



REPORT FROM THE SUSTAINABILITY, APPOINTMENTS AND REMUNERATION COMMITTEE FOR THE PURPOSES OF ARTICLE 529 NOVODECIES OF THE SPANISH CORPORATE ENTERPRISES ACT AND ARTICLE 36 OF THE ARTICLES OF ASSOCIATION REGARDING THE DIRECTORS' REMUNERATION POLICY FOR 2022, 2023 AND 2024, WHICH IS SUBMITTED FOR APPROVAL BY THE GENERAL SHAREHOLDERS' MEETING AS ITEM 10 ON THE AGENDA

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.

The Board of Directors included the following proposal as item 10 of the Agenda of the 2019 Meeting:

"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 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.

The Sustainability, Appointments and Remuneration Committee (hereinafter the "CSNR") held specific meetings to discuss this policy on January 7, January 13, January 22, February 3, February 18, February 22 and April 16.

For the purposes of the aforementioned Article 529 novodecies of the Spanish Corporate Enterprises Act, at its meeting on April 16, 2021, the Sustainability, Appointments and Remuneration Committee approved this report which the Board has made available to shareholders, together with the proposed "Directors' remuneration policy for 2022, 2023 and 2024".

COMMITTEE'S REPORT

The Board of Directors (hereinafter, the "Board") of Enagás, S.A. (hereinafter, "Enagás" or the "Company") plans, at the same time as approving this report, to submit for approval by the General Shareholders' Meeting (hereinafter, the "Meeting"), for the purposes envisaged in Article 529 novodecies of the Spanish Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010 of July 2 (hereinafter, the "Spanish Corporate Enterprises Act"), and Article 36 of the Articles of Association (hereinafter, the "Articles of Association"), the proposed "Directors' remuneration policy for 2022, 2023 and 2024" (hereinafter, the "Policy").

The Sustainability, Appointments and Remuneration Committee drafted the specific report referred to in Article 529 novodecies of the Spanish Corporate Enterprises Act and was made available to shareholders in the way envisaged therein.

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 three years in which the policy is applied.

Likewise, for the purposes envisaged in Article 529 octodecies of the Corporate Enterprises Act, the policy approved by the Shareholders' Meeting's approval includes, regarding the directors with executive functions, the amount of the fixed annual remuneration and the 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.

In any event, it should be noted that the contents of this Policy shall be understood without prejudice to any deferred payments to be made to executive directors as variable remuneration from previous years, which shall be governed by the provisions of the policy in force at the time they were granted.

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 involvement in listed companies, establishes that the proposed new policy must be submitted for approval by the board before the end of the final year of validity 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 Policy for the period 2022-2024 is intended to be of a continuing nature and therefore maintains the fundamental premises that inspired the previous Policies for the periods 2016-2018 (approved by the General Shareholders' Meeting on March 18, 2016 with 82.526% of votes in favour) and 2019-2021 (approved by the General Shareholders' Meeting on March 29, 2019 with 85.784% of votes in favour). Technical improvements have been introduced to enhance the alignment of the Policy with the interests of Enagás' stakeholders, particularly those of our shareholders. Specifically:

- The minimum permanent shareholding requirement for Executive Directors (described in section II.B.6) has been formalised. This strengthens the alignment of the Executive Directors with our shareholders.
- A holistic view of the market has been considered through consideration of the aforementioned comparison groups.
- The *malus* and *clawback* clauses on variable remuneration, both annual and long-term, have been formalised. While the Board, at the proposal of the CSNR, was already empowered to implement them, this issue has been clarified in this Policy.

The first premise of this Policy is the commitment made by the Board to shareholders at the Ordinary General Meeting held in 2015 to introduce a Long-Term Incentive (ILP) in the remuneration structure of Executive Directors, which will also be applicable to the Company's management team, and which complies with the remuneration recommendations of the CNMV's Good Governance Code and with the most generally accepted criteria regarding these types of remuneration.

The second premise considered in this Policy is the obligation of the CSNR and the Board to maintain a remuneration policy that is suitable, in structure and amount, for achieving the objectives of the Company's Strategic Plan, promoting the creation of value for Enagás' stakeholders, particularly our shareholders, compensating capacity and effort proportionally and retaining the talent that the Company needs. These must be in accordance with general market conditions with respect to the Company's peers and its performance at all times.

To this end, a new analysis has been conducted on the adequacy of the Directors' remuneration position. As indicated above, three comparison groups have been considered in order to provide a complete picture of the market. Specifically, the main comparison group of Ibex-35 energy companies (Acciona, Endesa, Iberdrola, Naturgy, REE, Repsol and Siemens Gamesa) has been maintained, in line with previous policies. By way of contrast, the analyses have been supplemented with the remuneration information of the Ibex-35 companies (also considered in previous policies), as well as European TSOs and companies with regulated revenues (Red Eléctrica, Indra, Snam, National Grid, REN, Gasunie, Fluxys Belgium, Open Grid Europe and Aena). For these purposes, the latest known public data, for financial year 2020, were used.

These analyses were prepared with regard to the remuneration of the Directors in their capacity as such, the remuneration of the Executive Directors and the remuneration of the members of the Management Committee and other Company managers.

In relation to the application of the previous 2019-2021 policy, the conclusions of the analyses indicate that the positioning of the remuneration of the Directors, the Management Committee and the rest of the Enagás management team is in line with or below the benchmarks established for financial year 2021.

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.

Based on these premises, the CSNR proposed a Policy with the following essential elements:

A) REMUNERATION OF DIRECTORS FOR THEIR POSITION AS SUCH FROM 2022 TO 2024.

This is the remuneration received for acting as members of the Board of Directors, and whose maximum annual amount must be included in this Policy and approved by the General Meeting, in accordance with Article 529 septdecies of the Corporate Enterprises Act, Article 36 of the Articles of Association and Article 16 of the Board Regulations.

Analysis of current positioning and remuneration limit in 2024.

As described above, a new **analysis** has been conducted **on the remuneration position** of Directors in their capacity as such with respect to three comparison groups:

- Main group, confirmed by the Spanish energy companies of the Ibex-35 (Acciona, Endesa, Iberdrola, Naturgy, REE, Repsol and Siemens Gamesa), and

- Two complementary groups: Ibex-35 and European TSOs and companies with regulated revenues (Red Eléctrica, Indra, Snam, National Grid, REN, Gasunie, Fluxus Belgium, Open Grid Europe and Aena), for which public information is available.

This analysis was conducted using 2020 data and criteria similar to those used in the definition of the previous policy.

A more restrictive benchmark has been taken to set the **remuneration limit in 2024** than was taken in the previous policy:

- The remuneration cap in 2024 will be the limit which Directors' remuneration could reach after the three years' implementation of the Policy.
- In order to provide greater assurance in identifying the appropriate comparison group, the CSNR has analysed the data for the three groups mentioned above.
- In view of the analysis carried out, the CSNR ratified that the comparison group to be used when setting the limit for 2024 will be the same as that used in the previous policy (Ibex-35 energy companies), so that continuity could be given to the criterion used and thus facilitate the monitoring of wage change.
- Thus, the remuneration limit in 2024 has been set at 90% of the median market share of the Ibex-35 energy companies in 2020.
- This limit is more restrictive than in the previous policy as it takes as a reference 90% of the median market share of the Ibex-35 energy companies considering the figures for 4 years prior to the year in which the limit is applied (2024 vs. 2020), while in the previous policy the reference was also 90% of the median market share of the Ibex-35 energy companies, but in this case the figures were 3 years prior to the year in which the limit was applied (2021 vs. 2018).
- Enagás' remuneration is below the maximum benchmark indicated.

Remuneration proposal for 2022, 2023 and 2024.

Individual remuneration for directors and maximum annual limit for directors' remuneration

As provided for under Article 529 septdecies of the Corporate Enterprises Act and Article 36 of the Articles of Association, the Board of Directors will pass a resolution determining how remuneration is divided for each remuneration item and for each Director, taking into account the duties and responsibilities attributed.

The individual remuneration of Directors for 2021, as set out in the 2019-2021 policy, based on the positions they hold and their attendance at meetings of the Board and its Committees is as follows: (i) a fixed annual amount of 100,000 euros for Board membership; (ii) an annual variable amount of up to 30,000 euros, depending on attendance to Board meetings; (iii) a fixed annual amount for membership in Board Committees of 25,000 euros; (iv) a variable annual amount of up to 5,000 euros, depending on attendance to Committee meetings; (v) a fixed annual amount of 15,000 euros for serving as President of each Committee; and (vi) a fixed annual amount of 15,000 euros for serving as Independent Leading Director.

These amounts would be maintained throughout the term of this Remuneration Policy (2022-2024), despite the fact that they could be revised, in all cases, observing compliance with the maximum reference indicated above, based on the Group's results and in certain circumstances such as, but not limited to, material changes in the business, mandate or responsibilities and exceptional performance of the Company. In these circumstances, the Board, at the proposal of and after a reasoned report from the CSNR,

may decide to apply variations limited to 10%. This would be detailed and explained in the relevant Annual Report on Directors' Remuneration.

The maximum amount of annual remuneration to be paid to all the Directors in their capacity as such in financial year 2021, as approved by the General Shareholders' Meeting in 2020, amounts to 2,600,000 euros. This limit would be maintained during the period of validity of this Remuneration Policy (2022-2024), notwithstanding the fact that it could be revised during its term in the event that the 10% annual variations indicated above are applied.

In order to determine this limit, the maximum number of Directors established in Article 35 of the Articles of Association (sixteen) has been considered, as well as the maximum number of members on each of its Committees, which is seven, in accordance with Articles 44 and 45 of the Articles of Association. The number of ordinary meetings of the Board shall be eleven per year and there will be four meetings of each Committee.

B) REMUNERATION OF EXECUTIVE DIRECTORS FOR THEIR POSITION AS SUCH FROM 2022 TO 2024.

This is the remuneration to be received by the two Executive Directors (Executive Chairman and Chief Executive Officer) for discharging their executive duties and due to their contracts approved by the Board of Directors in accordance with the requirements established in Article 249.3 of the Corporate Enterprises Act.

Analysis of current positioning and remuneration limit in 2024.

As described above, a further analysis has been conducted on the remuneration position of the Executive Directors with respect to the following comparison groups:

- Main group, confirmed by the Spanish energy companies of the Ibex-35 (Acciona, Endesa, Iberdrola, Naturgy, REE, Repsol and Siemens Gamesa), and
- Two complementary groups: Ibex-35 and European TSOs and companies with regulated revenues (Red Eléctrica, Indra, Snam, National Grid, REN, Gasunie, Fluxys Belgium and Aena), for which public information is available.

This analysis was conducted using 2020 data and criteria similar to those used in the definition of the previous policy.

A more restrictive benchmark has been taken to set the **remuneration limit in 2024** than was taken in the previous policy:

- The remuneration cap in 2024 will be the limit at which the Executive Directors' remuneration could be capped after three years' implementation of the Policy.
- In order to provide greater assurance in identifying the appropriate comparison group, the CSNR has analysed the data for the three groups mentioned above.
- In view of the analysis carried out, the CSNR ratified that the comparison group to be used when setting the limit for 2024 will be the same as that used in the previous policy (Ibex-35 energy companies), so that continuity could be given to the criterion used and thus facilitate the monitoring of wage change.
- Thus, the remuneration limit in 2024 has been set at 90% of the median market share of the Ibex-35 energy companies in 2020.
- This limit is more restrictive than in the previous policy as it takes as a reference 90% of the median market share of the Ibex-35 energy companies considering the figures for 4 years prior to the year in which the limit is applied (2024 vs. 2020), while in the previous policy the reference was also 90% of the median market share of the Ibex-

35 energy companies, but in this case the figures were 3 years prior to the year in which the limit was applied (2021 vs. 2018).

- Enagás' remuneration is below the maximum benchmark indicated.

The positioning of the Executive Directors with respect to this benchmark is one of the criteria that was considered to establish their proposed remuneration for the years 2022-2024, but it is not the main justification. Other criteria considered in establishing the proposed remuneration included: the evolution of the contribution of the position and the person, consistency with the evolution of the rest of the management team and the results of the Group.

From the **analysis carried out**, it can be concluded that, in the case of the Executive Directors, the total remuneration in 2020 is below the maximum benchmark set in the 2019-2021 policy (90% of the market median in 2018) and below the maximum benchmark set for the 2024 financial year (90% of the market median in 2020).

Remuneration proposal for 2022, 2023 and 2024.

Under the premise of maintaining continuity with the 2019-2021 Policy, a remuneration proposal for 2022-2024 was prepared with the following bases:

- Maintain the level of contribution to existing social security plans.
- Maintain the annual variable remuneration.
- Maintain, during the three years of the period, the remuneration for the Executive Directors for their Board membership, as established in section II.A).
- Enable the possibility of applying variations to the fixed remuneration in the terms set out below.

In accordance with Article 529 octodecies.1 of the Spanish Corporate Enterprises Act, the following are detailed: the annual fixed remuneration amount for the Executive Chairman and the Chief Executive Officer and the changes in the 2022-2024 period; the different parameters for fixing variable components and the main terms and conditions of their contracts, paying particular attention to their duration, compensation for early severance or termination of the contractual relationship and exclusivity, post-contractual non-competence, permanence and loyalty pacts.

1. Remuneration for being a Director.

From 2022 to 2024, Executive Directors shall receive the remuneration corresponding to their condition as Directors, under the terms described in section II.A) above. The Executive Chairman and the Chief Executive Officer, in their capacity as Executive Directors, and in line with the provisions of Articles 44 and 45 of the Articles of Association, may not be members of either of the two Board Committees.

2. Fixed remuneration.

The fixed remuneration of the Executive Directors in 2021 amounts to:

- Executive Chairman: €1,000,000
- Chief Executive Officer: €500,000

This amount of fixed annual remuneration will be maintained during the period of validity of this Remuneration Policy (2022-2024). However, the Board of Directors may, at the proposal of, 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. Increases to be agreed shall be justified on the basis of the following criteria:

- The evolution of the contribution of the position and the person.
- Consistency with the evolution of the rest of the management team.
- The results of the group.
- Market benchmarks.

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, maintaining the relative weight of the remuneration of the Executive Chairman and Chief Executive Officer at 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.

Moreover, under the terms of the contracts approved by the Board, the Executive Directors will receive remuneration in kind for the usual items in these types of benefits and similar ones to those for the Company's management team (i.e. car, medical insurance, etc.). The Executive Directors are also insured participants in the "Company Directors' Insured Pension Plan", established by the company for its management team by means of a mixed group insurance policy for pension commitments, including benefits in the event of survival, death and disability, which the company has signed with an insurance firm.

For the 2022-2024 period, no variations are expected in the items comprising remuneration in kind (i.e. benefits in kind; life insurance premium and contributions to the Directors' Pension Plan), and any possible differences in the amount thereof will arise from the application at any given time of the price increases and, where applicable, of the valuation rules applicable thereto.

Executive Directors are members of the group insured by the civil liability policy that covers the contractual and non-contractual liabilities that correspond to the activities undertaken in their posts.

The Company shall pay Executive Directors the amounts incurred for travel, accommodation, board and other similar expenses as a result of carrying out their functions, in accordance with the expense and travel policy prevailing at the company at any given time.

3. Variable annual remuneration.

As variable annual remuneration, Executive Directors are entitled to receive an annual variable cash bonus for meeting the targets set by the Board of Directors, at the proposal of the CSNR, for the corresponding financial year. The variable bonus cannot exceed 60% of the annual fixed monetary remuneration in any case.

It is linked to the achievement of a combination of financial and non-financial objectives, reflecting the priorities of the Strategic Plan. These objectives will include, among others, economic-financial and/or value creation metrics, as well as indicators linked to the sustainability strategy.

The Board of Directors, at the proposal of the CSNR, is responsible for determining the objectives at the beginning of each financial year and for evaluating their fulfilment at the end of the financial year, for which it has the support of the internal areas of the Company, which will provide it with information on the different categories of objectives and the results obtained.

In this respect, each metric has an associated achievement scale defined according to its variability and level of demand. The maximum total incentive is capped at 100%.

The Annual Report on Directors' Remuneration will provide a breakdown of the objectives and metrics, as is the Company's usual practice.

4. Long-term variable remuneration.

Executive Directors may be beneficiaries of an ILP, as may members of the Management Committee and the rest of the Company's management team.

The 2016-2018 Policy included an ILP as part of the Executive Director Remuneration Policy (also applicable to members of the Management Committee and the rest of the Company's management team). That Policy stated that the ILP should be maintained as part of the Company's remuneration structure and in successive Directors' remuneration policies submitted to the Board for approval, and this was done in 2019.

Given the continuity of this Policy, as indicated above, it is recommended that a new ILP be applied for the 2022-2024 period. The structure and content of the ILP would likewise be in continuity with respect to the previous ones.

To this end, Enagás is considering the possibility of implementing a new ILP that will be submitted for approval under a specific agenda item of the General Shareholders' Meeting to be held in 2022, as well as in the Plan Regulations (hereinafter, the "Regulations"), with the following fundamental characteristics:

4.1. Targets.

- Boost the sustainable achievement of the objectives contemplated in the Company's Strategic Plan.
- Provide the opportunity to share value creation with participants.
- Enhance the sense of pertaining to the Company and a common destiny.
- Be competitive.
- Be aligned with the requirements of the institutional investors and proxy advisors and with the best good corporate governance practices, particularly those based on the recommendations of the Good Governance Code of the CNMV.

4.2. Type of Plan.

- A Plan for 2022-2024 with a three year objectives measurement period.
- The Plan would provide for the delivery of shares linked to the objectives of the Strategic Plan.
- In the case of Executive Directors, 100% of the ILP would be settled by the delivery of shares in the Company.

4.3. Duration.

The period for measuring objectives and permanence would be 3 years.

4.4. Period of settlement, deferral and retention of shares.

At the end of the target measurement period, the First Payment Date, consisting of the immediate payment of 50% of the shares, would take place in 2025 within 30 days following the approval of the 2024 Annual Accounts approved by the General Shareholders' Meeting.

The Second Payment Date (50% deferred) would take place on the first anniversary of the First Payment Date.

In addition, the Executive Directors would be entitled to receive, in the form of shares, the net dividends, if any, that they would have received between the First and Second Payment Dates (hereinafter, the "Deferral Period") if they had received all the shares on the First Payment Date.

Executive Directors would be obliged to maintain the shares received, net of tax, at the time of settlement of the Plan (mid 2025) for two (2) years for those received on the First Payment Date and one (1) year for those received on the Second Payment Date.

The Executive Directors would have the right to receive, in the form of shares, the net dividends generated during the retention period as they are owners of the shares.

Therefore the ILP would not have a direct effect on the Executive Directors' remuneration in 2022, 2023 and 2024, without prejudice to how the accounting is handled by the Company for the proportional part of the theoretical maximum of the same in each year.

In 2025, 50% of the ILP would be settled, and the other 50% would be deferred to 2026, thus the Executive Directors would be paid the incentive according to their Level of Attainment of targets over the multi-year period.

They would receive all this Incentive in the form of shares, and they would be obliged to maintain the shares received in 2025 for two (2) years, and those received in 2026 for one (1) year. In 2026, the Executive Directors would be able to freely dispose of the shares received.

4.5. Conditions for receiving the incentive.

The incentive would be linked to financial and non-financial metrics, reflecting the priorities of the Strategic Plan. Non-financial objectives linked to the sustainability strategy would be included.

Some of the metrics could be measured against a comparison group of companies that are competitors or perform similar activities.

Four objectives would be defined, so as to link one objective to each of the strategic guidelines established in the strategic update released in February 2021, in line with the arrangements for the annual variable remuneration:

- Objective 1. To be linked to the strategic guideline of shareholder remuneration.
- Objective 2. To be linked to the strategic guideline of Regulated Revenues and digitalisation.
- Objective 3. To be linked to the Diversification and International strategic guideline.
- Objective 4. To be linked to the Sustainability and Decarbonisation strategic guideline.

The Board, at the proposal of the CSNR, approves the metrics, weightings, targets and, where appropriate, the comparator group at the start of the Plan to ensure continuous alignment with the Company's strategy. The Board of Directors, at the behest of the CSNR, reserves the right to modify the parameters established in the event of certain exceptional

circumstances, to make them more adequate for new business circumstances, in which case they will ensure that the impact on the Plan is neutral.

Reception of the incentive would also depend on the Executive Directors remaining with the Enagás Group until the date of Plan settlement, except under the special circumstances explained in the Plan regulations.

4.6. Achievement scales.

An achievement scale is established for each goal with:

- A minimum achievement level, below which no remuneration is paid.
- A 100% achievement level, for which 100% of the initial target remuneration is paid.
- A maximum total incentive which cannot exceed 125% of the initial target Incentive.
- Intermediate levels are calculated using linear interpolation.

4.7. Incentive level.

For Executive Directors the annual incentive in the 100% achievement scenario would be 50% of their annual fixed remuneration in 2022.

4.8. Authorisation to implement the action plan.

Regardless of the preceding description of the ILP, the Board shall submit to the General Shareholders' Meeting, in accordance with Article 219 of the Spanish Corporate Enterprises Act, an express resolution to approve the ILP which must include the delivery of shares. This agreement shall include the maximum number of shares that may be allocated in each year by this remuneration system, the value of the shares that may be taken as a reference, the term of the Plan and other characteristics of the Plan.

The Board of Directors has agreed to propose to the meeting to be held in financial year 2021 the approval of this Policy and to postpone to the meeting to be held in 2022, if appropriate, the proposed resolution relating to the ILP referred to in Article 219 of the Corporate Enterprises Act so that the latter may contain the detail required by current legislation and good governance best practices, all in accordance with the provisions of this Policy.

If the minimum degree of achievement of objectives is not met, the incentive shall amount to zero.

5. Malus and clawback clauses.

In certain circumstances, the Board, at the proposal of the CSNR, may cancel ("malus") any variable components of the variable remuneration that are pending payment and/or may reclaim ("clawback") part or all of the variable components of the remuneration paid, when there are certain exceptional circumstances that affect the Company's results, or that derive from inappropriate conduct by the Executive Director.

The clawback clauses shall be applicable for a period of two years from the date of payment of the variable remuneration.

Among other circumstances, the variable remuneration may be cancelled and/or its return demanded in the following cases:

- If the Company's financial statements have to be restated for a reason other than the modification of the applicable accounting standards.
- If the Executive Director is sanctioned due to serious breach of the code of conduct and other applicable internal regulations.
- When any component of variable remuneration has been totally or partially settled and paid based on information which is subsequently clearly proven to be false or seriously inaccurate.
- Other circumstances not foreseen or assumed by the Company that have a material negative effect on the income statements for any of the years of application of the clawback clauses.
- When the Company's external auditor makes qualifications in the audit report that reduce the results taken into consideration to determine the amount of variable remuneration to be paid.

6. Minimum permanent shareholding requirement.

This requirement, to which the Executive Directors were already committed, is formalised to reinforce the alignment of their interests with those of shareholders and the alignment of the Policy with corporate governance recommendations.

Executive Directors are required to reach and maintain a certain number of shares in Enagás, S.A. The requirement amounts to 2 years' fixed remuneration.

The deadline for meeting this requirement is five years from approval of this Remuneration Policy. For new appointments, the period shall run from the date of appointment.

In order to achieve this objective, the actions of non-vested incentives plan are not considered.

The CSNR shall periodically review compliance with this requirement.

7. Main terms and conditions of contracts

7.1. Executive Chairman.

For the purposes of Article 529 octodecies, the main terms and conditions of the contract with the Executive Chairman are stated below.

The relationship between Enagás and the Executive Chairman is governed by a "Service provision contract for the position of Executive Chairman", approved by the Board of Directors in accordance with all the requirements envisaged in Article 249.3 of the Spanish Corporate Enterprises Act. The contract is aimed at regulating the rights and obligations for the parties as a result of the position of Executive Chairman, which corresponds to Mr Antonio Llardén Carratalá since his appointment by the Board on January 24, 2007. The contract stipulates the period during which the Executive Chairman performs his duties as such.

The contract regulates the services provided by the Executive Chairman when carrying out his functions and those of the Company. The sections above describe the corresponding remuneration in detail. The contract also regulates the circumstances for termination. In the event that the Company freely decides to terminate the contract for whatever reason, as long as this is not due to a breach or being guilty of any actions by the Executive Chairman or because the Company has failed to comply with its contractual obligations, the Executive Chairman will be entitled to an indemnity equivalent to two years' salary of his annual remuneration, understood as that held by the Chairman at the time of the

termination of employment plus the remuneration in-kind and the last annual variable remuneration received. The compensation for this item was fixed at three years but the Chairman reduced this to one year in 2016 to better conform with the best practices of good governance.

The contract contains an exclusive dedication agreement for the Executive Chairman, which stipulates that the latter cannot provide services of any kind to third parties or form part of any other company or legal firm without the explicit authorisation of the Board. No economic compensation for the Executive Chairman is envisioned for this concept. Neither does the contract include an economic compensation for arrangements of non-competition after contract termination. The permanence and loyalty of the Executive Chairman are motivated by the participation in the "Company Directors' Insured Pension Plan", described above.

7.2. Chief Executive Officer.

For the purposes of Article 529 octodecies, the main terms and conditions of the contract with the Chief Executive Officer are stated below.

The relationship between Enagás and the Chief Executive Officer is governed by a "Service provision contract for the position of Chief Executive Officer", approved by the Board of Directors in accordance with all the requirements envisaged in Article 249.3 of the Spanish Corporate Enterprises Act. The purpose of the contract is to regulate the rights and duties of the parties derived from the position of Chief Executive Officer that corresponds to Mr Marcelino Oreja Arburúa since his appointment by the Board on September 17, 2012. The contract stipulates the period during which the Chief Executive Officer performs his duties as such.

The contract regulates the duties of the Chief Executive Officer and those of the Company. The sections above describe the corresponding remuneration in detail. The contract also regulates the circumstances for termination. In the event that the Company freely decides to terminate the contract for whatever reason, as long as this is not due to a breach or being guilty of any actions by the Chief Executive Officer or because the Company has failed to comply with its contractual obligations, the Chief Executive Officer will be entitled to an indemnity equivalent to two years' salary of his annual remuneration, understood as that held by the Chief Executive Officer at the time of the termination of employment plus the remuneration in kind and the last annual variable remuneration received.

The contract establishes an exclusivity arrangement for the Chief Executive Officer, through which he cannot provide services of any nature to third parties or participate in or form part of another company or legal entity without the Board's express authorisation. No economic compensation for the Chief Executive Officer is envisioned for this concept. The contract includes a non-competition arrangement after its termination, which expires two years afterwards. As compensation for this non-competition agreement, the company shall pay the Chief Executive Officer 80% of the fixed annual remuneration for each of the years contemplated by the agreement. Nonetheless, the resulting amount shall be subtracted from the amount in his favour in the "Directors' Insured Pension Plan". The Chief Executive Officer's permanence and loyalty are incentivised through his participation in the aforementioned "Company's Directors' Pension Plan".

7.3. Executive Director contracts (Executive Chairman and Chief Executive Officer).

The contracts with the Chairman and with the Chief Executive Officer can be amended when necessary to comply with the provisions of Article 249.3 of the Spanish Corporate Enterprises Act and the Recommendations of the CNMV's Code of Good Governance.

C) ANNUAL CEILING ON BOARD REMUNERATION.

The maximum total amount that the Company may pay its directors in each of the three years covered by this Policy (2022 to 2024) shall be the sum of the following items:

A) Maximum amount of remuneration to be paid to all of the Directors in their capacity as such, which amounts to the maximum annual amount of 2,600,000 euros for the 2021 financial year and which would be maintained during the period of validity of this Remuneration Policy (2022-2024). This amount may vary by 10% per annum over the term of the Remuneration Policy.

B) The amount to be paid to Executive Directors in application of the various remuneration items listed and explained in section II.B) of this Policy.

C) The amount of the compensation referred to in headings II.B.7.1 and II.B.7.2 of this Policy in the event of termination with a right to compensation of any of the Executive Directors, as well as the amounts that could be paid to the Chief Executive Officer corresponding to compensation for post-contractual non-competition agreements during the term of this Policy.

D) TEMPORARY EXCEPTIONS TO THE POLICY.

The Board of Directors, at the proposal of the CSNR, may approve the temporary exceptions to the Remuneration Policy where it is necessary to serve the long-term interests and sustainability of the Company as a whole or to ensure its viability.

In this regard, the Board of Directors shall be required to have a prior report from the CSNR assessing the circumstances that make it necessary to apply the temporary exceptions and the specific remunerations, within those provided for in [section II.B)], that should be subject to exception or modification.

The Board, after reviewing the CSNR's previous report, will determine whether the application of the temporary exceptions is appropriate, as well as the components that are affected by it.

In any case, the Company shall include in the Annual Report on Directors' Remuneration information on the exceptional situation that has led the Board to approve the application of the temporary exception, as well as the remuneration affected.

E) CONTRIBUTION OF THE REMUNERATION POLICY TO THE STRATEGY, INTERESTS AND LONG-TERM SUSTAINABILITY OF THE COMPANY.

The remuneration policy for Enagás is a key tool for promoting and communicating the company's strategic commitments and for aligning the efforts of all employees with these strategic commitments.

On the one hand, the annual review of the fixed remuneration of all employees is linked to the evaluation of their performance with respect to the company's values.

On the other hand, both the annual objectives and the multi-year objectives included in the short and long-term variable remuneration are defined in line with each of the strategic priorities.

Sustainability has been one of Enagás' strategic priorities since 2009 and is therefore included in the company's annual objectives, linked to the variable remuneration of all professionals, as well as in the Long-Term Incentive Plan.

The remuneration policy has therefore been and will continue to be a fundamental lever for sustainability to become a concept that is integrated into the day-to-day work of all areas of the company. This approach means that we can anticipate risks and opportunities arising from the context of transformation in which we are operating, thus creating ever greater confidence in our stakeholders.

In addition, the new remuneration policy includes a series of improvements aimed at reinforcing the commitment of the Executive Directors and the management team to the company's long-term approach and its commitment to society. Some of the improvements introduced in this line have been to include a specific section on the shareholdings of senior managers, as well as a section on the Equal Pay Strategy. Likewise, the malus and clawback clauses on variable remuneration, both annual and long-term, have been improved and formalised in order to reinforce the long-term commitment in management decisions.

For this reason, one of the principles on which the definition of this policy was based, and which is considered as such in the different sections of the policy, is to contribute to the long-term sustainability of Enagás.

F) COMPANY REMUNERATION POLICY REGARDING THE MEMBERS OF THE MANAGEMENT COMMITTEE AND THE REST OF THE MANAGEMENT TEAM.

This Policy, which is submitted for the approval of the Meeting for the purposes of Article 529 novodecies of the Corporate Enterprises Act, does not cover the remuneration policy that the Company will follow for members of the Management Committee and the rest of the Management team. This is without prejudice to the fact that changes in the remuneration of the members of the Management Committee must be submitted to the Board for approval in accordance with the provisions of Article 249 bis of the Capital Enterprises Act.

However, to the extent that the entire remuneration policy of the Company should be considered as a whole, in this section the Board informs the Meeting of the policy that, as with the proposal for the Executive Directors, will apply to the members of the Management Committee (currently nine, excluding Executive Directors) and the Managers (currently forty-one).

Analysis of current positioning and remuneration limit in 2024.

The CSNR, with the collaboration of the independent consultant Willis Towers Watson, extended the analysis of the remuneration positioning to the members of the Management Committee and the rest of the Management team.

The comparison groups are those also used in the analyses carried out for Directors, i.e. Spanish Ibex-35 energy companies as the main group, as well as Ibex-35 companies and European TSOs and other companies with regulated revenues as complementary groups.

This analysis was conducted using 2020 data and criteria similar to those used in the definition of the previous policy.

A more restrictive benchmark has been taken to set the **remuneration limit in 2024** than was taken in the previous policy:

- The remuneration limit in 2024 will be the limit which the remuneration of the members of the Management Committee and the rest of the management team could reach after the three years of application of the Policy.
- In order to provide greater assurance in identifying the appropriate comparison group, the CSNR has analysed the data for the three groups mentioned above.

- In view of the analysis carried out, the CSNR ratified that the comparison group to be used when setting the limit for 2024 will be the same as that used in the previous policy (Ibex-35 energy companies), so that continuity could be given to the criterion used and thus facilitate the monitoring of wage change.
- Thus, the remuneration limit in 2024 has been set at 90% of the median market share of the Ibex-35 energy companies in 2020.
- This limit is more restrictive than in the previous policy as it takes as a reference 90% of the median market share of the Ibex-35 energy companies considering the figures for 4 years prior to the year in which the limit is applied (2024 vs. 2020), while in the previous policy the reference was also 90% of the median market share of the Ibex-35 energy companies, but in this case the figures were 3 years prior to the year in which the limit was applied (2021 vs. 2018).
- The positioning of the management team with respect to this benchmark is one of the criteria that was considered to establish their proposed remuneration for the years 2022-2024, but it is not the main justification. Other criteria considered in establishing the proposed remuneration included: the evolution of the contribution of the position and the person, consistency with the evolution of the rest of the management team and the results of the Group.

Remuneration proposal for 2022, 2023 and 2024.

Apply annual increases that allow the target positioning to be reached (90% median of the benchmark market of Ibex-35 energy companies in 2020) by the end of financial year 2024.

The annual increases applied must have the approval of the Board at the proposal of the CSNR and must be justified based on the following criteria:

- The evolution of the contribution of the position and the person.
- Consistency with the evolution of the rest of the management team.
- The results of the group.
- Market benchmarks.

The changes in the financial terms for members of the Management Committee must be approved by the CSNR and the Board in accordance with the provisions of Article 249 bis of the Corporate Enterprises Act. These changes will be made in accordance with the general policy set forth by the CSNR for this purpose.

Changes in the economic conditions of the rest of the management team will be implemented in accordance with the general policy set by the Company.

The modifications referred to in the two preceding paragraphs may not entail individual annual increases of more than 20% of the fixed remuneration.

And for the appropriate legal effects, it is hereby stated that the Sustainability, Appointments and Remuneration Committee formulates this proposal for a "Directors' remuneration policy for 2022, 2023 and 2024" at its meeting held on April 16, 2021.

The secretary to the Board of Directors

Rafael Piqueras Bautista

Enagás, S.A.