



**REPORT OF ENAGÁS, S.A.'S BOARD OF DIRECTORS  
JUSTIFYING THE PROPOSED AMENDMENT TO THE  
RULES AND REGULATIONS OF THE GENERAL  
SHAREHOLDERS' MEETING SUBMITTED TO THE  
ORDINARY GENERAL SHAREHOLDERS' MEETING  
FOR APPROVAL AS ITEM 7 ON THE AGENDA**

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



## **REPORT OF ENAGÁS, S.A.'S BOARD OF DIRECTORS JUSTIFYING THE PROPOSED AMENDMENT TO THE RULES AND REGULATIONS OF THE GENERAL SHAREHOLDERS' MEETING SUBMITTED TO THE ORDINARY GENERAL SHAREHOLDERS' MEETING FOR APPROVAL AS ITEM 7 ON THE AGENDA**

### **1. INTRODUCTION AND PURPOSE OF THE REPORT**

On April 25, 2022, Enagás, S.A. ("**Enagás**" or the "**Company**") informed the market through a Communication of Other Relevant Information about the separation of the Sustainability, Appointments and Remuneration Committee into two separate Committees, a Remuneration Committee and a Sustainability and Appointments Committee, in accordance with best corporate governance practices and, in particular, in accordance with Recommendation 48 of the Good Governance Code ("**CBG**"). Consequently, the Board of Directors has considered it appropriate to propose to the General Meeting that the Articles of Association be amended to expressly include the existence of these Committees.

In coordination with the aforementioned amendment to the Articles of Association, the Enagás Board of Directors has agreed to submit the approval of the amendment to article 5 ("Convening the general meeting") of the Regulations of the General Shareholders' Meeting to the Ordinary General Shareholders' Meeting called for March 29, 2023 on first call, and March 30, 2023 on second call, under item 7 of the agenda.

In accordance with the provisions of article 512 of the consolidated Text of the Corporate Enterprises Act, approved by Royal Decree 1/2010, of July 2, ("**LSC**"), the aforementioned proposed resolution to the General Shareholders' Meeting requires the preparation by the governing body of the following justifying report (the "**Report**"), as well as the drafting of the full text of the proposed amendment to the Rules and Regulations.

### **2. AMENDMENT OF ARTICLE 5 ("CONVENING THE GENERAL MEETING") IN COORDINATION WITH THE PROPOSAL FOR AMENDMENT OF THE ARTICLES OF ASSOCIATION**

It is proposed that section 5.2.2.d) of article 5 be amended to adapt the name of the Sustainability, Appointments and Remuneration Committee set out in the Regulations to the current name of the Committee: the "*Sustainability and Appointments Committee*", in coordination with the proposed amendment of article 45 of the Articles of Association and in accordance with the provisions of the current Rules and Regulations on the Board of Directors.

### **3. FULL TEXT OF THE PROPOSED AMENDMENT TO THE REGULATIONS**

If the amendment is approved by the General Shareholders' Meeting, the proposal will entail the amendment to Article 5 of the Rules and Regulations of the General Shareholders' Meeting, which shall hereinafter have the following literal wording:

#### **"5.- CONVENING THE GENERAL MEETING**



### **5.1.- POWER AND DUTY TO CALL A MEETING.**

*Calling the General Shareholders' Meeting, whether ordinary or extraordinary, is the responsibility of the Board of Directors, which shall draw up the agenda, including the items to be approved by the General Shareholders' Meeting.*

*The Board of Directors must call the General Shareholders' Meeting within six months of the Company's financial year-end.*

*The Board may call the General Shareholders' Meeting whenever it deems appropriate for the interests of the Company.*

*A General Shareholders' Meeting shall also be convened in other cases under the circumstances specified by the law. Without prejudice to the foregoing, the Board of Directors is under a duty to call an Extraordinary General Shareholders' Meeting upon the request of shareholders holding at least three per cent of share capital, who specify in their request the matters to be addressed. In this event, the General Shareholders' Meeting must be scheduled to be held on a date within two months following the day on which the request was received by the Board of Directors through a notary, and the matters that were the subject of the request must be included on the agenda.*

### **5.2.- ANNOUNCEMENT AND NOTICE OF THE CALL**

#### **5.2.1.- TIME AND FORM OF ANNOUNCEMENT**

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

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

*Shareholders who represent at least three per cent of share capital may request the publication of a supplement to the call notice for the Ordinary General Shareholders' Meeting that includes one or more items added to the agenda, provided that the new points are accompanied with their justification or, if applicable, a justified proposal for resolution. Under no circumstances may this right be exercised with respect to the notice of Extraordinary General Shareholders' Meetings. In order to exercise this right, shareholders must submit their request by means of a certified notification which must be received at the Company's registered office within the five days following the publication of the call notice.*



*The supplement to the notice must be published at least fifteen days prior to the date set for the meeting. Failure to publish the supplement to the notice within the legally established time frame shall be grounds on which to challenge the validity of the meeting.*

*Shareholders representing at least three per cent of share capital may, within the same period indicated in the preceding paragraph, submit reasoned proposals for resolutions on matters already included or to be included on the agenda of the meeting called. The Company shall ensure that these proposals for resolutions and any accompanying documentation are distributed to 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 the publication of the call notice, it shall be sent by the Company to the Spanish National Securities Market Commission and to the stock exchanges or other markets on which the Company's shares are listed, and the Company shall notify the entities associated with the corresponding system for registration, clearing and settlement of securities.*

*In addition to the aforementioned legal and regulatory requirements, in order to achieve the greatest dissemination and to allow shareholders sufficient time to request and obtain additional information concerning the items on the agenda, the Board of Directors shall endeavour to announce the call with greater notice than is legally required and that the announcement is published in a greater number of media than is legally required, unless this is not possible for reasons of urgency or other circumstances beyond its control. Similarly, the announcement may be repeated closer to the date as a 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 call notice shall state the name of the Company, the scheduled date and time for the meeting and the venue, as well as its agenda, listing all business to be transacted at the meeting, the position of the person or persons executing the call, the date by which shareholders must have their names registered to participate and vote at the General Shareholders' Meeting, the place where and format in which the complete text of the documents and proposed resolutions can be obtained, and the address of the Company's website where the information will be made available. It shall also state the date on which, if applicable, the General Shareholders' Meeting shall be held upon second call. There must be a difference of at least 24 hours between the first and second meeting times.*

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

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



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

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

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

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

**a)** *The convening notice.*

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

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

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

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

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

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

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

*In the case of merging or splitting the Company, the call notice must include the minimum content of the draft terms of merger or splitting as stipulated in Article 40 of Spanish Law 3/2009 governing the Structural Modifications of Companies and*



*mention the right to examine the documentation on the proposed transaction under the terms of Article 39 of Law 3/2009 governing the Structural Modifications of Companies.*

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

#### **4. APPENDIX**

In order to facilitate the comparison between the new wording of the article proposed to be amended and the current wording, the new wording of the article with the proposed amendment is included as an **Appendix** to this report for information purposes.

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And for all appropriate legal reasons, the Company’s Board of Directors prepares this report at its meeting held on February 20, 2023.

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



## **APPENDIX**

### **5.- CONVENING THE GENERAL MEETING**

#### **5.1.- POWER AND DUTY TO CALL A MEETING.**

Calling the General Shareholders' Meeting, whether ordinary or extraordinary, is the responsibility of the Board of Directors, which shall draw up the agenda, including the items to be approved by the General Shareholders' Meeting.

The Board of Directors must call the General Shareholders' Meeting within six months of the Company's financial year-end.

The Board may call the General Shareholders' Meeting whenever it deems appropriate for the interests of the Company.

A General Shareholders' Meeting shall also be convened in other cases under the circumstances specified by the law.

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.- ANNOUNCEMENT AND NOTICE OF THE CALL**

##### **5.2.1.- TIME AND FORM OF ANNOUNCEMENT**

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

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

Shareholders that represent at least 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 the publication of the call notice, it shall be sent by the Company to the Spanish National Securities Market Commission and to the stock exchanges or other markets on which the Company's shares are listed, and the Company shall notify the entities associated with the corresponding system for registration, clearing and settlement of securities.

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 accurate information on the formalities that shareholders must complete in order to take part and register their vote at the General Shareholders' Meeting, in particular the following points:





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

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

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

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

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

**a)** The convening notice.

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

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

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

**e)** In the case of appointment, ratification or re-election of members of the Board of Directors, the identity, curriculum vitae and category to which each belongs, along with the proposal, the Board's report in justification of the proposal containing an appraisal of the competence, experience and merits of the proposed candidate and the report of the Sustainability ~~and~~, Appointments ~~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 applicable, the rules for online attendance.

If a duly convened General Meeting fails to achieve quorum at the original date and time specified in the notice, and no provision was made in the notice for an adjourned meeting, the date and time of such adjourned meeting must be announced, subject to the same requirements of public disclosure as the original notice and the same



agenda, within fifteen days following the date of the frustrated meeting and ten days in advance of the date established for the adjourned meeting.

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

In addition to all the above, the call notice may contain any items deemed to be of interest to shareholders, such as whether the meeting is estimated to be held on first or second call, provision of transport, the Shareholders' Information Office, website, or any other aspect of interest.

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