



**PROPOSED RESOLUTIONS FOR THE 2024 ORDINARY GENERAL
SHAREHOLDERS' MEETING**

**First call: March 20, 2024
Second call: March 21, 2024**

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

MEETING AGENDA

1. To examine and, if appropriate, approve the 2023 Annual Accounts (Balance Sheet, Income Statement, Statement of Changes in Equity, Cash Flow-Statement and Notes) and Management Report of Enagás S.A. and its Consolidated Group.
2. To approve the Consolidated Non-Financial Information Statement included in the Enagás Group Management Report for financial year 2023.
3. To approve, if applicable, the proposed distribution of Enagás, S.A.'s profit for 2023.
4. To approve, if appropriate, the performance of the Board of Directors of Enagás, S.A. for financial year 2023.
5. To re-elect auditing firm Ernst & Young S.L. as Auditor of Enagás, S.A. and its Consolidated Group for 2025.
6. To re-elect the members of the Board of Directors. The following proposals shall be put to vote separately:
 - 6.1 To re-elect Sociedad Estatal de Participaciones Industriales (SEPI) as Director for the four-year period. Sociedad Estatal de Participaciones Industriales (SEPI) has the role of Proprietary Director.
 - 6.2 To re-elect Mr José Blanco López as Director for the four-year period. Mr José Blanco López has the role of Independent Director.
 - 6.3 To re-elect Mr José Montilla Aguilera as Director for the four-year period. Mr José Montilla Aguilera has the role of Independent Director.
 - 6.4 To re-elect Mr Cristobal Gallego Castillo as Director for the four-year period. Mr Cristobal Gallego Castillo has the role of Independent Director.
 - 6.5 To maintain the number of members of the Board of Directors at fifteen.
7. To approve, for the purposes of Article 529 novodecies of the Corporate Enterprises Act, the Directors' Remuneration Policy for the 2025, 2026 and 2027 financial years.
8. To submit the Annual Report on Directors' Remuneration referred to in Article 541 of the Corporate Enterprises Act to an advisory vote.
9. To delegate authorisation to supplement, develop, implement, rectify and formalise the resolutions adopted at the General Shareholders' Meeting.

RESOLUTION 1

To examine and, if appropriate, approve the 2023 Annual Accounts (Balance Sheet, Income Statement, Statement of Changes in Equity, Cash Flow-Statement and Notes) and Management Report of Enagás S.A. and its Consolidated Group.

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

“To approve the Annual Accounts (Balance Sheet, Income Statement, Statement of Changes in Equity, Cash Flow-Statement and Notes) and Management Report of Enagás S.A. and its Consolidated Group for the financial year starting on January 1 and closing on December 31, 2023.”

RESOLUTION 2

To approve the Consolidated Non-Financial Information Statement included in the Enagás Group Management Report for financial year 2023.

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

“To approve the Consolidated Non-Financial Information Statement included in the Enagás Group Management Report for financial year 2023”.

RESOLUTION 3

To approve, if applicable, the proposed distribution of Enagás, S.A.’s profit for 2023.

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

“To approve the allocation of Enagás, S.A.’s profits for the 2023 financial year, which amounted to net profit of **461,033,817.78** euros, in line with the following distribution proposal prepared by the Board of Directors:

1. Allocating an amount of 5,674,700 euros to the voluntary reserve;
2. Payment of a dividend which was already wholly paid as an interim dividend by virtue of the Board of Directors’ resolution of December 18, 2023, which is ratified for all that may be necessary, paid to shareholders on December 22, 2023, and which amounted to 0.696 euros gross per entitled share, making a total of 181,841,480.52 euros;
3. Payment of a final dividend of 1.044 euros gross per entitled share; the applicable taxes will be deducted from this amount. The total amount to be distributed for the whole of the 261,990,074 shares issued at this date would amount to 273,517,637.26.

The final dividend will be paid on **July 4, 2024**.

The following table summarises the distribution of profit:

| Distribution | Euros |
|---------------------|----------------|
| Voluntary reserves | 5,674,700.00 |
| To dividends: | |
| Interim dividend | 181,841,480.52 |
| Final dividend | 273,517,637.26 |

RESOLUTION 4

To approve, if appropriate, the performance of the Board of Directors of Enagás, S.A. for financial year 2023.

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

"To approve the performance of the Board of Directors of Enagás, S.A. in the 2023 financial year."

RESOLUTION 5

To re-elect auditing firm Ernst & Young S.L. as Auditor of Enagás, S.A. and its Consolidated Group for 2025.

Article 50 of the Articles of Association, pursuant to Article 264 of the Spanish Corporate Enterprises Act states that the auditors of the Company's accounts shall be appointed by the General Meeting prior to the end of the financial year to be audited, for an initial period of time no less than three years nor in excess of nine, as of the date of commencement of the first year audited, who may be re-appointed by the General Meeting once the initial period has expired. After the enactment of the Audit Act 22/2015 of July 20, which determined the options applicable to Spain from among the provisions of Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014 regarding the specific requirements for the legal audit of public-interest entities, in 2015 the Audit and Compliance Committee announced a call for tenders in order to designate the Accounts Auditor for the upcoming years. The tender process, to which several reputable audit firms were invited, was carried out with complete independence so that the Committee could undertake its task. Likewise, during the process, the Committee took the necessary measures to ensure that the proposed firm met the suitability, independence and compatibility requirements imposed by the aforementioned provisions. As a result of this process, the General Shareholders' Meeting held on March 18, 2016 agreed to designate the firm Ernst & Young, S.L. as Auditor of Enagás, S.A. and its Consolidated Group for the years 2016, 2017 and 2018. Law 22/2015, of July 20, on Accounts Auditing (Article 22.1 and Article 40) and EU Regulation No. 537/2014 (Article 17) establish the possibility of re-electing the Auditor for three years, as the maximum period of re-election, until the accumulated period of ten years is reached. Likewise, it is established that the signing auditor must rotate every five years, and three years must elapse before this auditor can once again take part in the audit.

The General Shareholders' Meeting held on March 29, 2019 resolved to re-elect the firm Ernst & Young, S.L. as Auditors of Enagás S.A. and its Consolidated Group for a second three-year term of office covering the financial years 2019, 2020 and 2021, with Ernst & Young's auditors rotating from 2021, having completed the five years established by law.

Having completed its second three-year term of office, the General Shareholders' Meeting held on March 31, 2022 resolved to re-elect Ernst & Young, S.L. as Auditors of Enagás S.A. and its Consolidated Group for a third three-year term of office covering the financial years 2022, 2023 and 2024, thus reaching a period of nine years.

In accordance with the provisions of Regulation 537/2014, Law 22/2015 and the Corporate Enterprises Act, the Audit and Compliance Committee and the Board of Directors have agreed to propose to the General Shareholders' Meeting the re-election of the firm Ernst & Young, S.L. as Auditor of Enagás S.A. and its Consolidated Group for an additional year (for the year 2025) in order to exhaust the legally permitted 10-year period and to initiate during the current year 2024 a tender process through public bidding to propose to the auditing firm for the years 2026 and following.

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

"To re-elect auditing firm Ernst & Young S.L. as Auditor of Enagás, S.A. and its Consolidated Group for 2025."

RESOLUTION 6

6. To re-elect the members of the Board of Directors. The following proposals shall be put to vote separately:
 - 6.1 To re-elect Sociedad Estatal de Participaciones Industriales (SEPI) as Director for the four-year period. Sociedad Estatal de Participaciones Industriales (SEPI) has the role of Proprietary Director.
 - 6.2 To re-elect Mr José Blanco López as Director for the four-year period. Mr José Blanco López has the role of Independent Director.
 - 6.3 To re-elect Mr José Montilla Aguilera as Director for the four-year period. Mr José Montilla Aguilera has the role of Independent Director.
 - 6.4 To re-elect Mr Cristobal Gallego Castillo as Director for the four-year period. Mr Cristobal Gallego Castillo has the role of Independent Director.
 - 6.5 To maintain the number of members of the Board of Directors at fifteen.

At the time of sending out the call to the Meeting, the shareholders were provided with the following reports, with detailed information on the proposals for re-election of Directors:

"REPORT PREPARED BY THE BOARD OF DIRECTORS OF ENAGÁS, S.A. PURSUANT TO ARTICLE 529 DECIES OF THE CONSOLIDATED TEXT OF THE CORPORATE ENTERPRISES ACT JUSTIFYING THE PROPOSED RE-ELECTIONS OF DIRECTORS INCLUDED IN ITEM 6 ON THE AGENDA OF THE GENERAL SHAREHOLDERS' MEETING CALLED FOR MARCH 20 AND 21, 2024, AT FIRST AND SECOND CALL RESPECTIVELY."

"REPORT PREPARED BY THE SUSTAINABILITY AND APPOINTMENTS COMMITTEE OF ENAGÁS, S.A. PURSUANT TO ARTICLES 529 DECIES AND 529 QUINQUEDECIES OF THE CONSOLIDATED TEXT OF THE SPANISH CORPORATE ENTERPRISES ACT JUSTIFYING THE PROPOSED RE-ELECTION OF DIRECTORS INCLUDED IN ITEM 6 ON THE AGENDA OF THE GENERAL SHAREHOLDERS' MEETING CALLED FOR MARCH 20 AND 21, 2024, AT FIRST AND SECOND CALL RESPECTIVELY."

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

1. Re-election of Sociedad Estatal de Participaciones Industriales (SEPI) as Director for the four-year period. Sociedad Estatal de Participaciones Industriales (SEPI) has the role of Proprietary Director.

Sociedad Estatal de Participaciones Industriales (SEPI) has been a Proprietary Director of Enagás, S.A. since April 25, 2008. It is currently represented by its Vice-Chairman, Mr Bartolomé Lora Toro as a natural person.

The General Meeting of Shareholders held on June 30, 2020 resolved to appoint him as a Director for the statutory period of four years. The re-election received 81.78% of votes in favour.

The Board and the Sustainability and Appointments Committee consider that having two Proprietary Directors proposed by the Sociedad Estatal de Participaciones Industriales (SEPI) - the SEPI itself, a legal entity represented by its Vice-Chairman Mr Bartolomé Lora Toro, and Mr Ferrer - on the Board does not breach Recommendation 16 of the Code of Good Governance of the National Securities Market Committee given that:

"The percentage of Proprietary Directors out of all Non-Executive Directors should not be greater than the proportion between the ownership stake of the shareholders they represent and the remainder of the company's capital.

This criterion can be relaxed:

a) In large cap companies where few or no equity stakes attain the legal threshold for significant shareholdings.

b) In companies with a plurality of shareholders represented on the board but not otherwise related".

Sociedad Estatal de Participaciones Industriales (SEPI) is a public entity governed by Law 5/1996 of January 10, and implementing regulations, with a 5% stake in the share capital of Enagás, S.A., but the voting rights of which are not subject to the limitations determined by additional provision thirty-one of Hydrocarbons Law 34/1998 of October 7. There are currently very few significant shareholdings in the Company's capital. One of these corresponds to the Sociedad Estatal de Participaciones Industriales (SEPI). In Enagás' case, this justifies relaxing the proportionality criterion set forth in Recommendation 16, as outlined above, as the situation described in its section a) is applicable to the Company.

The Board and the Sustainability and Appointments Committee have given a very positive assessment of SEPI's contribution to the Board and the performance of its duties by Mr Lora during his previous mandate.

Attendance at Board Meetings.

Mr Lora personally attended all the meetings of the Board of Directors held during 2023. He also personally attended all the meetings of the Audit and Compliance Committee.

Personal data.

Mr Bartolomé Lora Toro, representative natural person of Sociedad Estatal de Participaciones Industriales on the Board of Directors, is the Vice-Chairman of SEPI.

A graduate in Economic and Business Sciences through CUNEF, specialising in Finance and Executive MBA through the Business Institute.

He started his professional career at Bankinter and held positions in the financial area at Enfersa and Ferrovial. He joined the National Institute of Industry (INI) in 1990. He was appointed Director of Planning in 2000 and Director of Subsidiaries in 2002, joining SEPI's Management Committee. He has been a member of the Boards of Directors of NAVANTIA, ALESTIS, ITP and TRAGSA.

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

Mr Lora holds proxy status of the shareholder SEPI. In his appointment as the natural person representing SEPI, the trust placed in him by the latter is very important in his designation. Nevertheless, the Committee and the Board value very highly the contribution of Mr Lora to the skills set required of the Board for the best performance of its functions.

His economic background and practical professional experience in the field of finance and the public business sector help cover the Board's needs for knowledge and experience in this area.

Proposal submitted to the General Shareholders' Meeting.

Hence, as provided for under Article 529 decies.4 of the Consolidated Text of the Corporate Enterprises Act, the Board, with the approval of the Sustainability and Appointments Committee, proposes that Sociedad Estatal de Participaciones Industriales (SEPI) be re-elected as Director for the statutory four-year period.

2. Proposal for the re-election of three Independent Directors.

2.1 To re-elect Mr José Blanco López as Director for the four-year period. Mr José Blanco López has the role of Independent Director.

The General Shareholders' Meeting held on June 30, 2020 resolved to appoint Mr Blanco as an Independent Director of the Company for the statutory period of four years with 85.65% of votes in favour.

Personal data.

Mr José Blanco López, 62, was a Senator (1989-1996) and a Member of the Spanish Parliament (1996-2015).

Minister of Development of the Government of Spain (2009-2011), he was also at that time Chairman of the Transport Council of the European Union and President of the World International Transport Forum.

Spokesperson for the Spanish Government (2011).

Member of the European Parliament (2015-2019) taking part in the follow-up and participation in various legislative dossiers and reports on parliamentary initiatives. He has been a member of the Committee on Industry, Research and Energy; Member of the Committee of Inquiry into the Measurement of Emissions from the Automobile Sector; Vice-Chairman of the delegation to the EU-Mexico Joint Parliamentary Committee and Rapporteur on the Renewable Energy Directive (REDII 2020-2030).

As head of the European Parliament for the renewable energy directive, he has participated as a speaker in more than 100 conferences, forums and congresses in recent years. Among the most recent: "Energy Transition, between all of us. Self-consumption as a key to change"; "Participation in the GASNAM Congress as a conference speaker: European Renewable Energy Directive" and the "Transition to a new energy model in Europe". He has been a speaker in the European capital at various conferences: the Solar Power Summit, the III Energy Summit, the European Sustainable Energy Week, the Annual High-Level Experts Conference and the European Commission's Clean Energy Financing, at the presentation of the REMAP study by the International Renewable Energy Agency, the Global Sustainability Conference, the IV Energy Summit and at the conferences organised in Sofia by the Bulgarian Presidency of the European Union. In Spain, he has participated as a speaker at the 3rd Spanish Wind Energy Congress, the National Renewable Energy Congress, the 4th Solar Forum, the 1st Canary Islands Wind Energy Congress, the Conference on renewable energies organised by the Murcia Association of Engineers, the Spanish Energy Club, the OCU Self-Consumption Conference, the UNEF Conference on Power Purchase Agreements and the Renewable Energy Directive. He led the convening of two round tables on biofuels and on bioenergy organised by the S&D Group at Parliament's HQ in Brussels and has sponsored the organisation of several round tables at the Parliament with various EU associations from the sectors concerned, including EREF, Euroelectric, Ecofys and RE100.

Author of articles on energy issues in different media. Author of the chapter "Paris Agreement, Winter Package, Energy and Climate Strategy 2030 and 2050. Historical Vision of the European Union's Climate and Energy Policies" published in the Workbook on Energy Transition in Spain. A proposal from social democracy. He is currently CEO and Founder of ACENTO PUBLIC AFFAIRS.

Attendance at Board Meetings.

Since his appointment as Director in 2020, Mr Blanco has personally attended all the meetings of the Board of Directors and the Committees of which he has been a member.

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

The Sustainability and Appointments Committee has particularly valued in the re-election of Mr José Blanco López his extensive professional career and, in particular, his experience in energy regulation, both at national and European level, and his contribution in these areas on the Board and in the Sustainability and Appointments Committee.

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

Proposal submitted to the General Shareholders' Meeting.

Taking into account the foregoing and for the purposes of Article 529 decies.4 and 529 quidecies.3 c) of the Consolidated Text of the Corporate Enterprises Act, the Sustainability and Appointments Committee has proposed the re-election of Mr José

Blanco López as Independent Director of the Company. The Board of Directors has adopted the Committee's proposal as its own.

2.2 To re-elect Mr José Montilla Aguilera as Director for the four-year period. Mr José Montilla Aguilera has the role of Independent Director.

The General Shareholders' Meeting held on June 30, 2020 resolved to appoint Mr Montilla as an Independent Director of the Company for the statutory period of four years with 85.51% of votes in favour.

Personal data.

José Montilla Aguilera, 69, was Mayor of Cornellá de Llobregat (1985-2004). He held various posts in the Barcelona Provincial Council, of which he was Chairman (2003-2004).

Member of Parliament (2004-2006).

Minister for Industry, Trade and Tourism with full responsibility for Energy (2004-2006).

During his time as Minister he launched the Renewable Energy Plan 2005-2010, the Energy Saving and Efficiency Strategy 2005-2007, and the National Coal Restructuring Plan 2006-2012. He also stood out for promoting the adoption of legislative reforms to strengthen the powers of the National Energy Commission and to liberalise the energy sector, as well as reforms of the internal gas and electricity markets.

President of the Catalan Government and Member of the Catalonia Parliament (2006-2010).

Senator representing the Catalonia Parliament (2011-2019). As Senator, he has been Chairman of the Budget Committee and Spokesman for the Economy and Competitiveness, Finance and Public Administration, and Industry, Energy and Tourism Committees. He has been behind the following Bills: Audit of Accounts; Independent Authority for Fiscal Responsibility; Corporate Tax; Urgent Measures in Bankruptcy Matters; Fiscal Measures for Energy Sustainability; Guarantee of Supply and Increase of Competition in the Insular and Extrapeninsular Electrical Systems; Fiscal Measures for Energy Sustainability.

Attendance at Board Meetings.

Since his appointment as Director in 2020, Mr Montilla has personally attended all the meetings of the Board of Directors and the Audit and Compliance Committee.

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

The Sustainability and Appointments Committee has particularly valued in the re-election of Mr José Montilla Aguilera his excellent work as Chairman of the Audit and Compliance Committee and his professional experience in accounting, regulatory and financial matters.

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

Taking into account the foregoing and for the purposes of Article 529 decies.4 and 529 quidecies.3 c) of the Consolidated Text of the Corporate Enterprises Act, the Sustainability and Appointments Committee has proposed the re-election of Mr José

Montilla Aguilera as Independent Director of the Company. The Board of Directors has adopted the Committee's proposal as its own.

2.3 To re-elect Mr Cristóbal José Gallego Castillo as Director for the four-year period. Mr Cristóbal José Gallego Castillo has the role of Independent Director.

The General Shareholders' Meeting held on June 30, 2020 resolved to appoint Mr Gallego as an Independent Director of the Company for the statutory period of four years with 85.74% of votes in favour.

Personal data.

Cristóbal José Gallego Castillo, 42, holds a degree in Aeronautical Engineering from the Polytechnic University of Madrid. International Doctorate, with the qualification cum laude, by the same University.

During his doctoral studies he was part of the research team at the Department of Energy - Wind Energy Division - of CIEMAT (Centre for Energy, Environmental and Technological Research).

He is currently an Associate Professor at the Universidad Politécnica de Madrid, Department of Aircraft and Space Vehicles.

During his professional career he has actively participated in numerous projects related to energy transition and renewable energies:

- Journal referee (IEEE Transactions on Power Systems, Wind Energy, Journal of Renewable and Sustainable Energy, Applied Energy, Sustainable Energy, Grids and Networks).
- Member of the Scientific Committee that prepared the tenth Seminar on Wind Energy in Europe. (Orleans, France 2014).
- Member in AENOR of the National Committee (AEN/CTN) 206 "ELECTRICAL ENERGY PRODUCTION" and of the Sub-committee (SC) 88 "WINDTURBINES" (2014).
- Member of the National Association of Wind Engineering (ANIV). 2014.

It is worth highlighting his participation as a member of the "National Commission of Experts on Energy Transition" created by the Council of Ministers by means of an Agreement of July 7, 2017, with the task of preparing a report analysing the possible proposals that could contribute to the definition of the Spanish strategy for Energy Transition.

He has participated in numerous seminars and conferences in his technical speciality and in others related to renewable energies and energy transition. Author of numerous scientific articles on the same subjects.

Attendance at Board Meetings.

Mr Gallego personally attended all the meetings of the Board of Directors and of the Sustainability and Appointments Committee held during 2023.

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

The Sustainability and Appointments Committee has particularly valued in the re-election of Mr Cristóbal Gallego his knowledge and technical expertise in matters

related to renewable energies and energy transition as well as his excellent contribution in these areas in the Board and in the Sustainability and Appointments Committee.

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

Proposal submitted to the General Shareholders' Meeting.

Taking into account the foregoing and for the purposes of Article 529 decies.4 and 529 quidecies.3 c) of the Consolidated Text of the Corporate Enterprises Act, the Sustainability and Appointments Committee has proposed the re-election of Mr Cristóbal José Gallego Castillo as Independent Director of the Company. The Board of Directors has adopted the Committee's proposal as its own.

3. Board structure following the re-elections proposed to the General Shareholders' Meeting.

Independence and diversity.

Following the proposed appointments, the Board maintains the number of members at fifteen. The percentage of Independent Directors is 73.33% (11 out of 15), while the percentage of female Directors remains at 40% (6 out of 15).

With this, the Board of Directors complies with all the recommendations currently established by the CNMV's Good Governance Code for Listed Companies in terms of size and composition.

Separation of the offices.

Since 2012, the Company has separated the positions of Chairman of the Board of Directors and Chief Executive Officer, and since 2010 has had an Independent Leading Director, the post held by Ms Ana Palacio Vallelersundi, providing an additional guarantee for the proper functioning of the Board.

Mr Antonio Llardén Carratalá has the role of Non-Executive Chairman. Having served as Executive Chairman until March 31, 2022, the Meeting held on that date resolved to re-elect him as an "other external" Director.

As Chief Executive Officer, Mr Arturo Gonzalo Aizpiri is the only Executive Director of the Board of Directors.

The internal structure guarantees that all the functions promoting the control that must be exercised by the Board of Directors in relation to the executive and business functions that fall to the Chief Executive Officer maintain the necessary independence, and are functionally assigned to the Board of Directors through the Audit and Compliance Committee.

Assessment of the Board's performance.

The Board is subject to an annual evaluation process by an independent expert. The assessment for the 2023 financial year has been carried out with the collaboration of the firm Georgeson.

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

Skills matrix.

Enagás has a Board’s skills matrix, which it updates annually and which is included in the Non-Financial Information Statement included in the Enagás Group’s Consolidated Directors’ Report. This matrix is published on the corporate website prior to the convening of the General Meeting and is reproduced below.

| | Audit and Compliance Committee | | | | | | Sustainability and Appointments Committee | | | | | | Remuneration Committee | | |
|---|--------------------------------|---|---|---|---|---|---|---|---|----|----|----|------------------------|----|----|
| | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 |
| Senior management | x | x | x | x | | x | x | x | | x | x | x | x | | x |
| Industry experience | x | x | x | | x | x | x | | x | x | x | x | x | x | |
| International experience | x | x | x | x | x | x | x | | x | x | x | x | x | x | |
| Audit and finance | x | x | x | x | x | x | x | x | | | x | x | x | x | x |
| Risk management | x | x | x | x | | x | x | | | | | x | x | | |
| Strategy | x | x | x | x | x | x | x | x | | x | x | x | x | | x |
| Institutional experience and public service | x | x | x | x | x | x | x | x | x | x | x | x | x | x | x |
| Legal, regulatory and corporate governance | x | x | x | | x | x | x | x | | x | x | x | x | | x |
| Technology | | x | x | x | | x | | x | x | x | | x | x | | |
| Innovation | | x | x | x | | x | | | | x | x | x | x | | |
| Cybersecurity and the digital transformation | | x | x | | x | x | | x | | x | | | x | | |
| People, culture, talent and human rights management | x | x | x | x | x | x | x | x | | x | x | x | x | x | x |
| Sustainability, climate change and environment | x | x | x | | x | x | x | x | x | x | x | x | x | x | x |

The re-election of the Directors aims to maintain the skills of the Board.

Implication of the Directors.

Twelve meetings of the Board of Directors were held during 2023. All the Directors attended all of them. The individual breakdown is as follows:

- Mr Antonio Llardén Carratalá (Chairman) attended all the Board meetings.
- Mr Arturo Gonzalo Aizpiri (Chief Executive Officer) attended all the Board meetings.
- Ms Ana Palacio Vallelersundi attended all the meetings of the Board and of the Sustainability and Appointments Committee.
- Ms Eva Patricia Úrbez Sanz attended all the meetings of the Board of Directors and the Audit and Compliance Committee.
- Sociedad Estatal de Participaciones Industriales (SEPI), represented by Mr Bartolomé Lora Toro, attended all the meetings of the Board and of the Audit and Compliance Committee.
- Mr Santiago Ferrer Costa attended all the meetings of the Board of Directors and of the Sustainability and Appointments Committee.
- Mr José Blanco López attended all the meetings of the Board of Directors and of the Sustainability and Appointments Committee.
- Mr José Montilla Aguilera attended all the meetings of the Board of Directors and the Audit and Compliance Committee.
- Mr Cristóbal José Gallego Castillo attended all the meetings of the Board and of the Sustainability and Appointments Committee.
- Ms Natalia Fabra Portela attended all the meetings of the Board of Directors and the Audit and Compliance Committee.

- Ms Maria Teresa Arcos Sánchez attended all the meetings of the Board of Directors and of the Remuneration Committee.
- Ms Maria Teresa Costa Campí attended all the meetings of the Board of Directors and of the Sustainability and Appointments Committee.
- Ms Clara Belén García Fernández-Muro attended all the meetings of the Board of Directors and of the Remuneration Committee.
- Mr Manuel Gabriel González Ramos attended all the meetings of the Board of Directors and of the Remuneration Committee.
- Mr David Sandalow attended all the meetings of the Board of Directors and of the Sustainability and Appointments Committee, with the exception of the Committee meetings of April 20, 2023.

The Directors, especially the Chairwomen and the Chairman of the Committees, maintain permanent contact with those Senior Managers responsible for the areas of their competence.

Accordingly,

The following resolutions are proposed for adoption before the General Shareholders' Meeting, which will be subject to separate votes:

- "6.1 To re-elect Sociedad Estatal de Participaciones Industriales (SEPI) for the four-year period. Sociedad Estatal de Participaciones Industriales (SEPI) has the role of Proprietary Director.
- 6.2 To re-elect Mr José Blanco López as Director for the four-year period. Mr José Blanco López has the role of Independent Director.
- 6.3 To re-elect Mr José Montilla Aguilera as Director for the four-year period. Mr José Montilla Aguilera has the role of Independent Director.
- 6.4 To re-elect Mr Cristobal Gallego Castillo as Director for the four-year period. Mr Cristobal Gallego Castillo has the role of Independent Director.
- 6.5 To maintain the number of members of the Board of Directors at fifteen".

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| RESOLUTION 7 |
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To approve, for the purposes of Article 529 novodecies of the Corporate Enterprises Act, the Directors' Remuneration Policy for the 2025, 2026 and 2027 financial years.

Article 529 novodecies of the Corporate Enterprises Act stipulates that the remuneration policy for Directors must comply with the remuneration system set out in the Articles of Association and must be approved by the General Shareholders' Meeting as a separate item on the Agenda, to be applied for a maximum period of three financial years. However, the proposal for a new Directors' Remuneration Policy must be submitted to the General Shareholders' Meeting prior to the end of the last financial year of application of the previous policy, and the Meeting may determine that the new policy shall apply from the date of approval and for the following three financial years.

The proposal for the remuneration policy of the Board of Directors shall state the reasons on which it is based and shall be accompanied by a specific report from the Appointments and Remuneration Committee. Both documents have been made available to shareholders on the Company's website since the call to the General Meeting. Any modification or replacement thereof during said period shall require the prior approval of the General Shareholders' Meeting in accordance with the procedure established for its approval. Any remuneration paid to Directors for holding or being removed from their positions and for performing executive functions must be consistent with the Directors' remuneration policy in effect at any given time, except for any remuneration expressly approved by the General Shareholders' Meeting.

The General Shareholders' Meeting held on May 27, 2021 approved the Director's Remuneration Policy for the 2022- 2024 financial years as item 10 of its Agenda, with a percentage of votes in favour of 83.28%. The Policy included a Long-Term Incentive for the same period that, voted on separately as item 9 of the Agenda by the General Shareholders' Meeting held on March 31, 2022, was approved with 86.01% of votes in favour.

This Policy was amended by the General Meeting on March 31, 2022 with 82.70% of the votes cast in favour of the proposal, thereby replacing in its entirety the amendment approved by the Enagás General Meeting on May 27, 2021, without prejudice to the effects produced and consolidated while in force. The aim of this modification was to adapt it to the termination of the executive duties of the Executive Chairman, to the compensation conditions of the new Chief Executive Officer, to the modification of the maximum compensation limit for Directors in their capacity as such and to the Company's long-term incentive plan.

The current Directors' Remuneration Policy is in its final year and the Board is therefore submitting to the Meeting for binding approval the Directors' Remuneration Policy for the financial years 2025, 2026 and 2027 (hereinafter the "Directors' Remuneration Policy" or the "Policy").

The Policy has been proposed to the Board by the Remuneration Committee, which dedicated specific meetings to this Policy on February 15, April 24, July 24, October 23 and December 18, 2023. The Remuneration Committee approved the proposal at its meeting on February 19, 2024, in accordance with the provisions of Article 529 quidecies of the LSC and Article 45 bis of the Articles of Association.

The Remuneration Committee has considered, as a further factor in the process of determining this Policy, the conclusions of various analyses by comparing the total remuneration strategy (market positioning and remuneration mix) of Enagás' Directors and management team, as well as the design of the various elements of remuneration, with market practice in comparable companies.

The Remuneration Committee has benefited from the independent external advice of the firm Willis Towers Watson, which carried out the market analyses indicated and presented alternatives for the design of this Policy. The Committee has also been advised by the firm Garrigues on the legal and tax aspects referred to in this Policy and by Morrow Sodali on issues related to investors and proxy advisors.

The Committee focused especially on Article 217 of the Spanish Corporate Enterprises Act, in the sense that the Directors' remuneration must, in any case, have a reasonable proportion to the company's importance, its financial situation at any given time and the market standards for comparable companies. The remuneration system established should be focused on promoting the long-term profitability and sustainability of the Company and incorporate the necessary precautions to avoid the excessive assumption of risks and the reward of unfavourable results.

Following the General Shareholders' Meeting each year, the Remuneration Committee conducts a reflection process where it considers the internal and external factors listed below.

As part of its commitment to continually listen to its shareholders, Enagás maintains a constant and transparent dialogue with them to ascertain, among other issues, their opinion on the Remuneration Policy and to assess any modifications that may be necessary. The Remuneration Committee receives timely feedback on shareholder comments and opinions and incorporates them into the process of determining and implementing the Policy.

The reflection process has also considered the results of the votes on the Annual Report on Directors' Remuneration obtained in the last two financial years (81.47% and 81.53% of votes in favour over the votes cast at the General Shareholders' Meetings of the financial years 2022 and 2023, respectively) and those relating to the Directors' Remuneration Policy approved on March 31, 2022 (82.70% of votes in favour over the votes cast at the General Shareholders' Meeting of that financial year).

The internal factors considered were inclusion in the strategy, including sustainability priorities, the business objectives set in the short and long term, the results obtained by the Enagás Group and the alignment of the Policy with the remuneration conditions of the management team and employees as a whole.

The external factors considered are the recommendations received in the process of engagement with investors, shareholders and proxy advisors that Enagás carries out regularly, the result of the vote on the current Policy and the annual reports on remuneration of previous Directors, the market practices of companies relevant to Enagás as competitors by business or talent and companies considered high performers, and the regulations and general recommendations on corporate governance at national and international level.

As a result of the conclusions reached in the reflection process, the Remuneration Committee has proposed the Remuneration Policy to the Board of Directors.

The new Policy is in line with the one approved at the General Meeting of March 31, 2022.

In relation to the comparison groups, in the process of engaging with shareholders, their comments and views on the comparison groups considered in previous policies have been heard. In this context, the Board of Directors, at the proposal of the Remuneration Committee, has agreed to consider companies with a higher degree of comparability by size, maintaining those that are similar by type of activity. The criteria for selecting the comparison group are detailed in section 4.1. of the Policy and periodically updated information will be included in the Annual Report on Directors' Remuneration.

With regard to the Chief Executive Officer, a proposal is made to simplify the structure of the fixed remuneration and to enhance the pay for performance concept. Thus, the remuneration of the Executive Director as a Director in his capacity as such is eliminated and this amount (130,000 euros) is included as part of the target long-term incentive. This means an increase in the weight of the annualised long-term variable remuneration which, for a scenario of maximum compliance, increases from 62.5% to 78.75% of the fixed remuneration. This variable, "at risk" remuneration will be equity-based or equity-settled and primarily linked to long-term shareholder value creation. The Remuneration Committee has examined the simplified fixed remuneration structure and found that it maintains a comparable total remuneration level for the Executive Director in relation to the comparison groups.

It is also proposed to revise the share retention requirements so that if the Executive Director has not reached the number of shares subject to the permanent shareholding commitment already established in the 2022-2024 Policy, the retention period for any shares received under any variable remuneration scheme will be 3 years.

The text of each section has been reviewed to ensure that the Policy provides a rigorous management framework that is sufficiently flexible to align decisions on the Policy and its implementation with the Company's strategy and the interests of the various stakeholders.

New sections have been introduced to bring the structure of the Policy more clearly in line with the legally required content.

The format of the Policy has been adapted to the highest market standards to make it easier for stakeholders to understand.

No changes are made to the remuneration of Directors in their capacity as such, except for the elimination of the remuneration to which the Executive Director would be entitled in this respect.

The main objective of the Remuneration Policy is to attract, retain and motivate the best talent so that the Company can meet its strategic objectives and create value for Enagás' stakeholders, particularly its shareholders, within the increasingly competitive and complex framework in which it operates, establishing the most appropriate measures and practices for this purpose.

The general principles underlying the Remuneration Policy, which in turn are applicable to the rest of the Company's remuneration policies and procedures, are as follows:

- Sustainability and alignment with stakeholders: the Policy is aligned with the commitment to sustainable growth, efficiency and long-term value creation for Enagás' stakeholders.
- Internal equity and external competitiveness: the Executive Director's Remuneration Policy is aligned with that of other employees, sharing the same principles and criteria for action, and incorporating the elements included in the remuneration package for Enagás executives. Adequate remuneration is paid for professional worth, skills, experience, responsibility and results achieved.

The Policy is consistent with Enagás' inclusive culture, where there is a commitment to incorporate diversity and inclusion management as a key element to connect talent and grow as a Company.

The structure of the remuneration package for the Executive Director and the Enagás employees is based on the principle to attract and retain the best talent and be competitive within the sector, by rewarding employees for their contribution to the Group's results. Similarly, the compensation for Directors in their role as such should be sufficient to attract and retain the desired profile for the Company.

The Policy is reviewed from time to time so that it is in reasonable proportion to the size of the Company, its economic situation and the market standards of its peers.

- Prudence and suitability: the remuneration of Directors in their capacity as such should be appropriate to the dedication and responsibility of each Director, without such remuneration compromising their independence of judgement.
- Transparency: the Board of Directors assumes the commitment to make effective the principle of full transparency of all remuneration received by all Directors, providing transparent, sufficient information, issued with the necessary advance notice and in line with the good governance recommendations of listed companies. The breakdown by item, the allocation criteria and the individual breakdown will be published in the corresponding Annual Report on Directors' Remuneration.

For the purposes envisaged in Article 529 septdecies of the LSC, 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 and the criteria for its distribution in accordance with the functions and responsibilities attributed to each of them. Likewise, for the purposes contemplated in Article 529 octodecies of the LSC, the Policy submitted for approval by the General Meeting includes, with respect to Directors with executive functions, the amount of fixed annual remuneration and other provisions referred to in Article 529 novodecies.

For the purposes set forth in Article 529 novodecies of the Consolidated Text of the Spanish Enterprises Act and in Article 36 of the Articles of Association, the Board of Directors has agreed to submit the proposal for the "Enagás S.A. Directors' Remuneration Policy for 2025, 2026 and 2027" to the approval of the General Meeting. This Policy is described in the document made available to shareholders for that purpose and which includes those elements that the aforementioned precepts require. Attached to this proposed resolution and as an integral part of it, the shareholders are provided with (i) the Enagás, S.A. Directors' Remuneration Policy for 2025, 2026 and 2027, which is submitted for approval, and (ii) the report of the Remuneration Committee on the said Policy.

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

"To approve, for the purposes set out in Article 529 novodecies of the Consolidated Text of the Corporate Enterprises Act, and in Article 36 of the Articles of Association, the Enagás S.A. Directors' Remuneration Policy for 2025, 2026 and 2027".

RESOLUTION 8

To submit the Annual Report on Directors' Remuneration referred to in Article 541 of the Consolidated Text of the Corporate Enterprises Act to an advisory vote.

Article 541 of Consolidated Text of the Corporate Enterprises Act stipulates that Boards of listed societies must draw up and publish an Annual Report on Directors' Remuneration, including remuneration they receive or must receive in their capacity as Directors and, where applicable, remuneration for carrying out executive functions. The Annual Report on Directors' Remuneration shall be submitted to an advisory vote as a separate item on the Agenda of the Ordinary General Shareholders' Meeting.

Article 529 novodecies of Consolidated Text of the Corporate Enterprises Act stipulates that the Directors' remuneration policy shall be as per the remuneration system provided for in the Company' Articles of Association, and shall be approved

by the General Shareholders' Meeting at least every three years as a separate item on the Agenda. The approved Directors' remuneration policy shall remain valid for the three financial years following that in which it was approved by the General Shareholders' Meeting. Any remuneration paid to Directors for holding or being removed from their positions and for performing executive functions must be consistent with the Directors' remuneration policy in effect at any given time, except for any remuneration expressly approved by the General Shareholders' Meeting.

The Board of Directors of Enagás, S.A., at its meeting held on February 21, 2022, agreed to submit for the approval of the General Shareholders' Meeting, for the purposes set out in Article 529 novodecies of the Corporate Enterprises Act and Article 36 of the Company's Articles of Association, the proposal to amend the "Directors' Remuneration Policy for the 2022, 2023 and 2024 financial years", which was approved by the Shareholders' Meeting as item 10 on May 27, 2021. The aim of this proposed modification was to adapt it to the termination of the executive duties of the Executive Chairman, to the compensation conditions of the new Chief Executive Officer, to the modification of the maximum compensation limit for Directors in their capacity as such and to the Company's long-term incentive plan.

This amendment to the Policy was approved by the General Meeting on March 31, 2022 with 82.695% of the votes cast in favour of the proposal, thereby replacing in its entirety the amendment approved by the Enagás General Meeting on May 27, 2021, without prejudice to the effects produced and consolidated while in force.

The Annual Report on Directors' Remuneration now submitted to a consultative vote refers to this Policy, both in the version approved by the General Meeting on May 27, 2021 between January 1, 2022 and March 30, 2022, and the version approved by the General Meeting on March 31, 2022 from that date.

This report is in keeping with the provisions of Article 541 of the Consolidated Text of the Corporate Enterprises Act, which includes the remuneration of Directors, including remuneration they receive or must receive in their capacity as Directors and, where applicable, remuneration for carrying out executive functions. The report is in keeping with the contents and structure determined by the Spanish Ministry of Finance and Competitiveness and the National Securities Market Commission (CNMV), and includes (i) clear, comprehensive and comprehensible information concerning the Directors' Remuneration Policy applicable to the current year; (ii) a global overview of application of the Remuneration Policy during the preceding year; (iii) in addition to details of the individual remuneration packages accruing for all concepts and for each of the Directors during that year.

By way of attachment to these proposed resolutions and forming an integral part of them, the Annual Report on Directors' Remuneration is placed at the shareholders' disposal.

In view of the above, the following resolution is proposed for adoption before the Ordinary General Meeting, which will be subject to separate vote:

"Approve the Annual Report on Directors' Remuneration, made available to shareholders, as established on Article 541 of the Consolidated Text of the Corporate Enterprises Act."

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| RESOLUTION 9 |
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To delegate authorisation to supplement, develop, implement, rectify and formalise the resolutions adopted at the General Shareholders' Meeting.

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

"One.- To delegate to the Board of Directors the broadest powers required to supplement, develop, implement and rectify any of the resolutions adopted at the General Shareholders' Meeting. The power to rectify shall include the power to make any required or advisable modifications, amendments and additions arising from any objections or remarks made by the regulatory bodies of securities markets, stock exchanges, the Companies Register or any other public authority with powers relating to the resolutions adopted.

Two.- To delegate indistinctly to the Chairman of the Board of Directors, the Secretary, and to each of the Board members, the powers required formally to draw up the resolutions adopted by the General Shareholders' Meeting and register those so requiring, in full or in part, with powers to that end to draw up all manner of notarised and non-notarised instruments, including those supplementing or rectifying those resolutions."

These draft resolutions were approved by the Board of Directors at its meeting on February 19, 2024.

The Secretary to the Board of Directors
Diego Trillo Ruiz
Enagás, S.A.