly suited to the skills matrix of the Board.

2.1 Proposal for the appointment of Ms Natalia Fabra Portela as Independent Director.

Personal data.

Ms Natalia Fabra Portela, 45 years of age.

Academic positions.

2018	Professor of Fundamentals of Economic Analysis, Universidad Carlos III de Madrid.
2018	Director of EnergyEcoLab, Universidad Carlos III.
2018	Associate Member, Toulouse School of Economics (TSE).
2020	Research Fellow, Center for Monetary and Financial Studies (CEMFI).
2016	Research Fellow, University of Cambridge Energy Policy Group.
2013	Research Fellow, Center for Economic Policy Research (CEPR).

Professional responsibilities.

2020	Member, Economic Affairs Advisory Council, Ministry of Economic Affairs and Digital Transformation.
2020	Member, Forum for Just and Inclusive Energy Transition, Ministry for the Ecological Transition and the Demographic Challenge.
2013	Member, Economic Advisory Group, DG-COMP, European Commission.
2021	Vice President, Spanish Economic Association, Basque Parliament.
2019-2020	Member, Committee of Experts, Basque Energy Pact, Basque Parliament.
2017-2018	Member, Advisory Council for the Ecological Transition (CAPTE).

Education.

2001 PhD in Economics, European University Institute, Florence.
1993-1997 Degree in Economics, Universidad Carlos III.

Academic awards.

2018 European Association of Environmental and Resource Economics Award.
2014 Sabadell Herrero Award (best Spanish economist under 40).
2014 Julián Marías Award, Community of Madrid

Ms Fabra is the author of numerous publications, gives seminars, lectures and teaches in the fields of Energy Economics, Energy Transition, Competition Policy and Regulation, among others.

Contribution of Ms Fabra to the Board's skills matrix.

Ms Fabra's teaching and scientific profile in Economics satisfactorily fills the gap that the Board's skills matrix could suffer in this respect with the dismissal of Mr Martí Parellada Sabata.

Her dedication and experience in the field of Energy Economics and Energy Transition will also be of particular value to the Board in view of the transformation challenges that the energy sector and the Company must tackle in the coming years.

To ensure Ms Fabra's suitability for the performance of her duties, the Sustainability, Appointments and Remuneration Committee has been advised externally and independently by the firm "Seeliger y Conde".

Proposal submitted to the General Shareholders' Meeting.

Taking into account the foregoing and for the purposes of article 529 decies.4 and 529 quindecies.3 c) of the Consolidated Text of the Corporate Enterprises Act, the Sustainability, Appointments and Remuneration Committee has proposed the appointment of Ms Natalia Fabra Portela as Independent Director of the Company. The Board has adopted the Committee's proposal as its own.

2.2 Proposal for the appointment of Ms María Teresa Arcos Sánchez as Independent Director.

Personal data.

María Teresa Arcos Sánchez, 53 years of age.

Education.

Degree in Economics and Business Studies, Monetary Policy and Public Sector.

In 1995 she joined the Corps of Spanish State Economists and Trade Experts.

She has completed her training in the field of Governance and Public Agenda (ESADE), in Compliance, Corporate Governance and Transparency (Transparency International) and Good Corporate Governance (KPMG).

Professional experience.

- 2020-2021 Managing Director of Telecommunications and Audiovisual Services Organisation (Ministry of Economic Affairs and Digital Transformation). In this position, she was responsible for the design of the regulation and promotion of the telecommunications and audiovisual sector, as part of the development of the Digital Spain 2025 Strategy.
- 2020-2021 Member of the Boards of Directors of Red.es, ICEX, Hisdesat, Aucals, SEGIPSA.
- 2014-2020 Director of International Relations and Public Policy Manager of Orange, at that time the second largest company in the Spanish telecommunications sector.
- 2007-2013 Secretary General of REDTEL, the first sectoral association in defence of investments in new generation networks.
- 2004-2007 Director of International Affairs of the Telecommunications Market Commission (now part of the National Commission of Markets and Competition).
- 2001-2004 Director of the Office of the Secretary of State for Telecommunications (Ministry of Industry).

Contribution of Ms Arcos to the Board's skills matrix.

Ms Maria Teresa Arcos has a solid background as a Trade Expert and State Economist.

Her experience covers both the public and corporate spheres and contributes to completing the Board's skills matrix in the area of digital transformation (one of the challenges that the Company must tackle in the coming years), international relations and regulatory affairs.

To ensure Ms Arcos' suitability for the performance of her duties, the Sustainability, Appointments and Remuneration Committee has been advised externally and independently by the firm "Seeliger y Conde".

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, Appointments and Remuneration Committee has proposed the appointment of Ms María Teresa Arcos Sánchez as Independent Director of the Company. The Board has adopted the Committee's proposal as its own.

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

Independence and diversity.

Following the proposed appointments, the Board reduces the number of members to 15. The percentage of Independent Directors increased to 73.33% (11 out of 15), while the percentage of female directors increased to 33.33% (5 out of 15).

Thus, the Board of Directors complies with all the recommendations in terms of size and composition currently set out in the CNMV's Good Governance Code for Listed Companies and is in an excellent position to reach the target of 40% of women on the Board recommended by the Code by 2022.

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. The internal structure guarantees that all the functions (Internal Audit, Legal Counsel and Compliance) 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 organically and functionally assigned to the Chairman of the Board of Directors and to the Board itself through the Secretary to the Board.

Assessment of the Board's performance.

The Board is subject to an annual evaluation process by an independent expert. The 2020 assessment has been carried out by 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 2020 has been published as part of the "Annual Report" prior to the call to Meeting and is set out below.

Skills, knowledge and professional experience of the Board of Directors [GRI 102-27]

	Audit and Compliance Committee								Sustainability, Appointments and Remuneration Committee							
	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Engineering (Qualification and extensive experience as a practising engineer).	X	X		X	X		X			X						X
Industry / Sector (Extensive experience in administration, management and control in major energy companies).	X	X		X	X			X	X	X	X		X	X	X	X
Public / Regulatory institutions (Extensive experience acquired through direct exposure to regulators and related institutions).	X	X	X	X	X	X	X	X	X	X	X		X	X	X	
Corporate Governance (Experience in positions of oversight (Chairman of the Board / Director on the Board of Directors of listed companies / specific management roles in large or listed companies)).	X	X		X	X		X	X	X	X	X		X	X	X	
Auditing / Accounting (Extensive experience acquired in positions of senior management (CEO, CFO) in listed companies and/or holding management positions in an accounting firm).		X	X	X	X	X	X		X	X	X		X	X		
Risk control and management (Relevant experience in related positions (Risk Officer, internal auditor, internal control positions, monitoring/risk/internal control committees)).		X		X	X		X	X	X	X	X		X	X	X	
Corporate Social Responsibility and Environment (Extensive experience in administration, management and control in companies operating in sectors exposed to high environmental impact or broad experience in roles of strategic management of social and/or environmental issues. Multi-year academic experience in this field).		X		X	X	X	X			X		X	X	X	X	X
International expansion / Multicultural environment (Previous experience working for multinational or domestic companies in a position with significant international exposure).	X	X		X	X		X	X		X	X	X	X	X	X	X
Business / Management (Previous experience as a senior manager in other companies).		X		X	X		X	X		X	X	X	X		X	
Cybersecurity.												X				
Computing and technology.		X		X	X		X			X		X				

The addition of the two new Directors is intended to strengthen the skills of the Board.

Implication of the Directors.

Twelve meetings of the Board of Directors were held during 2020. All Directors attended all meetings with two fully justified exceptions. The individual breakdown is as follows:

- Mr Antonio Llardén Carratalá (Chairman) attended all the Board meetings.
- Mr Marcelino Oreja Arburúa (Chief Executive Officer) attended all the Board meetings.
- Ms Ana Palacio Vallelersundi has attended all the meetings of the Board and of the Sustainability, Appointments and Remuneration Committee.
- Ms Isabel Tocino Biscarolasaga attended all the meetings of the Board and of the Audit and Compliance Committee.
- Mr Antonio Hernández Mancha attended all the meetings of the Board and of the Sustainability, Appointments, and Remuneration Committee.
- Ms Patricia Úrbez Sanz attended all the meetings of the Board and of the Sustainability, Appointments, and Remuneration Committee.
- Mr Luis García del Río attended all the meetings of the Board and of the Audit and Compliance Committee.
- Mr Gonzalo Solana González attended all the meetings of the Board and of the Sustainability, Appointments, and Remuneration Committee.

- Mr Martí Parellada Sabata attended all the meetings of the Board and of the Audit and Compliance Committee.
- Ms Rosa Rodríguez Díaz attended all but one of the Board meetings due to a situation of force majeure which made it impossible for her to attend. She attended all meetings of the Audit and Compliance Committee.
- Mr Ignacio Grangel Vicente attended all the meetings of the Board and of the Sustainability, Appointments, and Remuneration Committee.
- Sociedad Estatal de Participaciones Industriales (SEPI), represented by Mr Bartolomé Lora Toro, attended all the meetings of the Board and all the meetings of the Audit and Compliance Committee.
- Mr José Blanco López attended all meetings of the Board of Directors and the Audit and Compliance Committee.
- 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 meetings of the Board of Directors except one of a deliberative nature and for justified reasons. He attended all meetings of the Sustainability, Appointments and Remuneration Committee.

The Directors, especially the Chairwomen of both 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 Meeting, which will be subject to separate votes:

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

5.1 To appoint Ms Natalia Fabra Portela as Director for the four-year period. Ms Natalia Fabra Portela shall be an Independent Director.

5.2 To appoint Ms María Teresa Arcos Sánchez as Director for the four-year period. Ms María Teresa Arcos Sánchez shall be an Independent Director.

Following these appointments, the number of Directors is set at fifteen."

RESOLUTION 6

Amendment of the following articles of the Articles of Association in order to adapt them to Law 5/2021 of April 12, which amends the revised text of the Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010 of July 2, and other financial regulations with regard to the encouragement of long-term involvement by shareholders in listed companies, and incorporation of a new Article, 27 bis, to authorise, when so permitted by the applicable regulations, the convening of General Meetings to be held exclusively by telematic means. The following proposals shall be put to vote separately:

6.1. Amendment of Article 7 ("Accounting Records and Identity of Shareholders) of Part II (Share Capital and Shares) of the Company's Articles of Association.

6.2. Amendment of Articles 18 ("General Meeting") and 27 ("Attendance, Proxies and Voting at General Meetings") of Section 1 (General Meeting) of Part III (Corporate Bodies) of the Company's Articles of Association.

6.3. Incorporation of a new Article, 27 bis ("General Meeting Exclusively by Remote Means") to Section One (General Meeting) of Part III (Corporate Bodies) of the Company Articles of Association.

6.4. Amendment of Articles 36 ("Remuneration of the Board of Directors"), 39 ("Board Meetings"), 43 ("Delegation of Powers") and 44 ("Audit and Compliance Committee") of Section Two (Board of Directors) of Part III (Corporate Bodies) of the Articles of Association.

6.5. Amendment of Articles 49 ("Preparation of the Annual Accounts") and 55 ("Filing and Publication of the Annual Accounts") of Part V (Annual Accounts) of the Company Articles of Association.

In accordance with the provisions of Article 286 of the amended Corporate Enterprises Act and in conformity with the Regulations of the Mercantile Registry, a report by the Company's 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.

The amendment to Article 7 and the introduction of the new Article 27.bis shall be the subject of a separate vote. The proposed amendments to Articles 18, 27, 36, 39, 43, 44, 49 and 55 shall be voted on together as the reason for their joint amendment is the same.

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. Amendment of Article 7 ("Accounting Records and Identity of Shareholders) of Part II (Share Capital and Shares) of the Company's Articles of Association.

It is proposed to adapt and complete Article 7 ("Accounting record and identity of shareholders") in accordance with the new regulation provided for in Articles 497 and 497 bis of the LSC, as amended by Law 5/2021, of April 12, which amends the consolidated text of the Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010, of July 2, and other financial regulations, with regard to the promotion of the long-term engagement of shareholders in listed companies, in relation to the right to know the identity of the shareholders and the beneficial owners of the Company, respectively.

It is therefore proposed to amend Article 7 ("Accounting records and identity of shareholders"), the full text of which will now read as follows:

ARTICLE 7. - ACCOUNTING RECORDS AND IDENTITY OF SHAREHOLDERS

The entity in charge of maintaining the Accounting Records concerning the shares is the Servicio de Compensación y Liquidación de Valores (Spanish Securities Clearing and Settlement Service) or such entity as may in future replace it.

The Company or a third party appointed by the Company shall have the right to obtain, at any time, from the central securities Depository, the information legally

required to determine the identity of its shareholders, in order to communicate directly with them with a view to facilitating the exercise of their rights and their involvement in the Company.

Any shareholder associations having formed within the Company and representing at least one percent of the share capital, as well as shareholders who individually or jointly hold at least three percent of the share capital, shall enjoy the same right exclusively for purposes of facilitating communications with the shareholders in the exercise of their rights and the best defence of their common interests.

The request must state the purpose of the consultation and the information may not be used for purposes other than those stated in the request.

Likewise, in the event that the entity or person legitimised as shareholder by virtue of the share ledger is an intermediary entity that holds the shares on behalf of the beneficial owners or another intermediary entity, the Company or a third party designated by it may request the identification of the beneficial owners directly from the intermediary entity or request it indirectly through the central securities depository, all in accordance with the terms set forth in the Law. Shareholders' associations representing at least one per cent of the share capital or shareholders individually or jointly holding at least three per cent of the share capital shall necessarily request the identification of the beneficial owners from the intermediary entity through the central securities depository. In both cases, the intermediary entity shall communicate directly to the applicant the identity of the beneficial owners.

In the event of abusive or harmful use of the information requested, the association or partner in question shall be liable for any loss or damage caused.

Knowledge by the Company or other authorised applicants of the beneficial owner of their shares shall in no way affect the ownership or the exercise of the economic and political rights that correspond to the intermediary entity or person legitimised as shareholder by virtue of the regulations governing the accounting registration of the shares. Likewise, the Company is not involved in relations between the beneficial owner and the intermediary entity or entities and in the relations between the entities forming part of the chain of intermediary entities.

6.2. Amendment of Articles 18 ("General Meeting") and 27 ("Attendance, Proxies and Voting at General Meetings") of Section 1 (General Meeting) of Part III (Corporate Bodies) of the Company's Articles of Association.

It is proposed to complete the powers of the General Shareholders' Meeting, on the one hand, with the *"approval, if applicable, of the statement of non-financial information"*, in accordance with the provisions of Article 49.6 of the Commercial Code, as amended by Law 11/2018 and, on the other hand, with the *"approval of related-party transactions whose approval corresponds to the General Shareholders' Meeting under the terms provided for in the Law"*, in accordance with the provisions of Article 529 duovicies, section 1, of the LSC, introduced by Law 5/2021, of April 12, which amends the consolidated text of the Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010, of July 2, and other financial regulations, with regard to the promotion of long-term shareholder engagement in listed companies.

In relation to conflicts of interest of shareholders at the Meeting, it is proposed to complete the cases of deprivation of voting rights in certain cases with the reference to *"the cases provided for by law with respect to related-party transactions whose approval is the responsibility of the General Meeting"*, in accordance with Article 529 duovicies, section 1, of the LSC as amended by Law 5/2021, of April 12, which amends the consolidated text of the Corporate Enterprises Act, approved by Royal

Legislative Decree 1/2010, of July 2, and other financial regulations, with regard to the promotion of long-term shareholder engagement in listed companies.

It is also proposed to adapt the provisions relating to the delegation of proxies and voting by intermediary entities to the new wording of Article 524 of the LSC, as amended by Law 5/2021, of April 12, which amends the consolidated text of the Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010, of July 2, and other financial regulations, with regard to the promotion of long-term shareholder engagement in listed companies.

It is therefore proposed to amend Articles 18 ("General Meeting") and 27 ("Attendance, Proxies and Voting at General Meetings"), the full text of which now reads as follows:

ARTICLE 18. - GENERAL MEETING.

The shareholders, when constituted as a duly summoned General Meeting, shall by the majority of votes provided for in Spanish law decide upon the matters that fall within the powers of the General Meeting.

The General Meeting is responsible for addressing and agreeing upon the following issues:

- a) Approval of the annual accounts, the appropriation of earnings, and approval of company management.
- b) Approval, if applicable, of the statement of non-financial information.
- c) The appointment and removal of directors, liquidators, or, where applicable, account auditors, as well as the institution of liability actions against any of them.
- d) Amendments to the Articles of Association.
- e) To effect capital increases and reductions.
- f) To suspend or restrict the pre-emptive subscription right.
- g) To acquire, dispose of or contribute core assets to another company. Asset are considered to be core assets, if the respective transaction amount is greater than 25% of the value of the assets shown on the last approved balance sheet.
- h) To transfer core activities previously carried out by the Company itself to subsidiaries, even though the Company retains full control. Activities and operating assets are considered to be core activities and core operating assets, if the respective transaction amount is greater than 25% of the total value of the assets held on the balance sheet.
- i) To restructure, merge, or split the company, or fully transfer the assets and liabilities thereof, or to agree to move the registered office outside Spain.
- j) To dissolve the Company.
- k) To approve the final balance sheet for liquidation purposes.
- l) To approve any transactions that effectively add up to the company's liquidation.

- m) To approve the policy on directors' remuneration.
- n) The approval of related-party transactions where the approval is the remit of the General Shareholders' Meeting under the terms set forth in the Law.
- o) Any other affairs prescribed by law or the Articles of Association.

All shareholders, including those absent or dissenting, shall be bound by the resolutions of the General Meeting.

The Company shall guarantee, at all times, equality in the treatment of all shareholders in the same position, in regard of information, participation and the exercise voting rights at General Shareholder Meetings.

ARTICLE 27. – ATTENDANCE, PROXIES AND VOTING AT GENERAL MEETINGS.

Shareholders owning shares, registered at least five days prior to the date scheduled for the General Meeting with the corresponding registers of any of the entities participating in the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (securities clearing and settlement entity), or the entity replacing it in the future, may attend and vote at General Meetings. Without prejudice to the foregoing, shareholders may not exercise the voting rights corresponding to their shares concerning the adoption of a resolution where one of the grounds for a conflict of interest exists according to Article 190.1 of the Consolidated Text of the Corporate Enterprises Act, or in the cases provided for by law concerning related-party transactions whose approval is the responsibility of the General Meeting.

Any shareholder having attendance and voting rights under this Article may exercise such rights to vote on motions on the business on the Agenda at any class of General Meeting by attending such a Meeting and voting in person or by post, by recognised electronic signature or other electronic means, or by any other medium of remote communication satisfying the requirements prescribed by laws and regulations, provided that the identity of the person exercising voting rights and the security of electronic communications are properly assured.

The Rules and Regulations of General Meetings may govern remote exercising of said rights, including in particular any or all of the following forms:

- a) Real-time streaming of the General Shareholders' Meeting.
- b) The remote attendance at the Meeting by telematic and simultaneous means and remote voting by telematic means during the meeting, subject to the requirements provided for.

In this case, the Regulations of the Meeting may empower the Board of Directors to determine when, in view of the state of the art, the circumstances and the safety conditions, such attendance and telematic voting is permitted. The Regulations of the Meeting may also empower the Board of Directors to regulate all necessary procedural aspects.

- a) Real-time bi-directional communication to allow shareholders to address the General Shareholders' Meeting from other locations.

- b) A mechanism to exercise votes prior to or during the General Shareholders' Meeting, without having to appoint a representative physically present at the meeting.

Shareholders that attend or cast their votes remotely shall for the purposes of constitution of any General Meeting count as being present.

A shareholder having attendance rights may have himself represented by proxy at a General Meeting by another person, who need not be a shareholder. Proxies must be conferred in writing, by post, a recognised electronic signature, or any of the other legally permitted electronic or remote communication methods. The identity of the representative must be duly guaranteed, and shall be valid only for the particular Meeting in question.

The provisions of the foregoing paragraph will likewise be applicable to notification of the proxy to the Company, and revocation of the appointment. The Company will establish the system for electronic notification of the appointment with the formal requisites provided to ensure the identification of the shareholder and the designated proxy or proxies.

If the represented shareholder has issued voting instructions, their proxy holder shall cast the shareholder's vote in accordance with said instructions and shall be bound to safeguard the instructions for one year starting from the date of the Meeting that is being called.

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 all cases, the number of shares represented shall be counted towards the valid constitution of the Meeting.

Before their appointment, the proxy holder must inform the shareholder in detail if there is any conflict of interest, in accordance with the provisions of Article 523 of the Corporate Enterprises Act. 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.

Intermediary entities appearing as legitimated shareholders according to the accounting records 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.

In the event of a public call for proxies, Articles 186 and 526 of the Corporate Enterprises Act shall apply.

Proxy representation conferred shall be revocable at any time, and the principal's attendance at the Meeting in person shall be equivalent to revocation.

The Rules and Regulations of General Meetings shall elaborate on the methods and requirements for the due exercise of attendance, voting and representation rights, as well as on the procedures set up for those purposes.

Subject to the relevant provisions of the Rules and Regulations of the General Meeting, and at all events in fulfilment of statutory requirements, the Board of Directors shall be competent to determine the time as from which shareholders may cast their votes or grant proxies by electronic or other remote communication means, having regard to the state of the art of the technical means required.

6.3. Incorporation of a new Article, 27 bis (“General Meeting Exclusively by Remote Means”) to Section One (General Meeting) of Part III (Corporate Bodies) of the Company Articles of Association.

The proposed statutory reform consists of the introduction of a new Article 27 bis in Enagás’ Articles of Association to authorise, where permitted by applicable regulations, the calling of General Meetings to be held with the participation of shareholders exclusively by remote means, i.e. without the physical attendance of shareholders and their proxies.

The crisis situation resulting from the Covid-19 pandemic has given unprecedented impetus to the incorporation of electronic means of remote communication in relation to the organisation and operation of capital companies and, in particular, listed companies. The exceptional regulations enacted in 2020 and 2021 to address the economic and social impact caused by this situation have also incorporated measures to facilitate the holding of meetings of the governing bodies of companies, both the Board of Directors and the General Meeting, by remote means of communication. These include the possibility of holding General Meetings exclusively by electronic means, without the physical presence of shareholders or their proxies, all within the framework of encouraging the involvement of shareholders in the life of the company in accordance with the provisions of the Code of Good Governance of Listed Companies (“CBG”).

Based on the experience in the use of these measures during the state of emergency, within the framework of Law 5/2021, of April 12, which amends the consolidated text of the Corporate Enterprises Act, an authorisation has been incorporated so that, in general and no longer linked to the exceptional circumstances referred to, General Meetings may be held exclusively by telematic means, without prejudice to guaranteeing the full exercise of their rights by the shareholders or their proxies. In this regard, Law 5/2021 has included a new Article 182 bis in the LSC including this provision and incorporating a new paragraph 3 in Article 521 of the LSC. This possibility is already provided for in other legal systems and is also incorporated into Spanish law.

In this regard, notwithstanding the fact that the Board of Directors considers the physical attendance of shareholders or their proxies at the General Shareholders’ Meeting to be the ordinary channel for the exercise of their rights, together with the possibility of exercising these rights by remote means of communication prior to the holding of the Meeting, the proposed inclusion in the Articles of Association of the possibility of holding General Meetings attended by shareholders and their proxies exclusively by remote means may be very useful in certain situations that make it advisable to facilitate the holding of the Meetings. All of the above notwithstanding the rights of the shareholders, which may be exercised by them or their proxies in terms equivalent to those applying where the General Meeting is held with the physical attendance of the shareholders or their proxies.

It is therefore proposed to incorporate a new Article 27 bis (“General Meeting Exclusively by Remote Means”), the full text of which will now read as follows:

ARTICLE 27 BIS. GENERAL MEETING EXCLUSIVELY BY REMOTE MEANS

The General Meeting may be called to be held exclusively by remote means and, therefore, without the physical attendance of the shareholders, their representatives and, if applicable, the members of the Board of Directors, when so permitted by the applicable regulations.

The holding of the General Shareholders' Meeting exclusively by remote means shall be in accordance with the legal and statutory provisions as well as the development thereof as set out in the Regulations of the General Shareholders' Meeting. In any case, this shall be subject to the identity and legitimacy of the shareholders and their proxies being duly guaranteed and to all attendees being able to effectively participate in the meeting by means of the remote communication media agreed to in the notice of call. This is both to exercise in real time the rights to speak, information, proposal and vote that correspond to them, as well as to follow the interventions of the other attendees using the indicated means, taking into account the state of the art and the circumstances of the Company, all in accordance with the applicable regulations.

6.4. Amendment of Articles 36 ("Remuneration of the Board of Directors"), 39 ("Board Meetings"), 43 ("Delegation of Powers") and 44 ("Audit and Compliance Committee") of Section Two (Board of Directors) of Part III (Corporate Bodies) of the Articles of Association.

The preamble of Law 5/2021, of April 12, amending the consolidated text of the Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010, of July 2, and other financial regulations, with regard to the promotion of long-term shareholder engagement in listed companies, establishes that the right of shareholders to express their views on directors' remuneration has been one of the most important developments in international corporate governance in recent years. In 2002, the United Kingdom obliged British listed companies to publish an annual remuneration report and submit it to an advisory vote at the General Meeting. Since then, this right has been introduced, with different variations, in various jurisdictions, including Spain since 2014.

Directive (EU) 2017/828 of the European Parliament and of the Council of May 17, 2017, amending Directive 2007/36/EC, now extends this mechanism to the entire European Union, but providing it with sufficient flexibility to "respect the diversity of existing corporate governance systems in the Union, which reflect the different views of Member States on the role of companies and of the bodies responsible for determining the remuneration policy and the specific remuneration of each director". Thus, for example, the aforementioned Directive allows Member States to regulate that the remuneration policy may be in force for up to four years before being approved by the General Shareholders' Meeting, or that the vote of the latter is merely consultative.

The national regulation in force until now is more demanding than the Directive, as it establishes a three-year term and makes the vote of the General Shareholders' Meeting binding. As stated in the preamble to Law 5/2021, the implementation of this regime has been positive from the point of view of most listed companies, investors and financial agents, and as such Law 5/2021 maintains this regime unaltered in its main elements and introduces some modifications of certain relevance in the annual remuneration report, whose content is now more detailed as a consequence of the transposition of the Directive.

Pursuant to the foregoing, it is proposed to amend Article 36 of the Articles of Association, relating to the remuneration system for Directors in order to adapt it to the new features introduced in the LSC by Law 5/2021 and, in particular:

- The regulation of the first paragraph relating to the remuneration of Directors in their capacity as such is completed with the obligation on the Sustainability, Appointments and Remuneration Committee to previously inform the Board on the distribution thereof, in accordance with article 529 septdecies.3 of the LSC.
- With regard to the provisions on the approval of the remuneration policy, they are adapted to the wording of article 529 novodecies.1 of the LSC, which establishes that the policy shall be approved by the General Meeting as a separate item on the agenda to be applied for a maximum period of three years, as well as the other provisions regarding the approval of new remuneration policies for Directors set out in the aforementioned article 529 novodecies.1 of the LSC.
- The provisions relating to the rejection of the Annual Report on Directors' Remuneration are adapted to the wording of article 529 novodecies.7.b) of the LSC.

In relation to the quorum for the constitution of the Board, it is proposed to replace the current expression "half plus one" by "*majority*", in accordance with the term used in article 247.2 of the LSC, and in coordination in turn with the provisions of the current article 7 of the Board of Directors' Regulations.

It is proposed to add to the powers of the Board of Directors: (i) by completing point (p) with the "*supervision of the process of preparation and presentation of the financial information and of the management report, which shall include the mandatory non-financial information*" in accordance with letter j) of Article 529 ter of the LSC incorporated by Law 11/2018, of December 28, and also in coordination with the provisions of Article 5 of the Board Regulations; (ii) incorporating as a new letter q) the "*formulation, as the case may be, of the statement of non-financial information for presentation to the General Shareholders' Meeting*", in accordance with the provisions of Article 49.6 of the Commercial Code, as amended by Law 11/2018, of December 28, and also in coordination with the provisions of the current Article 5 of the Board Regulations; and (iii) to adapt the powers relating to related-party transactions provided for in letter u) to the provisions of Article 529 ter.1.h) of the LSC and concordant articles, as amended by Law 5/2021, of April 12, which amends the consolidated text of the Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010, of July 2, and other financial regulations, with regard to the promotion of long-term shareholder engagement in listed companies.

Likewise, it is proposed to adapt the name of the "corporate social responsibility policy" to "sustainability policies in environmental and social matters" included in section m), in coordination with the name provided in Recommendations 53 to 55 of the CBG of June 2020 as well as in the current article 5 of the Regulations of the Board of Directors.

It is proposed to complete the first paragraph of Article 44 regarding the composition requirements of the Audit and Compliance Committee in line with the new wording of the CBG Recommendation 39 of June 2020, which states that the members of the Committee shall be appointed "*as a whole*" taking into account their knowledge and experience in accounting, auditing "*and both financial and non-financial risk management*".

On the other hand, in relation to the functions and powers of the Committee, it is proposed to:

- Incorporate as a new letter g) the function of *“reporting on related-party transactions that must be approved by the General Shareholders’ Meeting or the Board of Directors and supervising the internal procedure established by the Company for those whose approval has been delegated”*, in accordance with Article 529 quaterdecies.4.g) of the LSC, as amended by Law 5/2021, of April 12, which amends the consolidated text of the Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010, of July 2, and other financial regulations, with regard to the promotion of the long-term engagement of shareholders in listed companies.
- Amend letter h), completing section 1 in the sense that the Committee shall report to the Board on the financial information *“and the management report, which shall include the mandatory non-financial information”* that the Company must periodically disclose, and eliminating section 3 relating to related-party transactions, all in accordance with the provisions of Article 529 quaterdecies.4.h) of the LSC, in its wording given in Law 5/2021, of April 12, which amends the consolidated text of the Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010, of July 2, and other financial regulations, with regard to the promotion of long-term shareholder engagement in listed companies.

It is therefore proposed to amend articles 36 (“Remuneration of the Board of Directors”), 39 (“Board Meetings”), 43 (“Delegation of powers”) and 44 (“Audit and Compliance Committee”), the full text of which is now worded as follows:

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 Sustainability, Appointments and 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 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 kind, 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. The Director will be entitled to compensation if he/she 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 Directors' remuneration policy 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 by consultive vote in the Ordinary General 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 39. – BOARD MEETINGS.

The Board of Directors shall meet at least once every two months, and, in addition, whenever convened by the Chairperson or upon requisition by a majority of Directors.

Meetings shall ordinarily be held at the registered office, but may also be held elsewhere and by any means that the Chairperson may determine. Such a venue or manner of holding the meeting must be specified in the notice of meeting.

A meeting shall be convened, by any channel, by the Chairperson, stating the venue of the meeting and the items on the Agenda. Directors who represent at least one third of the members of the Board of Directors may call the meeting, stating its Agenda, to be held in the locality where the registered office is located, if they have requested the Chairperson to convene the meeting, and the meeting has not been called within one month without reasonable cause.

However, a meeting of the Board of Directors shall be valid without need of prior notice if, all Directors being present, the Directors unanimously decide to hold a meeting.

Except in cases where the meeting of the Board is constituted or convened exceptionally on account of urgent circumstances, the Directors must have the requisite information at their disposal sufficiently in advance to be able to deliberate and adopt resolutions on the business to be transacted at the meeting. The Chairperson of the Board in collaboration with the Secretary shall ensure that this obligation to provide information is fulfilled.

The Board of Directors' meeting shall be validly constituted when the majority of its members are in attendance or represented at it. The Directors must attend the meetings of the Board in person. Without prejudice to the foregoing, Directors may grant a proxy to another Director. Non-Executive Directors may only grant a proxy to another Non-Executive Director.

Board of Directors meetings held by videoconference or multiple teleconference shall be valid provided that the directors have the necessary means to enable them to be recognised and identified, to communicate permanently with each other and to intervene and cast their votes in real time. The minutes of the Board of Directors and the certification of these resolutions shall include a record of the directors who have used this system and who shall be considered present. In this case, the Board meeting shall be deemed a single meeting held at the registered office.

Resolutions shall be passed by an absolute majority of the Directors present at the meeting.

Votes may be cast in writing and in the absence of a meeting, if no Director objects to such procedure.

ARTICLE 43. - DELEGATION OF POWERS.

The Board of Directors may designate from among its members one or several executive directors or executive committees, and shall determine in each case the content, limits and modalities of the delegation. The Executive Committee shall meet as often as convened by the Chairperson or the majority of its members.

The following powers of the Board of Directors shall not be delegated under any circumstances:

- a) Supervision of the effective functioning of committees it sets up and of the actions of the executive bodies and Senior Managers it appoints.
- b) Determination of the general policies and strategies of the Company.
- c) Authorisation does not release the Board of Directors from its obligations deriving from the duty to loyalty in conformity with Article 230 of the Consolidated Text of the Corporate Enterprises Act.
- d) Its own organisation and functioning.
- e) Preparing the annual accounts and their presentation to the General Meeting.
- f) The issuance of any type of report the Board of Directors is required to submit by law, if the transaction to which the report refers cannot be delegated.

- g) Appointing and removing the Company's Managing Directors and establishing the terms of their contracts.
- h) Appointing and removing managers that report directly to the Board of Directors or to one of its members, and establishing the basic terms of their contracts including their remuneration.
- i) Decisions concerning the remuneration of Directors within the framework of the Articles of Association, and, if applicable, under the remunerations policy approved by the General Meeting.
- j) Convening the General Meeting of Shareholders and determining the Agenda and the proposed resolutions.
- k) Determining policy concerning the Company's own shares or equity holdings.
- l) The powers the General meeting would have delegated to the Board of Directors unless the latter has been expressly authorised by the General Meeting to sub-delegate them.
- m) Approving the Company's strategic or business plan, the management targets and annual budgets, investment or financing policy, the sustainability policy in environmental and social matters or the dividend policy.
- n) Defining the Company's risk control and management policy, including tax risks, or the policy for monitoring its internal information and control systems
- o) Defining the Company's or the Group's corporate governance policy, its organisation and operation and functioning, or in particular, approving and amending its own rules and regulations.
- p) The supervision of the process of preparation and presentation of the financial information and of the management report, which shall include the mandatory non-financial information, as well as the approval of the financial information that the Company must periodically publish due to its status as a listed company.
- q) Preparing, if applicable, the non-financial information statement for submission to the General Meeting.
- r) Defining the structure of the Group.
- s) Approving investments or transactions of any kind that, on account of the large amounts involved or special characteristics, are strategic in nature or pose particular taxation risks, unless their approval falls to the General Meeting.
- t) Approving the creation or acquisition of shares in special purpose vehicles or entities resident in jurisdictions considered tax havens, and any other transactions or operations of a similar nature whose complexity might impair the transparency of the Company or the Group.
- u) The approval, subject to a report of the Audit and Compliance Committee, of related-party transactions under the terms established by law, unless their approval is under the remit of the General Shareholders' Meeting and with the exception of related-party transactions with companies belonging to the Group carried out as part of the ordinary management and on an arm's length basis, as well as related-party transactions entered into under standardised contracts applied en masse to a large number of customers, at prices or rates

generally established by the party acting as the supplier of the goods or services in question and the amount of which does not exceed 0.5% of the net turnover of the Company.

- v) The determination of the Company's tax strategy.

Under, duly justified, urgent circumstances, the decisions pertaining to issues m) to v) above may be adopted by the delegated bodies and persons, who must be ratified at the first meeting of the Board of Directors held after the decision was adopted.

ARTICLE 44. - AUDIT AND COMPLIANCE COMMITTEE.

There shall be an Audit and Compliance Committee within the Board of Directors and it shall comprise at least three and no more than seven Directors, to be appointed by the Board having particular regard, as a whole, to their expertise and experience in accounting, auditing and financial and non-financial risk management. No Executive Director may sit on this Committee.

Overall, the members of the Audit and Compliance Committee shall have the pertinent technical knowledge of the gas industry.

The majority of the Committee must be independent and one of them will be appointed in light of their knowledge and track record in matters of accountancy, auditing, or both. The Committee Chair shall be selected from among the Independent Directors by the Board of Directors and shall not have the casting vote. The Chairperson must be replaced every four years, and may be re-elected after the lapse of one year from their departure from office.

The Audit and Compliance 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 Board Regulations:

- a) To inform the General Shareholders' Meeting on issues raised in the areas that lie within the Committee's competence and, in particular, about the audit result, explaining how it has contributed to the integrity of the financial reporting and the Committee's function during the process.
- b) To oversee the effectiveness of the Company's and its Group's internal control, internal auditing and risk management system, as well as discussing with the auditors any significant weaknesses in the internal control system identified during the course of the audit without impinging on its independence. For such purposes and, where applicable, they can submit recommendations or proposals to the Board of Directors and the corresponding deadline for dealing with them.
 - a) To oversee the process of preparation and presentation of statutory financial reporting and submit recommendations or proposals to the Board of Directors aimed at safeguarding its integrity.
 - b) Submitting to the Board of Directors proposals for the selection, appointment, re-election and replacement of the auditor, being responsible for the selection process, in accordance with the provisions of the applicable regulations, as well as the conditions of their recruitment and regularly collecting information on them the audit plan and its execution, in addition to preserving its independence in the exercise of its functions.
 - c) To liaise with the External Auditor to obtain information on any issues that could compromise the latter's independence for review by the Committee or any other subjects related to the audit process and, where applicable, the

authorisation of the services other than those forbidden, under the terms envisaged in the applicable regulations, and any other disclosures envisaged in the audit regulations and audit standards. In all cases, on an annual basis, the Audit Committee shall receive from the auditors written confirmation of their independence vis-à-vis the company or entities related to it directly or indirectly, in addition to detailed and individual information on additional services of any kind rendered to these entities by the aforementioned auditors or persons or entities related to them in conformity with the provisions of auditing legislation.

- d) Issuing an annual report, prior to the issue of the audit report, giving an opinion on whether the independence of the auditors or audit companies is compromised. This report shall in all cases include an assessment of the additional services provided, as referred to in the previous section, considered separately and in their totality, that consists of services other than statutory audits and how they relate to the requirement of independence or to the audit regulations.
- e) To report on related-party transactions that must be approved by the General Shareholders' Meeting or the Board of Directors and supervise the internal procedure established by the Company for transactions whose approval has been delegated.
- f) To keep the Board of Directors informed, in advance, on all items provided for in the law, the Articles of Association and the Regulations of the Board of Directors, in particular, in relation to:
 - 1) the financial information and the management report, which shall include the required non-financial information, that the Company must periodically publish.
 - 2) the creation or acquisition of shares in special purpose vehicles or entities resident in jurisdictions considered tax havens.

The meetings of this Committee shall be called by its Chairperson and shall be held at least four times a year. The Company's External Auditor may attend Committee meetings and the Finance Director, head of the Company's Internal Audit Unit, or any other senior manager of the Company or Group that the Committee deems appropriate, may also be asked to give account at meetings. The Committee may obtain support and assistance from the aforesaid Senior Managers in the performance of its duties.

6.5. Amendment of Articles 49 ("Preparation of the Annual Accounts") and 55 ("Filing and Publication of the Annual Accounts") of Part V (Annual Accounts) of the Company Articles of Association.

It is proposed to supplement the reference to the management report in the first and third paragraphs of this article 49 with the words "which shall include, where appropriate, the statement of non-financial information", in accordance with the provisions of article 253 of the LSC, as amended by Law 11/2018 of December 28.

It is also proposed to complete the reference to the management report in Article 55 with the words "*which shall include, where appropriate, the statement of non-financial information*", in accordance with the provisions of Article 279 of the LSC, as amended by Law 11/2018 of December 28.

Therefore, it is proposed to modify Articles 49 ("Preparation of the Annual Accounts") and 55 ("Filing and Publication of the Annual Accounts"), the full text of which will now read as follows:

ARTICLE 49. - PREPARATION OF THE ANNUAL ACCOUNTS.

The Board of Directors must prepare, within three months of the close of the Company's financial year, its annual accounts, management report, which shall include, when applicable, the non-financial information statement, proposed allocation of profits or losses and, where appropriate, the consolidated annual accounts and management report.

The annual accounts shall comprise the balance sheet, the income statement, a statement of changes in equity for the year, a cash flow statement and the notes to the annual accounts. These documents, which form a single unit, shall be clearly drawn up and shall give a true and fair view of the Company's assets, financial position and results of operations.

The annual accounts and management report and, when applicable, the non-financial information statement, must be signed by all Directors and if the signature of any Director is missing, this must be shown in all the documents with the reason clearly indicated.

ARTICLE 55. - FILING AND PUBLICATION OF THE ANNUAL ACCOUNTS.

Within one month of the approval of the annual accounts, the certified resolutions of the General Shareholders' Meeting, duly signed, approving the annual accounts, the allocation of profits and losses, and, where applicable, the consolidated accounts shall be filed at the companies registry pertaining to the Company's registered office, together with a copy of each of the financial statements, the management report, which shall include, where applicable, the non-financial information statement, and the audit report.

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7. Amendment of the following articles of the Rules and Regulations of General Shareholders' Meetings in order to adapt them to Law 5/2021 of April 12, which amends the revised text of the Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010 of July 2, and other financial regulations with regard to the encouragement of long-term involvement by shareholders in listed companies. The following proposals shall be put to vote separately:

7.1 Amendment of Article 4 ("Powers of the General Meeting") of the Rules and Regulations of the General Shareholders' Meetings.

7.2. Amendment of Articles 5 ("Convening General Meetings"), 7 ("Shareholders' Right to Information"), 9 ("Attendance Rights"), 10 ("Proxy rights"), 11 ("Voting Rights") and 14 ("Attendance and Speeches by Others") of the Rules and Regulations of General Shareholders' Meetings.

7.3. Amendment of Article 16 ("Publicity") of the Rules and Regulations of General Shareholders' Meetings.

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

The proposal to amend Articles 5, 7, 9, 10, 11 and 14 of the Regulations of the General Shareholders' Meeting shall be subject to a joint vote as this is the reason for the common amendment.

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

7.1 Amendment of Article 4 ("Powers of the General Meeting") of the Rules and Regulations of the General Shareholders' Meetings.

It is proposed to complete the powers of the General Shareholders' Meeting, on the one hand, with the "approval, if applicable, of the statement of non-financial information", in accordance with the provisions of Article 49.6 of the Commercial Code, as amended by Law 11/2018 and, on the other hand, with the "approval of related-party transactions whose approval corresponds to the General Shareholders' Meeting under the terms provided for in the Law", in accordance with the provisions of Article 529 duovicies, section 1, of the LSC, introduced by Law 5/2021, of April 12, which amends the consolidated text of the Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010, of July 2, and other financial regulations, with regard to the promotion of long-term shareholder engagement in listed companies.

Likewise, it is proposed to complete the current provision which establishes that "the Company shall guarantee, at all times, equal treatment of all shareholders who are in the same position, with regard to information, participation and the exercise of voting rights at the General Shareholders' Meeting", with the following: "in particular, it must cover the accessibility requirements of persons with disabilities and the elderly that guarantee their right to have prior information and the necessary support to exercise their vote", all in the terms of Article 514 of the LSC, in the wording given by Law 11/2018, of December 28.

It is therefore proposed to amend Article 4 ("Powers of the General Meeting") to read as follows:

4.- POWERS OF THE GENERAL MEETING

The powers of the General Meeting, pursuant to the Corporate Enterprises Act (LSC) and the Articles of Association, shall extend to the following matters:

- a) To adopt, if thought fit, the Annual Accounts of Enagás, the Consolidated Annual Accounts of the Enagás Group, the performance of the Board of Directors and the proposed appropriation of profit or loss.
- b) To approve, where appropriate, the statement of non-financial information.
- c) To appoint and remove Directors (including the ratification or revocation of Director appointments made by the Board itself by co-option), liquidators and auditors, and to institute actions for liability against any such party in the Company's name.
- d) To alter the Articles of Association.
- e) To effect capital increases and reductions.

- f) To suspend or restrict the pre-emptive subscription right.
- g) To acquire, dispose of or contribute core assets to another company. Asset are considered to be core assets, if the respective transaction amount is greater than 25% of the value of the assets shown on the last approved balance sheet.
- h) To transfer core activities previously carried out by the Company itself to subsidiaries, even though the Company retains full control. Activities and operating assets are considered to be core activities and core operating assets, if the respective transaction amount is greater than 25% of the total value of the assets held on the balance sheet.
- i) To approve the policy on directors' remuneration.
- j) To restructure, merge, or split the company, or fully transfer the assets and liabilities thereof, and to agree to move the registered office outside Spain.
- k) To dissolve the Company.
- l) To approve any transactions that effectively add up to the Company's liquidation.
- m) To approve the final balance sheet for liquidation purposes.
- n) The approval of related-party transactions where the approval is the remit of the General Shareholders' Meeting under the terms set forth in the Law.
- o) Any other matters determined by law, the Articles of Association or these Rules and Regulations, in particular:
 - i. To authorise the execution of transactions in treasury shares.
 - ii. To resolve to issue bonds.
 - iii. To authorise the Board of Directors, if thought fit, to increase share capital in line with the provisions of Article 297.1.b of the LSC.
 - iv. To resolve upon business laid before the General Meeting by the Board of Directors, in accordance with the law.
 - v. To adopt and amend the Rules and Regulations of the General Meeting.

The Company shall guarantee, at all times, equality in the treatment of all shareholders in the same position, in regard of information, participation and the exercise voting rights at General Shareholder Meetings. In particular, it should cover the accessibility requirements of persons with disabilities and the elderly to guarantee their right to have prior information and the necessary support to exercise their vote.

7.2. Amendment of Articles 5 (“Convening General Meetings”), 7 (“Shareholders’ Right to Information”), 9 (“Attendance Rights”), 10 (“Proxy rights”), 11 (“Voting Rights”) and 14 (“Attendance and Speeches by Others”) of the Rules and Regulations of General Shareholders’ Meetings.

It is proposed to incorporate as the last paragraph of section 5.2.1 (“Timing and form of publicity”), the following provision: “the Company shall 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”, in accordance with the provisions of Article 520 bis of the LSC, as amended by Law 5/2021, of April 12, which amends the consolidated text of the Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010, of July 2, and other financial regulations, with regard to the promotion of long-term shareholder engagement in listed companies.

In conjunction with the above, it is proposed to amend this article to incorporate various technical improvements and, in particular:

- Complete in section 5.2.2 (“Content of the notice”) the list of documentation that will be published continuously on the Company’s website from the publication of the announcement of the call with “the rules for attendance by telematic means”, in coordination with the possibility already provided for in the current Articles of Association and Regulations of the General Shareholders’ Meeting to attend the General Meeting by telematic means and the proposal to incorporate the possibility of holding Meetings exclusively by remote means;
- Replace in letter e) of the aforementioned section 5.2.2 (“Contents of the notice”) the reference to the “Appointments, Remuneration and Corporate Social Responsibility Committee” with “Sustainability, Appointments and Remuneration Committee”, in accordance with the name of the Committee set out in the current Articles of Association, the Board Regulations and the specific Regulations of the Committee.

It is proposed to amend the penultimate paragraph of section 7.1 to specify that the Company shall make the documentation available to shareholders “who physically attend” at “the place” where the General Meeting is held, given that said paragraph provides for a regime with respect to the documentation of the Meeting applicable only to shareholders who physically attend the Meeting (and not to those who attend telematically).

It is proposed to incorporate a new final paragraph to article 9 (“Attendance Rights”), in coordination with the proposed introduction of a new article 27 bis in Enagás’ Articles of Association to allow, where permitted under applicable regulations, the holding of General Meetings attended by shareholders exclusively using online means, i.e. without the physical attendance of shareholders and their proxies, which sets out the minimum requirements to which the holding of the General Meeting using exclusively telematic means is subject.

It is also proposed to adapt the provisions relating to the delegation of proxies and voting by intermediary entities to the new wording of Article 524 of the LSC, as amended by Law 5/2021, of April 12, which amends the consolidated text of the Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010, of July 2, and other financial regulations, with regard to the promotion of long-term shareholder engagement in listed companies.

It is proposed to complete, in section 11.1 ("Voting rights and exceptions due to conflict of interest"), the cases of deprivation of voting rights with the reference to "the approval of related-party transactions when so provided by law", in accordance with Article 529 duovicies.1 of the LSC, in the wording given by Law 5/2021. In addition, "or shares" is deleted from the last paragraph of 11.1 (since shares refer to limited liability companies).

In section 11.2 ("Means of exercising voting rights") it is proposed to incorporate in summary form the provisions relating to the confirmation by the Company of the receipt of votes cast by electronic means, as well as the confirmation, once the Meeting has been held, that the votes have been correctly recorded and counted, all in accordance with the provisions of Article 527 bis of the LSC, as amended by Law 5/2021, of April 12, which amends the consolidated text of the Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010, of July 2, and other financial regulations, with regard to the promotion of long-term shareholder engagement in listed companies.

In addition, it is proposed to incorporate the following technical clarifications to article 11:

- Introduce in section B) ("Vote cast by remote communication systems") of section 11.3 ("Requirements for the validity of the vote"), both in the heading and in the first paragraph of this section, the clause "prior to the General Meeting", to distinguish this case from others such as the casting of the electronic vote during the Meeting in the event of the shareholder attending the Meeting telematically.
- To add a clarification to section 11.4, which provides that shareholders who "attend or" cast their votes remotely must be taken into account for the purposes of constituting the Meeting as present, in coordination with the provisions of the current Article 27 of the Articles of Association.
- Complete, in letter b) of section 11.5, the provision that a remote vote may only be rendered ineffective by the attendance at the meeting of the shareholder who cast it with the clause "personal", in coordination with other similar provisions of the Regulations that refer to the "personal attendance" of the shareholder.

It is proposed to complete the third paragraph of Article 14 for the purpose of providing that, in the event that the General Meeting of the Company is held exclusively by telematic means in accordance with the provisions of Article 27 bis of the Articles of Association and 9 of the Regulations of the General Meeting, the Minutes of the meeting must be drawn up by a Notary Public, in accordance with the provisions of Article 521.3.b) of the LSC, as amended by Law 5/2021, of April 12, which amends the consolidated text of the Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010, of July 2, and other financial regulations, with regard to the promotion of long-term shareholder engagement in listed companies.

Therefore, it is proposed to amend Articles 5 ("Convening the Meeting"), 7 ("Shareholders' right to information"), 9 ("Attendance Rights"), 10 ("Proxy Rights"), 11 ("Voting Rights") and 14 ("Attendance and Speeches by other"), the full text of which now reads as follows:

5.- CONVENING THE GENERAL 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 per cent 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.- PUBLICATION OF A NOTICE OF MEETING.

5.2.1.- TIMING AND FORM OF PUBLICATION.

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 Company's 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 3% 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 Shareholder's 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 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 continuously posted 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, Appointments

and Remuneration 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 appropriate, the rules for attendance by telematic means.

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 event of a merger or spin-off, the Notice of Meeting must contain the particulars of the merger or spin-off plan specified in Article 40 of Law 3/2009, and must mention shareholders' right to inspect the documentation of the proposed transaction subject to Article 39 of the statute, on Structural Modifications.

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 matters of interest.

7.- SHAREHOLDERS' RIGHT TO INFORMATION

7.1- To facilitate the exercise of information rights in connection with the business to be addressed at the ordinary General Meeting, on the date of publication of the Notice of Meeting, the Shareholder Information Office shall make the following documents available to shareholders:

- a) The full text of the notice of General Meeting, setting out the resolutions proposed for adoption, and, where appropriate and as far as practicable, reports from the Board of Directors concerning the rationale and appropriateness.
- b) Comprehensive documentation on the Enagás Annual Accounts and the Consolidated Annual Accounts of the Enagás Group, and on the proposed appropriation of Enagás profit or loss for the financial year in question.
- c) Enagás' Management Report and Consolidated Management Report for the financial year.

- d) Auditors' Reports on the Consolidated Annual Accounts and Enagás Annual Accounts.
- e) Annual Corporate Governance Report.
- f) Any other report required by law or deemed appropriate by the Board of Directors.

If an extraordinary General Meeting is to be held, the Company shall make available to all shareholders any documents necessary for them to be properly informed as regards the proposed resolutions on the agenda.

Prior to the General Meeting, the Company shall make the above available to shareholders via the following channels:

- A Shareholder Information Office.
- A toll-free telephone number to be specified in the Notice of Meeting.
- The Company's website.

In addition, the Company shall make the above documents available to shareholders attending the General Meeting in person.

The Shareholder Information Office shall be at shareholders' disposal to provide any information required with a view to the holding of the General Meeting.

7.2- Until five days prior to the date of the meeting, shareholders may request from the Directors any information or clarification they may deem appropriate concerning business on the agenda, or submit in writing the questions they judge relevant. With the same notice and form, or verbally during the meeting, shareholders may request information or clarifications, or ask questions with regards to the publicly available information that the Company has provided to the National Securities Market Commission since the last General Meeting was held and with regards to the Auditors' Report,

The Directors shall be under obligation to supply the information requested in accordance with the foregoing paragraph, in writing, up until the day on which the General Meeting is held.

During the General Meeting, shareholders of the Company may verbally request any information or clarifications they deem appropriate concerning business on the agenda, and, if it is impracticable to meet such requests at that time, Directors must provide written answers within a period of seven days following the end of the Meeting.

The Directors are under a duty to furnish the information requested under Article 197 of the LSC, unless said information is superfluous to the preservation of the shareholder's rights, or there are objective reasons to believe the information could

be used towards ends other than those of the Company or that publication of the information could harm the Company or its affiliates.

Valid requests for information, or clarifications or questions asked in writing along with the written replies of the Directors shall be posted on the Company's website.

In cases where, prior to the formulation of a specific question, the information so requested was already clearly, expressly, and directly available to all shareholders on the Company's website in a question-and-answer format, the Directors may limit their reply to a reference to the information provided in the aforementioned format. No such refusal may be made if the request is put forward by shareholders representing at least 25% of the Company's share capital.

The information requested under Article 197 of the LSC shall be provided to the shareholder requesting it in writing, within the period running from the date of the Notice of Meeting until the date of the Meeting inclusive, provided such request conforms to the time limit for exercise and scope determined by law and the Rules and Regulations of the General Meeting. The shareholder shall set out in writing the questions they think appropriate and the particulars or clarifications they think necessary, and shall expressly request that the Company reply in writing, and for that purpose shall indicate the address to which the information should be sent.

Infringements on the right to information exercised in the course of the General Meeting pursuant to the provisions of this article, shall solely entitle shareholders to demand fulfilment of the obligation to provide information and seek redress for any loss or damage that may have been caused them but shall not be grounds for invalidating the General Meeting.

In the event of abusive or harmful use of the information requested, the shareholder in question shall be liable for any loss or damage caused.

7.3- A shareholder is entitled to make a written or oral request for any information they deem relevant, even beyond the time limits set out in section 7.2 of these Rules and Regulations.

The Company shall as far as practicable endeavour to reply orally in the course of the General Shareholders' Meeting or in writing within such time frame as it thinks appropriate.

7.4.- Insofar as envisaged by prevailing legislation, and in accordance with the technical and legal terms thereof, the Company shall create an Electronic Shareholder Forum on its website with all safeguards duly in place. This forum will be available to individual shareholders and to any voluntary associations that may be set up and is intended to facilitate communication and dialogue before the General Meeting is held. The forum will be a venue for publishing proposed resolutions to be tabled as a supplement to the agenda set out in the notice of meeting, requests for adherence to such proposed resolutions, initiatives to achieve a sufficient percentage for the exercise of a statutory minority-interest right, and offers and requests for voluntary representation by proxy. The Board of Directors

of the Company shall set the rules from time to time governing the functioning of the forum made available for the General Shareholders' Meeting.

9.- ATTENDANCE RIGHTS

In accordance with Article 27 of the Articles of Association, in order to be able to attend and vote at the General Shareholders' Meeting, it will be necessary to be the owner of shares that are registered in the corresponding accounting register five days prior to the meeting.

Shareholders entitled to attend must prove their entitlement by any of the following forms of evidence:

A) The corresponding attendance and voting card, which shall be issued by the Member Entities of the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (securities clearing and settlement entity) or the body replacing it, duly completed for this purpose.

B) The electronic certificate of attendance and voting issued by the Entity in charge of the Register of Book Entries or by the Authorised Entity and Custodian of the shares, duly completed for this purpose.

Shareholders who are entitled to attend under the terms of Article 27 of the Articles of Association may attend the General Shareholders' Meeting held at the place indicated in the call to meeting, either by themselves or through a proxy.

The Board of Directors may agree, in view of the state of the art, the circumstances, and the conditions of safety, the right of shareholders to attend the Meeting using telematic means, provided that the required security conditions are guaranteed in terms of the identity of the shareholders, the effectiveness of their rights, the proper conduct of the meeting and the security of electronic communications. The procedure for exercising this right of remote attendance shall comply with the requirements and procedures indicated by the Board of Directors in the call to meeting and on the Company's website.

The provisions set out in the preceding paragraph, insofar as they are compatible with the legal regime, shall also apply in those cases in which, on the basis of the provisions of Article 27 bis of the Articles of Association and the applicable regulations, the notice of call provides for the General Meeting to be held exclusively by electronic means and, therefore, without the physical attendance of the shareholders and their representatives or, if applicable, of the members of the Board of Directors. In any case, the announcement of the call will provide information on the rules applicable in this respect.

10.- PROXY RIGHTS

Any shareholder entitled to attend the meeting may procure to be represented by another person, who need not be a shareholder.

Proxies must be conferred in writing, by post, a recognised electronic signature, or any of the other legally permitted electronic or remote communication methods. In all cases, the identity of the proxy must be duly guaranteed, and shall be valid only for the particular meeting in question.

The Board of Directors shall determine the electronic notification system by which the shareholder shall notify the appointment of a proxy, in accordance with this article, based on existing technology. Such means of remote communication must satisfy the formal requirements provided with security standards to ascertain shareholders' identities and those of the proxy or proxies, and the effectiveness of their rights and the proper conduct of the meeting, as indicated by the Board in the Notice of Meeting and on the Company's website.

The provisions of the two foregoing paragraphs will likewise be applicable to notification of the proxy to the Company, and revocation of the appointment.

If the represented shareholder has issued voting instructions, their proxy holder shall cast the shareholder's vote in accordance with said instructions and shall be bound to safeguard the instructions for one year starting from the date of the meeting that is being called.

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 all cases, the number of shares represented shall be counted towards the valid constitution of the meeting.

Before their appointment, the proxy holder must inform the shareholder in detail if there is any conflict of interest, in accordance with the provisions of Article 523 of the Corporate Enterprises Act. 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.

Intermediary entities appearing as legitimated shareholders according to the accounting records 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.

A proxy may be revoked at any time. If the principal attends the meeting in person, their proxies are automatically revoked, and they must inform the proxy-holder in

order to ensure that such person does not attempt to exercise proxy rights they do not hold.

Shareholders who are natural persons disqualified from exercising their civil rights and shareholders that are legal persons may be represented by any duly accredited legal representative. Both in cases of legal representation and delegation of attendance rights, no shareholder shall have more than one representative at the Meeting.

CALL FOR PROXIES

Calls for proxies issued by Directors, custodian entities of the share certificates, entities entrusted with the register of dematerialised shares or any other person or entity publicly making such call on its own or on a third party's behalf shall be subject to Article 186 and 526 of the LSC. A call for proxies shall be deemed to have been made if one and the same person holds proxies for more than three shareholders.

In particular, the document containing the call for proxies must contain, or have attached to it, the meeting agenda, the request for instructions for the exercise of voting rights and the manner in which the proxy holder should vote in the event that no specific instructions are given.

In the event of a proxy requested and obtained by a Director, if no instructions are extant the proxy shall be treated as demanding a vote in favour of the motion of the Board, subject to any applicable statutory restrictions.

If Company Directors, or any other person acting on behalf of such Directors, effect a call for proxies, the Director that obtains such proxy may not exercise voting rights attaching to the shares thus represented in the event of conflict of interest, unless the proxy has received precise voting instructions for each of these points, specified in Article 522 of the LSC. In all cases, the director shall be deemed to be in a position of conflict of interest with regards to the following decisions:

- a) Their own appointment, re-election or ratification as a Director.
- b) Their removal, dismissal or termination as a Director.
- c) The exercise of social responsibility action taken against them.
- d) The adoption or ratification, as applicable, of Company transactions with the Director in question or with companies controlled or represented by them or by persons acting on their behalf.

A call for proxies may be made electronically in accordance with the implementing regulatory provisions issued on the matter and in such manner as these Rules and Regulations shall determine.

SHAREHOLDER ASSOCIATIONS

Shareholders may form specific and voluntary associations to exercise their representation at the General Meetings as provided for in law.

11.- VOTING RIGHTS

11.1.- VOTING RIGHTS AND EXCEPTIONS FOR CONFLICTS OF INTEREST

A shareholder entitled to attend under Article 27 of the Articles of Association and under the implementing provisions of Article 9 of these Rules and Regulations shall be entitled to vote except on resolutions in which the shareholder is in a situation of conflict of interest, as set out in the following paragraph.

No shareholder may exercise the voting rights attached to their shares on the adoption of resolutions that:

- a) release the shareholder from an obligation or grant the shareholder a right;
- b) provide them with any type of financial assistance, including the provision of guarantees in their favour; or
- c) exempting them from their obligations deriving from the duty to loyalty in conformity with Article 230 of the Corporate Enterprise Act; or
- d) the approval of related-party transactions when legally required to do so.

The shares held by the shareholder in a situation of conflict of interest described in the preceding section shall be deducted from the share capital for the purposes of calculating the voting quorum in each case.

11.2.- MEANS OF EXERCISING VOTING RIGHTS

All shareholders entitled to vote may do so in person or by proxy by any of the following means:

- A) Attending personally and voting at the Meeting, with the attendance and voting card duly signed and completed for this purpose or, if agreed by the Board of Directors, the right to attend and vote using telematic means, in the manner indicated by the Board for this purpose.
- B) By post, by casting votes at the Shareholder Information Office, by recognised electronic signature or any other electronic means or, in general, by any other means of remote communication permitted by law, attaching an electronic attendance and voting certificate.

The Board of Directors shall determine which electronic or remote media may be used to attend and vote at each General Shareholders' Meeting pursuant to the provisions of this article and having regard to the state of the art. Such means of remote communication must satisfy the security standards required to ascertain shareholders' identities, the effectiveness of their rights, the proper conduct of the

meeting and the security of electronic communications as indicated by the Board in the Notice of Meeting and on the Company's website.

The right to attend and vote using remote or electronic means, votes cast at the Shareholder Information Office or any other means of remote communication permitted in future must conform to any such statutory requirements as may be laid down and to the formalities and procedures directed by these Rules and Regulations.

When the shareholder have cast their vote by electronic means, the Company must send them an electronic confirmation of the receipt of their vote. Likewise, within one month from the date of the General Meeting, the shareholder or their representative and the beneficial owner may request confirmation that the votes corresponding to their shares have been correctly recorded and counted by the Company, unless they already have this information. The Company must send this confirmation within the period established in the applicable regulations.

11.3.- VALIDITY OF VOTES

A) Voting by personal attendance at the General Meeting

To exercise their voting rights, a shareholder present at the General Shareholders' Meeting in person must, in addition to producing proof of identity in accordance with Article 9 of these Rules and Regulations, identify themselves as follows:

- If they are a natural person, they shall present a national identity card or passport.
- If the shareholder is a legal person, the natural-person representative attending and voting on its behalf shall present their national identity card or passport and a document proving their power of attorney.

If the Board of Directors decides to exercise the right to attend and vote using telematic means, it shall indicate in the call to meeting and on the Company's website the form of accreditation of the shareholder or proxy, and the deadline, form and manner of exercising the right to vote.

B) Votes cast by remote communication systems prior to the General Meeting.

In order for the vote cast prior to the General Meeting by any of the remote communication systems to be valid, it must be received by the Company at the Shareholder Information Office between the date of the call to the General Shareholders' Meeting and no later than twenty-four hours prior to the date and time scheduled for the meeting on first call, without prejudice to the possibility of the Board of Directors agreeing to a shorter period.

It is up to the shareholder who uses these means to prove that he has notified the Company in the due time and manner.

Votes cast by postal correspondence shall be valid provided that the shareholder sends the Company, in a sealed envelope, the attendance and voting card clearly indicating the identity of the shareholder, the number of shares held, the likely vote on each of the items on the Agenda, as well as his or her signature and a copy of the national identity card or passport, if the shareholder is an individual, and also a document legally accrediting the proxy, if the shareholder is a legal person.

If the shareholder casts his vote by electronic or telematic means, it shall be valid when he states, by means of the corresponding electronic certificate of attendance and vote, his identity by means of a recognised electronic signature or any other electronic means that provide adequate guarantees of authenticity and identification of the shareholder exercising his right to vote, as well as the number of shares he holds and the likely vote on each of the items on the Agenda.

If Shareholders decide to cast their vote in person or by proxy at the Shareholder Information Office, they shall submit an attendance and voting card clearly stating the Shareholder's identity, the number of shares held and the likely vote on each item on the Agenda, bearing their written signature. They shall also submit their national identity card or passport, if the Shareholder is a natural person, and if applicable, a document legally accrediting the proxy.

11.4.- Shareholders that attend or cast their votes remotely shall for the purposes of constitution of any General Meeting count as being present.

11.5.- A vote cast by remote means may be invalidated only if:

- a) It is later expressly revoked by the same means used for originally casting the vote, within the time limit established for this.
- b) By personal attendance at the meeting of the shareholder who issued it.

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.

14.- ATTENDANCE AND SPEECHES BY OTHERS

The Chairperson of the Audit and Compliance Committee of Enagás, representing the Committee, shall be present at the General Shareholders' Meeting and willing to answer any questions raised by shareholders on matters of their competence.

The Meeting must be attended by the Company's external auditor, previously convened for this purpose by the Board of Directors. The Auditor shall intervene whenever the Chairperson deems it appropriate to clarify matters relating to its performance as the Company's external auditor.

In accordance with Article 203 of the Corporate Enterprises Act, the Board of Directors shall request the attendance of a Notary at the General Shareholders' Meeting in order to take the minutes whenever their attendance is deemed appropriate, and is under obligation to do so when required by at least one per cent

of the share capital five days prior to the scheduled date. Likewise, in the event that the General Meeting of the Company is held exclusively online in accordance with the provisions of Articles 9 of these Regulations and 27 bis of the Articles of Association, the Minutes of the meeting must be drawn up by a Notary Public.

The Company's Senior Management shall be required to attend the General Shareholders' Meeting.

Other persons may attend the General Shareholders' Meeting if the Chairperson so decides.

7.3. Amendment of Article 16 ("Publicity") of the Rules and Regulations of General Shareholders' Meetings.

It is proposed to replace the reference to "*material events*" provided for in letter l) of section 16.2 with "*disclosures of inside information and other relevant information*", in accordance with the provisions of current articles 226 and 227 of the Securities Market Act and with the procedure for disclosure of information from issuers enabled by the CNMV since February 8, 2020.

It is therefore proposed to amend Article 16 ("Publicity") to read as follows:

16.- PUBLICITY

16.1.- Independently of other publicity measures required legally or by regulations for each case, shareholders may see the resolutions adopted by the General Meeting and the results of the votes via the Company's website, on which the full text will be published within five days of the end of the General Meeting.

16.2.- Likewise, the following content should also be published on the company's website:

- a. The Articles of Association.
- b. The Rules and Regulations of the General Meeting.
- c. The Rules and Regulations of the Board of Directors and, if applicable, the Rules and Regulations of Board Committees.
- d. The Annual Report and Internal Code of Conduct.
- e. Corporate Governance Reports.
- f. The Annual Reports on Directors' Remuneration.
- g. The documents relating to ordinary and extraordinary General Meetings, specifying agendas, proposals advanced by the Board, and any significant information that shareholders may need to cast their votes, within the time limit set by the CNMV, the Spanish securities market regulator.

- h. Information on the proceedings of previously held General Meetings, and, in particular, on the composition of the General Meeting when constituted and the resolutions adopted, stating the number of votes cast for and against each motion on the agenda, within the time limit set by the CNMV.
- i. Channels of communication in place as between the Company and shareholders, and, in particular, appropriate guidance for exercising shareholders' rights to information, indicating the postal and electronic addresses to which shareholders may write.
- j. The channels and procedures for granting proxies for General Meetings in accordance with the specifications laid down by the CNMV.
- k. The channels on procedures for casting votes remotely, in accordance with the rules implementing the appropriate system, including, as applicable, any forms required to prove remote attendance and voting at a General Meeting.
- l. Disclosures of inside information and other relevant information.
- m. Electronic shareholders forum in the terms governed by corresponding regulations.
- n. The average payment period to suppliers. Where the average payment period to suppliers exceeds the statutory limit stipulated in the legislation governing late payments, the company must disclose the measures to be adopted in the subsequent reporting period to reduce the period to below the legal maximum.

16.3.- In addition, registrable resolutions shall be filed at the Companies Registry, and submitted for publication in the Official Gazette of the Companies Registry.

16.6.- The Company shall endeavour to ensure that all information posted on the website is duly updated and that its content is consistent with that of the documents filed and deposited with the appropriate public registers.

RESOLUTION 8

To delegate to the Board of Directors, with express replacement powers, the power to resolve issuing, one or more times, any fixed-income securities or analogous simple or secured debt instruments for a maximum of five billion euros (€5,000,000,000).

Article 16 of the Articles of Association states that the General Shareholder's Meeting's responsibility to issue simple bonds or bonds convertible into shares, as well as other marketable securities, that recognise or create debt, subject to prevailing legislation. However, the General Shareholders' Meeting, in the legally provided terms, may delegate this faculty to the Board of Directors and, if applicable, agree to the exclusion of pre-emptive subscription rights. The Board of Directors may make use of the aforementioned delegation one or various times for a maximum of

five years. They may also be authorised by the General Shareholders' Meeting to determine when the issue should be made and to establish those conditions not provided for in the General Shareholders' Meeting resolution. In the issue of bonds convertible into shares, the shareholders of the Company will have the right to preemptive subscription of the convertible bonds, without prejudice to the possibility that said right might be excluded in the cases and under the requisites established in prevailing legislation. The securities issues that Enagás affiliates make may be guaranteed by the Company.

The General Shareholders' Meeting on March 18, 2016 authorised the Board of Directors to issue bonds or other fixed income instruments, convertible or not convertible into shares of the Company and/or exchanged for shares in the Company or in other companies, for the total amount of six billion euros (€6,000,000,000) within a five year period starting from the date of the resolution; to set the bases and terms for the share conversion or exchange and for any required capital increase. This resolution will soon expire.

Article 406 of the Consolidated Text of the Corporate Enterprises Act sets out that, unless otherwise provided for in the Articles of Association (i) the governing body shall be competent to resolve on the issue and admission to trading of bonds, as well as to resolve on the granting of guarantees for the issue of bonds; and (ii) the general meeting of shareholders shall be competent to resolve on the issue of bonds convertible into shares or bonds that grant bondholders a share in the company's guarantees.

However, the Board of Directors has the option of proposing the amendment of Article 16 of the Articles of Association to bring it into line with the current wording of Article 406 of the Consolidated Text of the Corporate Enterprises Act, attributing the power to issue bonds to the Board of Directors instead of the General Meeting, with the General Meeting being, in any case, the competent body to resolve to issue bonds convertible into shares. Nevertheless, the Board believes that, despite this being a legal option, the good corporate practice is to maintain the Shareholders' Meeting's powers as until now to resolve on the issuance of all types of debentures, without prejudice to delegating this power to the Board of Directors.

The Board will submit to the Shareholders' Meeting, as separate items on the Agenda, the proposed delegations of powers to the Board to issue both non-convertible and convertible debentures or other debt securities, for a five-year period in both cases.

By way of attachment to these proposed resolutions and forming an integral part of them, the Board of Directors' report justifying this proposal is included.

Therefore, in relation to the issues of bonds or any other fixed-income securities or debt instruments of a similar nature, simple or guaranteed non-convertible, which are the object of this item 8 of the Agenda.

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

To delegate to the Board of Directors, with express replacement powers, subject to the provisions of Articles 401 and subsequent of the Spanish Corporate Enterprises Act and Article 319 of the Companies Registry Regulations, the power to resolve issuing any fixed-income securities or analogous debt instruments in accordance with the following terms and conditions:

1. Securities addressed by the issuance

The negotiable securities referred to in this delegation may be bonds, notes and other fixed-income securities or debt instruments of a similar nature in any form permitted by law. Likewise, this delegation of power can also be used to issue promissory notes, preference shares and other similar securities, with or without this name ("**Securities**"). The delegation includes the power to establish and/or renew programmes for the continuous or open issue of bonds, notes, promissory notes, *European Commercial Paper*, *Euro Medium Term Notes* and any other fixed-income securities of a similar nature, under this or any other name.

2. Term

The Securities can be issued one or more times, at any time, within five (5) years of the date of adopting this resolution, at the end of which period, the powers shall expire in respect of the unexercised portion.

3. Maximum amount for the delegation of power

The aggregate maximum amount of the Securities issued under this delegation of power cannot exceed the overall amount of five billion euros (€5,000,000,000) or the equivalent in another currency. For clarification purposes, the outstanding balance of the Securities issued at any given time shall be taken into account for the purposes of calculating the above limit. Likewise, for the purposes of calculating the amount of the issue subject to delegation, the amount of the fixed-income issues outstanding on the date of approval of this resolution shall not be taken into account.

4. Scope of the delegation of power

The Board of Directors will determine the terms and conditions of each issuance, including, but not limited to:

- a) The amount (while respecting the applicable quantitative limits).
- b) The place of issue (Spain or elsewhere) and the currency; if this is outside Spain, its equivalent in euros.
- c) The type of security and the denomination, whether notes or bonds -including subordinated bonds-, promissory notes or other fixed-income securities of a similar nature, or any other type permitted by law.
- d) The issuance date(s).
- e) The number of securities and their nominal value.
- f) The interest rate, dates and procedures for paying the coupon, including the possibility of remuneration linked to the Company share price or any other indices or parameters.
- g) Their perpetual or redeemable nature and, in the latter case, the deadline and types of redemption and maturity date(s).
- h) The anti-dilution mechanisms and clauses, where applicable.
- i) The priority system or the subordination clauses, where applicable.
- j) The type of reimbursement, premiums and batches.

- k) The guarantees for the issuance, where applicable.
- l) The type of representation, through certificates or book entries or any other allowed by law.
- m) The system for subscribing to the securities.
- n) The applicable legislation.
- o) Where applicable, the designation of the Trustee and approval of the fundamental rules governing the legal relations between the Company and the syndicate of holders of the securities issued.
- p) Regarding the commercial paper, the total maximum amount of the programme(s), the maximum and minimum nominal amounts of the commercial paper to be issued, the issuance and award procedure or system and, in general, any other factors or terms and conditions of the issuers or programmes, including any subsequent changes.
- q) The necessary formalities, in accordance with the applicable securities market regulations, to execute the specific issuances resolved subject to this delegation of powers.

The delegation also includes the grant to the Board of Directors of the power, in each case, to decide the conditions for repayment of the fixed-income securities issued pursuant to this authorisation, and the power to use, to the extent applicable, the means of withdrawal referred to in Article 430 of the LSC or any other means applicable. In addition, the Board of Directors is authorised, whenever it deems appropriate, and subject to the necessary official authorisations and, where appropriate, the approval of the Meetings of the respective Syndicates or bodies representing the holders of the securities, to amend the conditions of the securities issued, as well as the repayment of the fixed-income securities issued and the maturity thereof, as well as the interest rate, if any, of those included in each of the issuances made pursuant to this authorisation.

5. *Guaranteeing the securities issued by the subsidiaries*

The Board of Directors is also empowered, for five (5) years, to guarantee, in the name of the Company, within the aforementioned limits, the new securities which may be issued by the Company's subsidiaries during the valid period of this resolution.

6. *Listing*

The Board of Directors has been delegated the power to request listing on regulated or non-regulated markets, official or non-official secondary markets, organised or non-organised, domestic or foreign multilateral trading facilities, of the securities issued within this delegation of power. The Board of Directors, with express authorisation to be replaced by the Board Chairperson, the CEO and the Secretary, is empowered to carry out the necessary formalities and actions at the competent bodies of the Spanish or foreign stock markets for listing the securities. Where applicable, the request to delist the securities issued by the Company while exercising this resolution is also authorised under the same terms. In any case, the delisting will be made in accordance with the prevailing legal regulations.

7. Delegation of powers

Without prejudice to the delegation of the specific powers included in the preceding sections (which must be understood as having been granted with express powers to be replaced on the bodies and by the persons detailed herein), the Board of Directors is empowered, with the broadest powers as possible in law and with the express powers to be replaced by the Board members deemed fit, including the Board Secretary, or a third party when so resolved so that any of them, indistinctly and with a sole signature, can request any authorisations and adopt any resolutions that are necessary or appropriate for complying with the prevailing legal regulations, executing and carrying out this resolution, including performing any formalities and signing any public or private documents, agency contracts, placement, insurance, calculation and other necessary items for issuing these types of securities, as well as information brochures or equivalent documents that may be necessary while using the delegation of power addressed by this resolution.

With the approval of this resolution, the authorisation granted to the Board of Directors approved as item ten on the Agenda of the General Shareholders' Meeting on March 18, 2016 has been rendered null and void in its unused portion.

RESOLUTION 9

To delegate to the Board of Directors, for a maximum of five years and with express replacement powers, the power to resolve issuing, one or more times, any fixed-income securities or analogous convertible debt instruments or those which give the right to subscribe to Company shares or which can be exchanged or give the right to buy shares of the Company or of other companies, for a maximum of one billion euros (€1,000,000,000); and to increase share capital by the necessary amount and exclude, where applicable, the pre-emptive subscription right up to a limit of 10% of share capital at the time of this delegation of powers.

For the reasons stated in the proposed resolution regarding the preceding item on the Agenda, the Shareholders' Meeting is requested to delegate to the Board the power to issue debentures or other securities convertible into shares. The delegation of powers is made for a maximum of five years and is expressly conditional upon the fact that the total of the capital increases resolved by the Board of Directors, including the powers now delegated resolved during the year and those which may be made in accordance with other Shareholders' Meeting's authorisations, does not exceed the limit of half of the current share capital envisaged in Article 297.1 b) in fine of the Spanish Corporate Enterprises Act, or 10% of that total share capital in the event that the issuance of convertible securities excludes the shareholders' pre-emptive subscription rights. With this limitation, the proposal goes beyond the provisions of Recommendation 5 of the CNMV's Good Governance Code for Listed Companies, as well as Law 5/2021, of April 12, which amends the consolidated text of the Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010, of July 2, and other financial regulations, with regard to the promotion of long-term shareholder engagement in listed companies, which establish that the limit for capital increases carried out with the exclusion of pre-emptive subscription rights shall not exceed 20% of the share capital.

By way of attachment to these proposed resolutions and forming an integral part of them, the Board of Directors' report justifying this proposal is included.

Accordingly,

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

To delegate to the Board of Directors, with express replacement powers, subject to the provisions of Articles 297.1.b), 401 and subsequent, 417 and 511 of the Spanish Corporate Enterprises Act and Article 319 of the Companies Registry Regulations, the power to issue marketable securities in accordance with the following terms and conditions:

1. Securities addressed by the issuance

The securities referred to in this delegation of powers include debentures, bonds exchangeable for shares of the Company or of other companies that may or may not belong to its Group, and/or those convertible into Company shares, and other fixed-income securities or analogous debt instruments in the form allowed by law, including, but not limited to, covered bonds, promissory notes, preference shares and warrants or other analogous securities which may directly or indirectly give the right to subscribe or acquire shares of the Company or of other companies that may or may not belong to its Group.

2. Term

The securities can be issued one or more times, at any time, within five (5) years of the date of adopting this resolution.

3. Maximum amount for the delegation of power

The total maximum amount of the securities issued cannot exceed the amount of one billion euros (€1,000,000,000) or the equivalent in another currency. To calculate the aforementioned limit, the issuances made subject to the delegation of power included in Item 6 of the Agenda will not be calculated for such purposes. Regarding the warrants, the sum of the premiums and exercise prices which are resolved subject to this delegation of powers will be taken into account.

4. Scope of the delegation of power

The Board of Directors will be responsible for determining the terms and conditions for each issue, including but not limited to:

- a) The amount (while respecting the applicable quantitative limits).
- b) The place of issue (Spain or abroad) and the currency; if this is outside Spain, its equivalent in euros.
- c) The type of securities and their name, whether bonds or debentures - including subordinated or other fixed-income securities of a similar nature - or any other type permitted by law, which may be partially or fully exchangeable (in the latter case, they must necessarily and/or voluntarily be optional by the holder and/or issuer) for outstanding shares or other pre-existing securities of other companies, or include call option rights.
- d) The issuance date(s).
- e) The number of securities and their nominal value, which cannot be lower than the nominal of the shares.

- f) The interest rate, dates and procedures for paying the coupon, including the possibility of remuneration linked to the Company share price or any other indices or parameters.
- g) Their perpetual or redeemable nature and, in the latter case, the deadline and types of redemption and maturity date(s).
- h) Their convertible and/or exchangeable nature, and the possibility of making the conversion or exchange, or partially or fully redeeming the issue in cash at any time.
- i) The anti-dilution mechanisms and clauses.
- j) The priority system and the subordination clauses, where applicable.
- k) The type of reimbursement, premiums and batches.
- l) The guarantees for the issuance, where applicable.
- m) The type of representation, through certificates or book entries or any other allowed by law.
- n) The system for exercising or excluding the pre-emptive subscription rights regarding the shareholders and, in general, the system for subscribing and paying out the securities.
- o) The system envisaged for when the issue is not fully subscribed.
- p) The applicable legislation.
- q) The necessary formalities, in accordance with the applicable securities market regulations, to execute the specific issuances resolved subject to this delegation of powers.
- r) Where applicable, the designation of the Trustee and approval of the fundamental rules governing the legal relations between the Company and the syndicate of holders of the securities issued.

The delegation also includes the grant to the Board of Directors of the power, in each case, to decide the conditions for repayment of the fixed-income securities issued pursuant to this authorisation, and the power to use, to the extent applicable, the means of withdrawal referred to in Article 430 of the LSC or any other means applicable. In addition, the Board of Directors is authorised, whenever it deems appropriate, and subject to the necessary official authorisations and, where appropriate, the approval of the Meetings of the respective Syndicates or bodies representing the holders of the securities, to amend the conditions for repayment of the fixed-income securities issued and the maturity thereof, as well as the interest rate, if any, of those included in each of the issuances made pursuant to this authorisation.

5. Bases and types of conversions

The following criteria are established for the fixed-income securities convertible into Company shares made in accordance with the preceding sections and for the purposes of determining the bases and types of conversions:

- i) The securities issued subject to this resolution can be partially or fully convertible into and/or exchangeable for newly issued shares of the Company or exchangeable

for shares in circulation of the Company, ordinary or other types of shares, in accordance with a fixed (determined or determinable) or variable conversion and/or exchange ratio, and the Board of Directors can decide whether or not they are necessarily or voluntarily convertible and/or exchangeable; if voluntary, this will depend on the holders or on the Company, with the frequency and during the period established in the issuance resolution and it cannot exceed thirty (30) years from the corresponding issue date. The Board of Directors can establish that the Company reserves the right to choose, at any time, either the conversion into newly issued Company shares or the delivery of existing Company shares, specifying the nature of the shares to be delivered when making the conversion; it can even deliver a combination of newly issued and existing Company shares, always respecting equal treatment between the holders of the securities that are converted on the same date. The Company can also choose to pay a cash amount to replace its obligation to partially or fully deliver shares.

(ii) If the ratio of the conversion into and/or exchange for Company shares is fixed, the convertible and/or exchangeable debentures or bonds will be valued at their nominal amount and the shares at the fixed exchange rate determined in the Board of Directors' resolution, or at the exchange rate determinable on the date(s) stated in the Board's resolution, and based on the Company share price on the date(s) or period(s) used as the reference for the resolution. In any case, the share price cannot be lower than the arithmetic mean for the closing price, the weighted average price or another share price reference in the electronic market during the period to be determined by the Board of Directors, which cannot be more than three (3) months or less than three (3) days before (i) the date of the Board meeting that uses this delegation of power to approve the securities issuance, or (ii) a specific date between the issuance announcement and the payment of the securities by the subscribers (both inclusive). Likewise, a premium or, where applicable, a discount can be established on that share price although, if a discount is established, it cannot be more than 25% of the share price used as the reference in accordance with that envisaged.

(iii) The debentures or bonds can be issued with a variable conversion and/or exchangeable ratio. In this case, the share price for the purpose of the conversion and/or exchange will be the arithmetic mean for the closing price, the weighted average price or another share price reference in the electronic market during the period to be determined by the Board of Directors, which cannot be more than three (3) months or less than three (3) days before the conversion and/or exchange date, with a premium or, where applicable, a discount on the share price. The premium or discount can be different for each issue's conversion and/or exchange date (or, where applicable, for each tranche) although, if a discount is established on the share price, it cannot be more than 25%. Notwithstanding the foregoing, within the terms decided by the Board, a minimum and/or maximum reference share price can be established as the limits for the conversion and/or exchange.

(iv) When the conversion is made, the fractions of a share which have to be delivered to the securities holder will be rounded off in the way determined by the Board of Directors and each holder can receive, if the Board establishes this, in the event that the rounding off is by default, the difference in cash if this occurs.

(v) Regarding the conversion ratio of the debentures into shares, the share value cannot be lower than its nominal amount in any case. Likewise, in accordance with the provisions of Article 415 of the Spanish Corporate Enterprises Act, the debentures whose nominal amount is lower than that of the shares cannot be converted into shares.

(vi) When approving the issuance of convertible and/or exchangeable debentures or bonds subject to the authorisation included in this resolution, the Board of Directors

will issue a report which states and specifies, based on the aforementioned criteria, the bases and types of conversions that are specifically applicable to the stated issuance. This report will also include the auditor's report referred to in Article 414.2 of the Spanish Corporate Enterprises Act.

The Board of Directors is delegated the power to develop and specify the bases and types of the aforementioned conversions and/or exchanges and, in particular, to determine the moment of the conversion and/or exchange, which can be limited to a period established in advance, those entitled to convert and/or exchange, which can be the Company itself or the holders of the debentures and/or bonds, the way in which the debenture holders will be paid (which can be through conversion, exchange, delivery of the cash amount or a combination of any of them or even a mandatory conversion, for which the Board will be free to choose the most appropriate method, even at the time of executing this) and, in general, any other factors or conditions which are necessary or appropriate for each issuance.

6. Bases and types of warrants and other analogous securities

The following criteria are established for warrants issues:

(i) Regarding warrants issues, which will be governed by analogy by the provisions of the Spanish Corporate Enterprises Act applicable to the convertible debentures and to the determination of the bases and types of their exercise, the Board of Directors is empowered to determine, in the broadest terms, the criteria applicable to exercising the rights to subscribe or acquire the shares of the Company or of another that may or may not belong to its Group, or to a combination of any of them, arising from these types of securities that are issued subject to this delegation of power; in relation to such issuances, the criteria established in section 5 above will be applicable, with the necessary adaptations so that they can be compatible with the legal and financial system for these types of securities.

(ii) The aforementioned criteria will be applied *mutatis mutandi* and insofar as they are applicable, in relation to the issue of fixed-income securities (or warrants) exchangeable for shares of other companies.

7. Capital increase

The Board of Directors is delegated the power to increase capital by issuing new ordinary shares with the necessary amount to deal with the requests for converting the convertible securities issued subject to this resolution. This delegation of powers is conditional upon the fact that the total of the capital increases resolved by the Board of Directors, including the powers now delegated resolved during the year and those which may be made in accordance with other General Shareholders' Meeting's authorisations, does not exceed the limit of half of the current share capital envisaged in Article 297.1 b) in fine of the Corporate Enterprises Act, or 10% of that total share capital in the event that the issuance of convertible securities excludes the shareholders' pre-emptive subscription rights. This authorisation to increase capital includes the power to issue and put into circulation, one or more times, the shares representing it which are necessary for carrying out the conversion, and to give new wording to the article of the Articles of Association regarding the capital amount and, where applicable, to annul the part of the capital increase that is not necessary for the conversion into shares.

8. Exclusion of pre-emptive subscription rights

Subject to Articles 417 and 511 of the Spanish Corporate Enterprises Act, the Board of Directors is expressly delegated the power to partially or fully exclude the shareholders' pre-emptive subscription rights in the issuances of convertible

debenture or bonds, warrants and other similar securities which may be resolved under this authorisation, when this is deemed necessary or appropriate for the Company's interests. In any case, if the power to exclude the pre-emptive subscription rights is exercised, the Board will issue, when approving the issuance and in accordance with the applicable regulations, a report detailing the specific reasons in the Company's interests to justify this measure, which will also be addressed in the correlative report issued by an independent expert in accordance with the provisions of Articles 414.2, 417.2 and 511 of the Spanish Corporate Enterprises Act.

9. Listing

The Board of Directors has been delegated the power to request listing on regulated or non-regulated markets, official or non-official secondary markets, organised or non-organised, domestic or foreign multilateral trading facilities, of the securities issued within this delegation of power. The Board of Directors, with express authorisation to be replaced by the Board Chairperson, the CEO and the Secretary, is empowered to carry out the necessary formalities and actions at the competent bodies of the Spanish or foreign stock markets for listing the securities.

It is hereby expressly stated that, where the securities are subsequently requested to be delisted, this shall take place with the same applicable formalities as the request for their listing, and, in such case, the interests of shareholders and debenture holders who opposed or did not vote for the resolution shall be guaranteed in accordance with existing legislation. Likewise, the Company expressly declares that it is subject to the regulations that exist or may be introduced in the future regarding the stock exchanges or markets where the securities issued under this delegation are to be traded and, in particular, regarding trading, permanence and exclusion from trading.

10. Guarantee of the convertible and/or exchangeable fixed-income securities or warrants issued by Group companies.

The Board of Directors is also empowered to guarantee, in the name of the Company, within the aforementioned limits, the new convertible and/or exchangeable fixed-income securities or warrants which may be issued by the subsidiaries during the valid period of this resolution.

11. Power to delegate and replace powers, and grant powers

Without prejudice to the delegation of the specific powers included in the preceding sections (which must be understood as having been granted with express powers to be replaced on the bodies and by the persons detailed herein), the Board of Directors is empowered, with the broadest powers as possible in law and with the express powers to be replaced by the Board members deemed fit, including the Board Secretary, or a third party when so resolved so that any of them, indistinctly and with a sole signature, can request any authorisations and adopt any resolutions that are necessary or appropriate for complying with the prevailing legal regulations, executing and carrying out this resolution, including performing any formalities and signing any public or private documents, agency contracts, placement, insurance, calculation and other necessary items for issuing these types of securities, as well as information brochures or equivalent documents that may be necessary while using the delegation of power addressed by this resolution.

12. Directors' report

In accordance with Articles 286, 297.1.b) and 511 of the Spanish Corporate Enterprises Act, the Board of Directors has made the report justifying this proposed resolution available to the shareholders.

With the approval of this resolution, the authorisation granted to the Board of Directors approved as Item '11 on the Agenda of the General Shareholders Meeting on March 18, 2016 has been rendered null and void."

RESOLUTION 10

To approve, for the purposes of Article 529 novodecies of the Corporate Enterprises Act, the Directors' Remuneration Policy for the 2022, 2023 and 2024 financial years.

Article 529 novodecies of the Corporate Enterprises Act stipulates that the policy for Directors' remuneration shall be as per the remuneration system provided for in the 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 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 March 29, 2019 approved the Director's Remuneration Policy for the 2019-2021 period, as Item 7 of its Agenda, with a percentage of votes in favour of 85.78%. The Policy included a Long-Term Incentive for the same period that, voted on separately as item 8 of the Agenda, was approved with 86.88% of votes in favour. This policy was amended at the Shareholders' Meeting held on June 30, 2020, with a percentage of votes in favour of 87.60%, to adapt the maximum annual limit on directors' remuneration in their capacity as directors to the new number of directors and the new number of committee members.

Law 5/2021, of April 12, which amends the consolidated text of the Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010, of July 2, and other financial regulations, with regard to the promotion of long-term shareholder engagement in listed companies, establishes that the proposed new policy must be submitted for approval by the board before the end of the last year of application of the previous policy, and also incorporates the obligation to adjust the remuneration policy to the modifications introduced by this new legal text at the first meeting held six months after its entry into force. The Board therefore submits to the Meeting for binding approval the Directors' remuneration policy for the financial years 2022, 2023 and 2024 ("Directors' Remuneration Policy" or the "Policy").

The Policy has been proposed to the Board by the Sustainability, Appointments and Remuneration Committee, which dedicated specific meetings to this Policy on January 7, January 13, January 22, February 3, February 18, February 22 and April 16. The Committee approved the proposal at its meeting on April 15, 2021, in accordance

with the provisions of Article 529 quidecies of the Spanish Corporate Enterprises Act and Article 45 of the Articles of Association.

The CSNR 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 CSNR 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 CSNR also relied on the firm Garrigues, which advised on the legal and tax aspects referred to in this Policy.

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.

The Policy for the period 2022-2024 is intended to maintain things as they stand and therefore maintains the fundamental premises on which the previous policies for the 2016-2018 and 2019-2021 periods were based.

In particular, the Committee has also taken into account the previous Remuneration Policy and Long-Term Incentive, which were widely accepted by shareholders at the General Shareholders' Meeting on March 18, 2016 and March 29, 2019, and now proposes to this General Meeting a continuation of the Policy of Remunerations and Long-term Incentive with respect to those of 2016 and 2019. Technical improvements have been introduced that, to a large extent, seek to capture the concerns of international institutional investors and their proxy advisors with whom the Company maintains a policy of continuous engagement, given the broad percentage that this represents on the company's shareholding body.

For the purposes envisaged in Article 529 septedecies of the Spanish Corporate Enterprises Act, 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 during the years in which the policy is applied, and the possible variation thereof during the period. Likewise, for the purposes envisaged in Article 529 octodecies of the Corporate Enterprises Act, the Policy submitted for approval by the General Meeting includes, regarding the directors with executive functions, the amount of the fixed annual remuneration and the possible variation therein in the period, the different parameters for setting the variable components and the main conditions of directors' contracts and, in particular, the length of their contracts, compensation for early removal or termination of the contractual relationship, and exclusivity, post-contractual non-competition and seniority or loyalty arrangements.

From the quantitative point of view, the prudence criterion that was used in the definition of the previous policy was also applied in its implementation. An example of prudent implementation is the fact that, while there was a 10% cap on annual salary increases for Executive Directors, the CSNR and the Board did not make any salary changes for this group in any of the three years of implementation of the policy (2019, 2020 and 2021).

In this sense, the 2022-2024 Policy also includes the criterion of prudence as one of the main bases used in its definition.

With regard to remuneration of the Executive Directors for the performance of their duties, the fixed remuneration for 2021 will remain unchanged with respect to that established for 2020. This amount would be maintained during the term of this Remuneration Policy (2022-2024). However, the Board of Directors may, at the proposal and following a reasoned report from the CSNR, agree specific variations in the fixed remuneration of the Executive Directors during the period of validity of this Policy, provided that they are duly justified on the basis of the criteria already defined. These potential variations associated with each year in which the Policy is in force may not exceed 10% of the fixed annual remuneration for the Executive Chairman and the Chief Executive Officer.

In addition, an attempt will be made to adapt the potential variations that are carried out, adjusting the relativity of the remuneration of the Executive Chairman and Chief Executive Officer to 55%. These increases in remuneration shall be duly broken down in the Annual Directors' Remuneration Report, which is submitted annually to an advisory vote by the General Shareholders' Meeting.

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 "Directors' Remuneration Policy for 2022, 2023 and 2024" 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 thereof, the company made available to shareholders: (i) the Directors' Remuneration Policy for 2022, 2023 and 2024 that is submitted for approval by the General Shareholders' Meeting as item ten on the Agenda for the purposes of Article 529 novodecies of the Spanish Corporate Enterprises Act and Article 36 of the Articles of Association, and (ii) the report from the Sustainability, Appointments and Remuneration Committee regarding that policy.

Therefore, the following proposed resolution is laid before the Ordinary General 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 Directors' remuneration policy for 2022, 2023 and 2024."

RESOLUTION 11

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 a 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 policy for Directors' remuneration 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 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 General Shareholders' Meeting held on March 29, 2019 approved the "Directors' Remuneration Policy for 2019, 2020 and 2021", including a long-term incentive plan which was also approved by the same Shareholders' Meeting. This policy was amended at the Meeting held on June 30, 2020 to adapt the maximum annual limit on directors' remuneration in their capacity as directors to the new number of directors and the new number of committee members. The Annual Directors' Remuneration Report which is now put forward for the advisory vote refers to the aforementioned Policy approved by the Board.

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.

Accordingly,

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

RESOLUTION 12

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, to bring them into line with the partial review of the Good Governance Code of Listed Companies of the CNMV of June 26, 2020.

Pursuant to Article 528 of the Consolidated Text of the Corporate Enterprises Act, on convening the Ordinary General 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 21, 2020 at the proposal of the Audit and Compliance Committee and the Sustainability, Appointments and Remuneration Committee.

On June 26, 2020, the Spanish National Securities Market Commission ("CNMV") approved the partial revision of the Good Governance Code of Listed Companies, which updates and adapts various recommendations of the Code to various legal amendments approved since its publication and clarifies the scope of others. It also introduces new aspects in relation to, inter alia, diversity on Boards of Directors, economic-financial, non-financial and corporate information, non-financial risks and sustainability in environmental and social matters.

In line with this, CNMV Circular 1/2020 of October 6 was approved, amending the models of the Annual Corporate Governance Report and the Annual Report on Directors' Remuneration, whose transitional provision establishes that, at the close of the 2020 financial year, the texts and corporate policies must be adapted to the partial reform of the Good Governance Code of Listed Companies in order to comply with the amended recommendations in the Annual Corporate Governance Report for 2020.

Based on the foregoing, the "Regulations of the Board of Directors, Regulations of the Organisation and Functioning of the Board of Directors of Enagás, S.A." were amended to adapt them to the amended recommendations of the Good Governance Code, without prejudice to the incorporation of certain technical or coordination details.

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 13

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 Meeting. The power to rectify shall include the power to make any required or advisable modifications, amendments and additions arising from any objections or remarks made by the regulatory bodies of securities markets, stock exchanges, the Companies Register or any other public authority with powers relating to the resolutions adopted.
- Two.- To delegate indistinctly to the Chairman of the Board of Directors, Mr Antonio Llardén Carratalá, and the Secretary, Mr Rafael Piqueras Bautista, and to each of the Board members, the powers required formally to draw up the resolutions adopted by the General 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 April 19, 2021.

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