



Enagás Group's separation of activity policy

Introduction and purpose

Enagás, S.A. ("**Enagás**" or the "**Company**"), within the framework of its mission to develop and manage natural gas and hydrogen infrastructures in a global context in a safe, efficient and sustainable manner, complying responsibly with current regulations and contributing to guaranteeing supply, driving innovation and accelerating the decarbonisation process, with the aim of creating value for its stakeholders, is subject to the criteria for the separation of activities established in Law 34/1998 of 7 October 1998 on the hydrocarbons sector and in Directive (EU) 2024/1788 of the European Parliament and of the Council of 13 June 2024 concerning common rules for the internal markets in renewable gas, natural gas and hydrogen, as well as to the requirements that, where appropriate, may be made by the regulatory authorities regarding the functional separation of activities.

In this regard, on the basis of the commitments made in this Policy, the analysis of compliance with the obligations of legal, accounting and functional separation of activities will be applied: (i) to the activity of Technical System Management carried out by Enagás GTS, S.A.U. (ii) to the activity of natural gas transmission network manager carried out by Enagás Transporte, S.A.U., and (iii) to the activity of infrastructure development for projects of common European interest for hydrogen networks carried out by Enagás Infraestructuras de Hidrógeno, S.L.U.

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By virtue of the foregoing, and taking into account the different regulated and non-regulated activities carried out by Group companies, the Enagás Board of Directors, in the exercise of its non-delegable power to determine the general policies and strategies of the Company and the Group of which it is the parent company, has agreed to approve this **Policy for the Separation of Enagás Group Activities** (the "**Policy**"), which includes the commitments regarding the separation of activities of the Company as the parent company of the Enagás Group.

In any case, the commitments of this Policy will be developed and complemented through the specific Codes and protocols that may be established in compliance, where appropriate, with the applicable regulations and the requirements of the regulatory authorities. In this regard, both the Enagás Code of Ethics and the



Technical Manager's Code of Conduct reflect the Company's unwavering commitment to independence and separation of activities. The Company also has an action protocol to guarantee the independence of the activity of developing hydrogen and other renewable gas transmission infrastructures with respect to the activities of Enagás Renovable, S.A.

Scope of application

- This Policy is applicable to all employees, managers and directors of all companies that make up the Enagás Group, as well as to affiliates that are not part of the Group and over which the Company has effective control, under the terms set out in the applicable regulations, including any person or company that is related to the Company for any reason and is affected by the regulations applicable to the separation of activities.
- In the case of affiliates not effectively controlled by the Enagás Group, the company will encourage, through its representatives on their governing bodies, principles and directives that are consistent with the ones established in this Policy.
- In addition, the Company will also encourage the application of the principles of this Policy in respect of joint ventures and other equivalent associations or entities to the extent possible.

Basic principles of the Enagás Group's structure from the perspective of the separation of activities

Within the framework of the separation of activities, the definition of the corporate structure of the group of companies of which Enagás is the parent company is based on the following principles:

- The assumption by Enagás, as the Group's parent company, of the functions of strategic definition and establishment of basic management guidelines at Group level, without prejudice to the ordinary and effective management of the businesses from each of the Group's companies, thereby guaranteeing an appropriate level of coordination and internal control at Group level.

In this regard, where appropriate the various Group companies may establish specific criteria and procedures for action in accordance with the strategic guidelines established by Enagás at Group level, respecting the compliance, antitrust and other policies applicable to all the companies that make up the Group.

All of this within legal limits, in particular respecting the independence requirements resulting from Enagás' status as independent manager of the gas transmission network (Enagás Transporte S.A.U. as TSO) as well as those derived from the status of provisional HTNO (provisional manager



of the hydrogen backbone) of the Group subsidiary Enagás Infraestructuras de Hidrogeno, S.L.U. as a horizontally separate legal entity, in accordance with the provisions of the ninth additional provision of Royal Decree-Law 8/2023 of 27 December and any others established in the applicable regulations or in the recommendations of the regulatory authorities.

- Economic rationality of the Group's structure, which avoids oversizing, optimises its organisation and strategic coordination and maximises the operational efficiency of all the entities comprising the Group, respecting the interests of each of them and, where appropriate, of their shareholders, as well as of the various stakeholders involved in their activities.
- Provision of corporate or common services by Enagás, the parent company, to Group companies in accordance with the transfer pricing methodology and on the basis of reasonable cost allocation criteria that is proportional to the amount of assets and resources to each activity, and in any case without impairing the exercise of regulated activities.
- Protection of the financial integrity of the Enagás Group as a whole by separating the areas of responsibility between the companies that comprise it, which avoids the contamination of risks between them, guaranteeing the separation of resources to ensure no crossover financing or grants.

Commitments

Through this Policy, and within the framework of the principles set out above, Enagás establishes the following commitments regarding the separation of activities:

- To comply in particular with the regulatory standards applicable to the companies within the Group, including those relating to the hydrocarbons sector, the decarbonised gases and hydrogen package and the securities market, taking into account best practices and recommendations for good corporate governance, as well as the commitment to shareholders and the various stakeholders present in each of the Group's companies.
- To adapt the Group's structure to the applicable legal requirements regarding the regime of separation of regulated activities, guaranteeing functional separation between the companies concerned when circumstances so require, all in compliance with the legally established criteria of independence.
- To adopt codes or similar internal regulatory instruments that ensure compliance with the rules of separation of activities by the Group's professionals and communicate and disseminate such codes or regulatory



instruments among the professionals and members of the management team of the Group's companies.

Likewise, any codes and regulatory instruments adopted that, where applicable, shall be disseminated through the Company's communication channels.

- To avoid any conflict of interest between the various activities of the Group companies, taking into account the need for such activities to be coordinated and for the Group companies to collaborate in an appropriate manner, as is furthermore provided for in the applicable regulations and in the recommendations of the regulatory authorities.

Likewise, to ensure the avoidance of any type of conflict of interest with respect to those persons linked to any other activity within the Group or with affiliates, which could be incompatible or pose a conflict of interest with the independent and neutral conduct of Enagás Group companies.

- To periodically review and update this Policy to ensure that it reflects recommendations and best practices, and that it complies with applicable regulations at all times.
- To establish elements of internal control to prevent and, where appropriate, to detect possible errors or irregularities in the area of functional and horizontal separation of activities.
- To conduct internal audits of the implemented Control Model with the frequency to be determined.
- To subject the companies concerned to an audit of the annual accounts in accordance with the accounting rules as laid down in Directive (EU) 2024/1788.
- To implement adequate dissemination and training programmes for the Group's professionals on the duties imposed by the applicable legislation with sufficient frequency to ensure that their knowledge of criminal matters is updated along with their knowledge and understanding of the rules and undertakings in matters concerning the separation of activities.
- To ensure the confidentiality of information, with a commitment not to share information to which they have had access in the performance of their responsibilities and which could be considered sensitive, complying with the formal requirements to submit information, and avoiding the transfer of commercially sensitive information.

Management model

Enagás has established a management system based on the due-control principle and focusing on adherence to the commitments set out in this Policy, which may be summarised as follows:

- The responsibility of the Board of Directors with regard to the preparation and approval of this Policy on the separation of activities.
- Assigning responsibility for establishing courses of action, objectives and follow-up indicators of this Policy to various company departments.



- Reflection of the principles and commitments assumed in this Policy by the Company in its regulations, constituted by the Enagás Group Code of Ethics, and the policies, processes and controls for their effective implementation.
- Training and information aimed at ensuring that the Group's professionals are aware of and understand the obligations and principles of action with respect to the functional separation of activities.
- The existence of safeguard mechanisms, such as the Ethical Compliance Committee, which reports to the Audit and Compliance Committee of the Board of Directors and which has, among other functions, the mandate to ensure knowledge, understanding and compliance with the Company's commitments set out in its Code of Ethics and development policies and, among them, specifically this Policy.
- Transparency of information supplied to third parties, to guarantee its reliability and accuracy.

Supervision

- Within the framework of its functions, the Enagás Ethical Compliance Committee shall be responsible for ensuring compliance with and the effectiveness of this Policy. Moreover it has full powers to exercise its functions with autonomy and independence with respect to Group companies, and it may request any data and information it deems necessary from any body or management of Group companies, reporting periodically to the Audit and Compliance Committee of the Enagás Board of Directors.
- Based on the results of the assessment, the Ethical Compliance Committee may propose to the Audit and Compliance Committee any updates or amendments to this Policy that it deems appropriate, so that the latter, in turn and following a report, may submit the corresponding proposal to the Board of Directors.

This policy was approved by the Enagás Board of Directors on

21/10 /2024