

**Annual Activity Report**  
**Audit and Compliance  
Committee**

20/02/2023

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# 1 Composition, attendance and operation

On December 31, 2022, the composition of the Audit and Compliance Committee was as follows:



**CHAIRMAN**

Mr José Montilla Aguilera

**Independent**

Appointment: 2021



**MEMBER**

Ms Patricia Úrbez Sanz

**Independent**

Appointment: 2022



**MEMBER**

Ms Natalia Fabra Portela

**Independent**

Appointment: 2021



**MEMBER**

Sociedad Estatal de Participaciones Industriales (SEPI), represented by its Vice President Mr Bartolomé Lora Toro

**Proprietary**

Appointment: 2014



**SECRETARY**

Mr Rafael Piqueras Bautista

During 2022, due to the reorganisation of the Board's Committees, the following changes have taken place in the composition of the Audit and Compliance Committee, which were approved by the Board of Directors on April 25, 2022:

- Stepping down of Mr José Blanco López, who became a member of the Sustainability and Appointments Committee, as an Independent Director.
- Stepping down of Ms María Teresa Arcos Sánchez, who became Chair of the Remuneration Committee.
- Appointment of Ms Patricia Úrbez Sáenz as independent director, to fill the existing vacancy. Ms Patricia has a strong background in information technology and all cybersecurity-related issues.

The Board of Directors appointed the new members of the Audit and Compliance Committee taking account of their knowledge, skills and experience in accounting, auditing and financial and non-financial risk management.

All the information on the Directors, including their work experience, is available on the [Enagás corporate website](#) .

## ATTENDANCE

In accordance with the provisions of the Regulations of the Audit and Compliance Committee, the Committee held its meetings in accordance with the Annual Calendar of Activities approved by the Committee at the beginning of the year.

During 2022, nine meetings were held: four ordinary, three preparatory and two extraordinary.

These meetings were attended by all members of the Audit and Compliance Committee, except in one case at the meeting held on July 21, when the absence of one of its members was duly justified.

## COMMITTEE OPERATION

*The Committee conducted its activity in 2022 following the best practices of Corporate Governance and the recommendations of both the Good Governance Code of Listed Companies of June 2020, and the Technical Guide 3/2017 on Audit Committees in public interest entities dated June 27, 2017.*

In accordance with the provisions of the corporate texts, the Audit and Compliance Committee was assisted by the Head of Audit, Control and Risk, Ms Rosa Sánchez Bravo, in her duties as advisor to the Committee.

In addition, during 2022, at the invitation of the Chairman of the Committee, the Committee requested the presence of certain Company senior managers to discuss matters within their competence in accordance with the agenda. In particular, it was attended by the Chief Financial Officer, Mr Luis Romero, as well as by the Head of Legal Counsel and Compliance, Ms Sofía de las Cuevas, and the Head of Digitalisation and Technology, Mr César Corachán.

Likewise, the representatives of the external auditor, Ernst & Young, S.L., attended the ordinary and preparatory meetings of the Committee.

The documentation relative to each meeting, as well as the agenda and the minutes from the previous meeting, were given to Committee members sufficiently in advance.

Ordinarily, after each Audit and Compliance Committee meeting, the Chairman of the Committee reported to the Board of Directors in a meeting held the same day, with regard to the actions taken and matters addressed in each Committee meeting.

# 2 Audit and Compliance Committee regulation

*The Audit and Compliance Committee is governed by the provisions of applicable laws and regulations, the provisions contained in the Articles of Association, the Rules and Regulations for the Organisation and Functioning of the Board of Directors of Enagás, S.A., as well the Regulations of the Audit and Compliance Committee, dated on December 19, 2022.*

These documents are available on the website.

The main functions and tasks performed during 2022 by the Audit and Compliance Committee are summarised in the following basic categories, which are set out in detail in article 8 of the Committee Regulations:

## 2.1. ANNUAL ACCOUNTS AND OTHER FINANCIAL AND NON-FINANCIAL INFORMATION

i. Overseeing and assessing the preparation and

presentation of financial and non-financial information on the Company and the Group, and checking compliance with regulatory requirements, the due definition of the consolidation scope and the correct application of accounting standards and, in particular, knowing, understanding and monitoring the efficiency of the Internal Control over Financial Reporting (ICFR) system.

ii. Examining the information on activities and results of the Company which is prepared and published periodically in accordance with the prevailing regulations relating to the securities markets, seeking to ensure transparency and exactness in the information.

iii. Informing the Board of Directors of any recommendations or comments that it deems necessary on the application of accounting

criteria, internal control systems, submitting recommendations or proposals to the Board of Directors aimed at safeguarding the integrity of the financial and non-financial information.

iv. Informing the Board of Directors, prior to their preparation, on the Annual Accounts and the Management Report, which shall include the mandatory non-financial information, as well as on financial and non-financial information which the Company must periodically disclose.

v. Certifying that the Annual Accounts presented by the Board of Directors to the General Shareholders' Meeting are prepared in accordance with accounting regulations.

vi. Assessing any proposals made by senior managers regarding changes in accounting practices.

## 2.2. EXTERNAL AUDITOR

### WITH REGARD TO THEIR INDEPENDENCE:

- i.** Regularly gather information on the auditing plan and its implementation, in addition to preserving their independence in the exercise of their duties.
- ii.** Establishing appropriate relations with the external auditor to receive information on any matters that may threaten its independence, in particular any discrepancies that may arise between the accounts auditor and Company management, for consideration by the Committee, and any others related to the process of implementation of the accounts audit, as well as any possible safeguards to be adopted.
- iii.** Proceeding with the authorisation of services other than those prohibited, in accordance with prevailing regulations.
- iv.** Ensuring that the Company and the external auditor adhere to current regulations on the provision of non-audit services, limits on the concentration of the auditor's business and, in general, other requirements concerning auditor independence.

- v.** Ensuring that the fees of the external auditor do not threaten their quality and independence, and are not based on any form of contingency, and establish an indicative limit on the fees that the auditor may receive annually for non-audit services.
- vi.** Receiving the annual statement from the external auditor on their independence with respect to the Enagás Group or entities directly or indirectly related to it, in addition to detailed and individual information on additional services of any kind rendered to these entities, and the corresponding fees received, by the external auditor or by persons or entities related to it. All of this is in accordance with the provisions of the regulations governing the accounts auditing activity.
- vii.** Issuing an annual report, prior to the issue of the audit report, giving an opinion on whether the independence of the auditors is compromised. This report contains a reasoned assessment of the provision of each and every one of the services rendered by the auditor, ensuring that they do not compromise the independence of the auditor, both individually and overall, in accordance with the provisions of the regulations governing the auditing of accounts.

This report will be published on the Company's website sufficiently in advance of the Ordinary General Meeting of the Company.

- viii.** Establishing a maximum duration for the audit task, guaranteeing a gradual rotation of the signing partner in accordance with the Audit Act.

### WITH REGARD TO THE ACCOUNTS AUDIT PROCESS AND OTHER LIMITED REVIEWS OF INTERIM FINANCIAL STATEMENTS:

- i.** Reviewing the contents of audit reports, reports on limited review of interim financial statements and other statutory reports required of the auditors of accounts prior to their issuance, in order to prevent qualifications.
- ii.** Supervising the responses of senior management to its recommendations, and mediating and arbitrating in the event of any disagreement with regard to the principles and criteria applicable to the preparation of the financial statements.
- iii.** Fostering and ensuring that the external auditor who audits the individual and/or consolidated annual accounts takes full responsibility for the audit report issued, even when the annual accounts of affiliates are audited by other external auditors.

- iv. Reporting to the General Shareholders' Meeting on the audit results, explaining that this process contributes to the reliability of the financial information, and on the role performed by the Committee in this process.
- v. Ensuring that the external auditor has a yearly meeting with the Board of Directors to inform them of the work undertaken and developments in the Company's risk and accounting positions.
- vi. Conducting an annual assessment of the auditor's performance and how it has contributed to the quality of the audit and the integrity of the financial reporting.

### 2.3. INTERNAL AUDIT

- i. Overseeing the proper operation of internal audit and ensuring the independence of the Company's internal audit function, ensuring the provision of sufficient resources and suitably qualified personnel for the optimum performance of its duties.
- ii. Approving the Internal Audit Plan, their related work plans and the annual budget for this, ensuring that the activity focuses mainly on the most significant risks facing the Group, including reputational risks.

- iii. Supervising the internal audit services, receiving regular information on their activities and verifying that senior management takes their conclusions and recommendations into consideration.
- iv. Annually assess the internal audit function and the performance of its functions by its manager, for which purpose it shall seek the opinion of executive management.

### 2.4. RISK CONTROL AND MANAGEMENT

- i. Ensuring the independence of the risk control and management function.
- ii. Overseeing and assessing the effectiveness of the control and management systems for financial and non-financial risks relating to the Company and its Group, including operational, technological, legal, social, environmental, political, cybersecurity and reputational risks or corruption and anti-bribery risks, so that any such risks are adequately mitigated within the framework of the Company's internal policy. In particular, if warranted by its importance, overseeing the control and management measures implemented in relation to cybersecurity risk, including cyber-

attack response and recovery plans. Submitting recommendations or proposals to the Board of Directors to improve these systems along with the corresponding deadline for dealing with them.

- iii. Supervising the Risk Control and Management Unit, whose functions will include ensuring the proper functioning of the risk control and management systems. Participating actively in the preparation of risk strategies and in key decisions about their management.
- iv. Evaluating the Company's risks and examining the analyses of risks that affect the activities of the Company.
- v. Reporting to the Board of Directors on the risks detected and the assessment thereof, as well as any other relevant risk-related matters, reassessing the most significant financial and non-financial risks at least once a year.
- vi. Ensuring that the compliance function is provided with the necessary staff and material resources needed for the optimum performance of its duties.

## 2.5. COMPETENCIES RELATING TO LEGALITY

- i.** Reporting to the Board of Directors prior to it approving the creation or acquisition of shares in special purpose vehicles or entities resident in tax havens.
- ii.** Reporting on related-party transactions that must be approved by the General Shareholders' Meeting or the Board of Directors in accordance with Article 14 bis of the Board's Regulations and supervise the internal procedure established by the Company for transactions whose approval has been delegated by the Board.
- iii.** Preparing a report on related-party transactions, for posting on the Company's website, sufficiently in advance of the Ordinary Shareholders' Meeting.
- iv.** Receiving and analysing information on the tax-related criteria applied by the Company during the year, particularly with regard to the degree of compliance with the corporate tax policy, prior to the preparation of the Annual Accounts.

## 2.6. CORPORATE GOVERNANCE, INTERNAL CODES AND COMPLIANCE

- i.** Reporting in advance to the Board of Directors on operations involving structural and corporate modifications planned by the Company.
- ii.** Supervising compliance with the rules of corporate governance and the Internal Codes of Conduct, ensuring that the corporate culture is aligned with its purpose and values and, in particular, with the Internal Code of Conduct on matters relating to the securities markets, acting in coordination with the Sustainability and Appointments Committee.
- iii.** Overseeing a mechanism that allows employees and other persons related to the Company to report potentially significant irregularities, including financial and accounting irregularities, or irregularities of any other nature, concerning the Company and which may come to light within the Company or its Group. Such mechanisms must guarantee confidentiality of the parties concerned.
- iv.** Preparing this Annual Activity Report of the Audit and Compliance Committee that will form

a part of the Annual Corporate Governance Report.

- v.** Assisting with drafting the Annual Corporate Governance Report, especially in areas concerning information transparency and conflicts of interest.

## 2.7. COMPLIANCE

- i.** Ensuring the independence of the compliance function.
- ii.** Ensuring that the compliance function performs its mission and competencies with regard to regulatory compliance and the prevention and correction of behaviour that is illegal or fraudulent or otherwise breaches the Enagás Code of Ethics.
- iii.** Ensuring that the compliance function is provided with the necessary staff and material resources needed for the optimum performance of its duties.

## 2.8. SHAREHOLDERS

- i.** Providing information on issues within the scope of its duties at the General Meeting.



# 3 Activities of the Audit and Compliance Committee in 2022

*During 2022, the Audit and Compliance Committee effectively executed its schedule of actions, in accordance with the recommendations of the Technical Guide and the Good Governance Code of Listed Companies.*

The most relevant activities conducted by the Audit and Compliance Committee in 2022 are summarised below.

## **WITH REGARD TO FINANCIAL AND NON-FINANCIAL INFORMATION**

### **INFORMATION TO THE BOARD OF DIRECTORS ON ENAGÁS' ANNUAL ACCOUNTS FOR FINANCIAL YEAR 2021**

In its meeting held on February 14, 2022, the Committee analysed and debated the 2021 annual accounts, reporting favourably on them to the Board of Directors, which proceeded to prepare the annual accounts for the year ending December 31, 2021 under the terms set out by the Committee.

The Committee also verified that the Non-Financial Information Statement, which is included in the Management Report of the Consolidated Annual Accounts, included all the reporting required by Law 11/2018, of December 28 on non-financial information and diversity, reporting in this regard to the Board of Directors.

Finally, the consolidated accounts for 2021, together with the Management Report, were approved by the General Shareholders' Meeting on March 31, 2022.

### **MONITORING OF THE 2022 INTERIM FINANCIAL STATEMENTS**

Throughout 2022, in accordance with the recommendations on good governance, the Committee has reviewed the interim financial statements on the occasion of the quarterly and half-yearly closing, based on the reports provided by the Chief Financial Officer and the external auditor.

The Committee views this activity to be of vital importance in maintaining strict control of the Company's accounts and thus to facilitate the issuance of an unqualified audit report at year-end.

As a result of its work, the Committee presented at its meetings in April and October 2022 reports to the Board of Directors regarding the interim economic and financial information of Enagás, and the economic and financial information for the first half of 2022, at its meeting held on July 2022.

### **MONITORING OF THE FINANCIAL ASPECTS OF THE 2022-2030 STRATEGIC PLAN**

At the extraordinary meeting on July 4, 2022, the Committee was informed of the financial aspects of the 2022-2030 Strategic Plan, carrying out an analysis of the financial alternatives included therein, which was subsequently submitted to the Board of Directors for approval.

### **INTERNAL CONTROL OVER FINANCIAL REPORTING SYSTEM (“ICFR”)**

During 2022, the Committee monitored, through the information provided by the external auditor, internal auditor and the Finance Department, the effectiveness of the Internal Control over Financial Reporting System (ICFR).

Specifically, on February 14, 2022, the external auditor issued a favourable report to the Committee on the ICFR Certification as of December 31, 2021, not detecting any significant weaknesses.

During 2022, the Finance Department and the Audit, Control and Risk Department reported on the implementation of minor improvement recommendations detected in the 2021 ICFR certification.

On February 20, 2023, the auditor reported to the Audit and Compliance Committee that, in its opinion, the Group had an effective ICFR system in place in 2022.

The Committee subsequently informed the Board of Directors of this certification, and of the non-existence of relevant recommendations.

### **INTERNAL CONTROL OVER NON-FINANCIAL REPORTING SYSTEM (“ICNFR”).**

On February 14, 2022, the external auditor informed the Committee of the issuance of a Report on Agreed Procedures on the Internal Control over Non-Financial Reporting (“ICNFR”) System, not having detected any material event.

Likewise, and in relation to 2022, the auditor has reported an agreed-upon procedures report on the ICNFR, not having detected the existence of relevant recommendations.

### **FORMULATION AND APPROVAL OF THE ENAGÁS ANNUAL ACCOUNTS FOR 2022**

With regard to the approval of the 2022 individual and consolidated annual accounts, the accounts auditor gave a favourable report to the Audit and Compliance Committee on February 20, 2023, leading to their subsequent preparation by the Board of Directors.

On February 20, 2023, the Committee reported favourably to the Board on the consolidated Non-Financial Information Statement, which was included in the Enagás Group’s Management Report for 2022.

The consolidated accounts for 2022, together with the management report, will be submitted for approval at the General Shareholders’ Meeting, which is expected to be held in the coming months.

Finally, the Committee verified that the published financial and non-financial information for 2022 was in line with the approved information.

### **OTHER FINANCIAL INFORMATION**

During 2022, the Committee assessed and monitored other financial information such as the follow-up of the 2022 budget, the progress of the financial statements, the progress of the 2023 budget and certain reports related to key audit issues.

### **WITH REGARD TO THE EXTERNAL AUDITOR AUDIT PROCESS**

In accordance with the established agenda, the external auditor participated in the four ordinary meetings held by the Committee, and in the preparatory meetings held in 2022 to prepare for the end of the accounting period, which has allowed the Committee to adequately perform its duty to serve as a communication channel between the Board of Directors and the external auditor.

In addition, the external auditor reported to the Board of Directors in its meetings on two occasions: February 14, 2022 and July 21, 2022.

At the meetings held by the Committee in 2022, the external auditor provided detailed information on the planning and progress of their work.

On March 31, 2022, the Chairman of the Committee informed the General Shareholders' Meeting of the favourable outcome of the audit of the 2021 annual accounts, explaining how this had contributed to ensure the integrity of the financial information, as well as the functions that the Committee has performed during this process.

#### **ANALYSIS OF THE INDEPENDENCE OF THE ACCOUNTS AUDITOR BY THE AUDIT AND COMPLIANCE COMMITTEE**

During the meetings held in 2022, the Committee:

a) Reviewed and approved all the services rendered by the external auditor, to check that they complied with the requirements established in the Regulations of the Audit and Compliance Committee, the Audit Act 22/2015, the European Regulation 537/2014, and in the procedure for the contracting and relations with the external auditor.

b) Verified the relationship between the fees received by the auditor during the fiscal year for non-audit services and that those related to audit services do not exceed 70% of the average fees paid for audit services in the last three years.

At December 31, 2022, the percentage of non-audit services out of the amount of audit fees was 31% for the Enagás consolidated group (25% including services rendered by other group auditors).

Likewise, the external auditor EY informed the Committee that it had not detected any circumstance that could constitute grounds for incompatibility in terms of independence in accordance with the provisions of the Accounts Auditing Law 22/2015 and European Regulation 537/2014.

At the meeting held on February 14, 2022, the external auditor delivered to the Audit and Compliance Committee their Accounts Auditor Independence Report certifying fulfilment of the independence requisites set out in the applicable laws.

On February 20, 2023, the Audit and Compliance Committee issued the Accounts Auditor

Independence Report in which a favourable opinion was expressed as to the independence of the external auditor. This report is available on the website.

#### **EXTERNAL AUDITOR PERFORMANCE ASSESSMENT**

In February 2023, the Committee carried out an assessment of the external auditor's performance during financial year 2022 and of its contribution to the integrity of the financial and non-financial information, considering, among other matters, its performance before the Committee, as well as the opinion gathered from the different areas.

#### **WITH REGARD TO THE INTERNAL AUDITOR**

The Committee supervised the Company's Internal Audit services, ensuring their independence and effectiveness throughout 2022. At its meeting on February 14, 2022, the Committee evaluated and approved the Internal Annual Audit Plan and Budget for 2022, verifying how the plan covered the Company's most relevant risks and ensuring that the function had sufficient and adequate resources to carry out its duties and to execute that plan.

Likewise, in this session, the Audit, Control and Risk Department presented the Annual Activity Report of internal audit carried out during 2021.

At all meetings held during 2022, the Committee received regular information on the internal audit activity, allowing it to have exhaustive control over the recommendations identified in its Audit Reports and verifying the degree of progress of the Annual Plan and the degree of implementation of its recommendations by the areas.

In 2022, the Committee worked with a quarterly internal audit plan, proposing and approving the addition of new work to the Plan. This ensured that the existing control framework was adequately covered at all times in relation to emerging and key risks, thereby maximising the contribution of Internal Audit to the achievement of the objectives and Strategic Plan.

The Committee informed the Board of Directors after each Audit and Compliance Committee meeting. In December 2022, the Committee approved an update of the General Internal Audit Standard to adapt it to new organisational changes.

Lastly, it carried out an assessment of the performance of the duties and responsibilities assumed by both the Audit, Control and Risk Department and the internal audit function as a whole. The evaluation questionnaire assesses aspects

such as the strategic positioning of the function, good governance and auditor independence, as well as performance in the execution of its duties through the year, in its dual role as internal auditor and trusted advisor to the Committee.

### **WITH REGARD TO RISK CONTROL AND MANAGEMENT**

The Audit and Compliance Committee monitored the effectiveness of the risk control and management systems.

The Head of Audit, Control and Risk informed the Committee about the status of the Company's risk control and management, as well as the level of compliance with the defined risk limits at its four ordinary meetings, as well as at the preparatory meetings.

The Audit and Compliance Committee has monitored the reports submitted by the Audit, Control and Risk Department, taking into account emerging risks, as well as different stressed scenarios of probability of occurrence and impact, and no relevant impacts have been detected at any time.

These analyses were updated at least quarterly during 2022.

In addition, the Audit, Control and Risk Department informed the Committee on the risks associated with each of the possible relevant transactions occurring during 2022.

During 2022 the Committee was informed of the following improvements about the Risk Control and Management Model: incorporation of new risk impact dimensions (environment and security of supply), integration of ESG Risks in the Enagás Risk Control and Management Model, and definition of a specific ESG Risk Matrix.

The Chairman of the Committee reported to the Board of Directors on all these matters after each Committee meeting

### **WITH REGARD TO CYBERSECURITY COMPETENCIES**

On a quarterly basis, the Committee has been informed by the Digitalisation and Technology Department of the actions taken by the Company to mitigate cybersecurity risk.

Among the reinforcement actions implemented, we highlight the creation of the Cybersecurity Committee and the figure of the "security leader", as well as the increase in the frequency of the simulation exercises carried out.

## WITH REGARD TO THE COMPETENCES RELATING TO LEGALITY

### RELATED-PARTY TRANSACTIONS

On July 21, 2022 and December 19, 2022, the Audit and Compliance Committee issued, in accordance with the applicable regulations in force, supporting reports on related-party transactions, which it submitted to the Board of Directors for approval.

On February 20, 2023, the Committee was informed of the related-party transactions carried out in 2022, in accordance with the provisions of the Protocol on Related Party Transactions and the new regulation established in the consolidated text of the Corporate Enterprises Act in relation to this matter.

### FISCAL TRANSPARENCY REPORT

In 2017, the Board of Directors approved Enagás' accession to the Code of Good Tax Practises (CBPT) adopted in the Forum for Large Companies, in which the State Tax Administration Agency (AEAT) participates, as Enagás acted in compliance with this Code in 2022.

In accordance with the recommendations of the CBPT, on October 20, 2022, the Committee was informed by the Chief Financial Officer of the

Annual Tax Transparency Report as well as of the policies applied in 2021 and compliance with the tax strategy. This Report describes in particular: the company's tax strategy, main business areas, corporate structure, dividend policy, the group's financial position and other matters of particular tax importance that arose during the year.

This report was approved by the Board on October 24 and presented to the AEAT on October 25, 2022.

## WITH REGARD TO CORPORATE GOVERNANCE AND COMMUNICATIONS WITH THE REGULATOR

### ANNUAL CORPORATE GOVERNANCE REPORT

The Committee reported favourably to the Board of Directors on the Annual Corporate Governance Report (ACGR) for 2021, dated February 10, 2022, and on the ACGR for 2022, dated February 20, 2023.

### WITH REGARD TO COMPLIANCE

On February 14, 2022, the Committee approved the Compliance Department's budget for 2022 and assessed the Compliance Report and the Antitrust Policy Report for 2021.

At the February meeting, the Committee was also informed of the details of the communications

received through the Ethics Channel, as well as the operational compliance report and the Report on the operation and supervision of the Crime Prevention Model for the second half of 2021.

At the February meeting, the Committee also approved the modification of the company's Crime Prevention Policy.

On July 21, 2022, the Committee was informed that the company had obtained the ISO 37001-Anti-Bribery Management Systems certification and the update of the Anti-Fraud, Corruption and Bribery Policy, for subsequent approval by the Board of Directors. This policy was approved in the same Committee.

In addition, at the meeting of October 24, 2022, the update of the Manager's Code of Conduct was reported on, which the Committee agreed to submit to the Board for approval.

In accordance with article 20.2 of the Internal Code of Conduct, the Secretary of the Board of Directors informed the Audit and Compliance Committee of the degree of compliance and incidents relating to the application of the Internal Code of Conduct in matters of the securities market.

Every quarter, the Committee was informed of the Activity Report by the former Head of Compliance and the current Head of Legal Counsel and Compliance.

Finally, at its meeting of February 16, 2023 the Audit and Compliance Committee approved the Budget and Compliance Plan for 2023.

### **WITH REGARD TO THE ACTIVITY OF THE AUDIT AND COMPLIANCE COMMITTEE**

On February 10, 2022, the Committee approved the Annual Activity Report of the Committee for 2021, and reported to the Board on the same date.

Communication between the Audit and Compliance Committee, the external auditor, the internal auditor and the other areas has been continuous and fluid.

Likewise, on December 19, 2022, the Board of Directors approved the update of the Regulations governing the activity of the Audit and Compliance Committee, to incorporate the organisational changes in the Company's Management, as well as the reporting to the Committee of issues associated with cybersecurity risk by the Digitalisation and Technology Department.

# 4 Performance assessment of the Audit and Compliance Committee

*Pursuant to the provisions of the Regulations of the Audit and Compliance Committee, the Board of Directors and the Audit and Compliance Committee underwent a quality and efficiency assessment of the performance of their functions and competencies during 2022, by an external consultant, using the applicable regulations and best practices in corporate governance as the evaluation reference framework.*

The result of this assessment highlighted the fact that the Audit and Compliance Committee performs its duties in accordance with the best corporate governance practices. The results of this assessment were approved by the Board of Directors on February 20, 2023.

# 5 Progress made in 2022 and priorities for 2023

*The Audit and Compliance Committee has made progress in its performance during financial year 2022, in accordance with best practices.*

During 2022, a training session was given to the incoming Board Member on the following matters:

- Main duties and responsibilities of the Audit and Compliance Committee.
- Internal Audit Plan and main activities.
- Risk Control and Management Model.
- Most relevant financial aspects.

The Committee has made progress during 2022, implementing certain improvements:

- Significant increase in the duration of meetings.
- Inclusion on the Committee's agenda of the report from the Digitalisation and Technology Department, to oversee monitoring of the actions carried out to mitigate cybersecurity risk.

During 2023, work will continue in a cross-cutting and coordinated manner, with the objectives of digital transformation, strengthening internal control in relation to cybersecurity risks and sustainability.



# 6 Conclusions

As reflected in this report, during the course of financial year 2022, the Audit and Compliance Committee addressed the analysis and assessment of the main issues and aspects within its remit, in accordance with the best practices of Corporate Governance and the recommendations of both the Good Governance Code of Listed Companies, revised in June 2020, and the Technical Guide 3/2017

on Audit Committees of public interest entities, dated June 27, 2017, reporting on the most relevant issues to the Board of Directors of the Company.

This report was drawn up by the Audit and Compliance Committee on February 20, 2023 and approved by the Board of Directors on the same day.

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

**Enagás S.A.**

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