

## ANNUAL GENERAL SHAREHOLDERS MEETING

2 APRIL 2024

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### PROPOSED RESOLUTIONS

**FIRST.** - Review and approval, as the case may be, of the Annual Accounts and of the Management Report of NATURGY ENERGY GROUP, S.A. for the financial year ending 31 December 2023.

**Proposed resolution:**

*Approve the Annual Accounts and of the Management Report of NATURGY ENERGY GROUP, S.A. for the financial year ending 31 December 2023.*

**SECOND.** - Review and approval, as the case may be, of the Consolidated Annual Accounts and the Management Report of the Consolidated Group of NATURGY ENERGY GROUP, S.A. for the financial year ending 31 December 2023.

**Proposed resolution:**

*Approve the Consolidated Annual Accounts and the Management Report of the Consolidated Group of NATURGY ENERGY GROUP, S.A. for the financial year ending 31 December 2023.*

**THIRD.** - Review and approval, as the case may be, of the report on the status of consolidated non-financial information of NATURGY ENERGY GROUP, S.A.

**Proposed resolution:**

*Approve the report on the status of consolidated non-financial information included in the Consolidated Management Report of NATURGY ENERGY GROUP, S.A.*

**FOURTH.** - Review and approval, as the case may be, of the proposal for the application of the results of the financial year 2023 and remaining .

**Proposed resolution:**

Approve the proposal for the application of the results of the fiscal year closed on 31 December 2023, in the following way:

<b>Result</b> .....	1.211.367.419,67€
<b>Remaining balance</b> .....	2.592.352.246,72€
<b>Distribution basis</b> .....	3.803.719.666,39€

**DISTRIBUTION:**

*I.- BY DIVIDEND: amount, whose aggregate gross amount is the sum of the following amounts (the "Dividend"):*

*i. 969.373.801,00 euros ("the Total Interim Dividend"), corresponding to the two interim dividends for the financial year 2023 paid by Naturgy Energy Group, S.A., jointly equivalent to 1.0 euros per share for the number of shares that were not direct treasury shares on the corresponding dates as approved by the Board of Directors in accordance with the provisional accounting statements prepared and in accordance with the legal requirements, which showed the existence of sufficient liquidity for the distribution of these interim dividends corresponding to the result for the financial year 2023 and,*

*ii. The amount resulting from multiplying 0.40 euros per share by the number of shares that do not have the status of direct treasury shares on the date on which the registered holders entitled to receive the final dividend are determined (the "Final Dividend").*

*969.373.801,00 € of this Dividend has already been paid on 7 August and 7 November 2023. Payment of the Final Dividend will be made in the amount per share indicated above through the entities participating in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear). The aforementioned dividend shall be paid to the shareholders as from 9 April 2024. The Board of Directors is hereby authorized, with express power of substitution in the director or directors it deems*

*appropriate, to carry out all actions necessary or appropriate to carry out the distribution and, in particular, by way of indication and not limitation, to designate the entity that is to act as paying agent.*

*II.- A REMAINING: Amount to be determined by subtracting the amount allocated to Dividend from the Distribution Base.*

<b>TOTAL DISTRIBUTED .....</b> 3.803.719.666,39€
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**FIFTH. - Review and approval, as the case may be, of the management activities of the Board of Directors during financial year 2023.**

**Proposed resolution:**

*Approve the management activities of the Board of Directors during the financial year 2023.*

**SIXTH. - Consultative vote in relation to the Annual Report regarding the Remuneration of the Members of the Board of Directors.**

**Proposed resolution:**

*Approve the Annual Report regarding the remuneration of the Board Members of NATURGY ENERGY GROUP, S.A. approved by the Board of Directors at a meeting held on 26 February 2024, the text of which has been available to Shareholders, together with the rest of the documentation in relation to the Annual General Meeting, as from the date of the call notice.*

**SEVENTH. - Re-appointment of the auditors of the Company and its Consolidated Group for the financial years 2024 and 2025.**

**Proposed resolution:**

*To appoint KPMG Auditores, S.L. as auditors of the Company and its Consolidated Group for a period of two (2) years for the financial years 2024 and 2025, both commencing on 1 January and ending on the following 31 December, domiciled in Madrid, Paseo de la Castellana, nº 259-C, with tax identification number B-78510153, registered in the Mercantile*

*Register of Madrid, page M-188.007, volume 11.961 and in the Official Register of Statutory Auditors of the Accounting and Auditing Institute under number S0702, to carry out the audit of accounts referred to in article 264 of the Corporate Enterprises Act and article 42.4 of the Code of Commerce. This mandate extends to any other auditing services that the Company may require.*

*KPMG will accept his position separately, stating that he has no legal incompatibility.*

**EIGHTH. - Authorization to the Board of Directors for the derivative acquisition of own shares, directly or through NATURGY group companies, under the terms agreed by the General Shareholders' Meeting and within the legally established limits.**

**Proposed resolution:**

*To authorize the Board of Directors, in accordance with the provisions of articles 146 and 509 of the Corporate Enterprises Act, for a period of five years from the adoption of this resolution, to proceed with the derivative acquisition of treasury shares, either directly or through any subsidiary companies in which the Company is the controlling company, subject to the legal limits and requirements and the following conditions:*

*a) The acquisition may be made once or several times, by means of sale and purchase, swap or any other transaction permitted by law.*

*b) The nominal value of the shares acquired directly or indirectly, when added to those already held by the Company and its subsidiaries, may not exceed 10% of the subscribed capital.*

*c) The price or value of the consideration may not be less than the nominal value of the shares or exceed the value of the shares as quoted on the stock exchange.*

*d) The acquisition, including shares previously acquired and held by the Company or by a person acting in his own name but on its behalf, shall in no case have the effect that the net assets are less than the amount of the share capital plus any legal or statutory restricted reserves.*

*For the purposes of article 146 of the Capital Companies Act, shares acquired pursuant to this authorization, as well as those already held by the Company and its subsidiaries, may be delivered, in whole or in part, directly or as a result of the exercise of option rights, to*

*employees or directors of the Company or of companies in its Group under remuneration plans for employees or directors of the Company or its Group.*

*Likewise, shares acquired under this authorisation may be used, in whole or in part, both for their disposal or redemption and for potential corporate or business transactions or decisions, as well as for any other legally possible purpose.*

*The Board is empowered to delegate this authorization and the implementation thereof to such person or persons as it deems appropriate. This authorisation extends to the acquisition of shares in the Company by subsidiaries.*

**NINTH. - Authorization to reduce the period for calling Extraordinary General Meetings, in accordance with the provisions of article 515 of the Corporate Enterprises Act.**

**Proposed resolution:**

*Pursuant to the provisions of article 515 of the Corporate Enterprises Act, it is resolved to authorise and approve that the extraordinary general meetings of the Company may be called with at least fifteen (15) days' notice, provided that, and for so long as, the Company offers shareholders the effective possibility of voting by electronic means accessible to all of them. This authorisation is granted until the date of the next ordinary general meeting of the Company.*

**TENTH. - Delegation of powers for the supplement, development, execution, interpretation, correction and formalisation of the resolutions adopted by the Annual General Meeting.**

**Proposed resolution:**

**10.1.***To delegate upon the Board of Directors, with express powers to delegate upon the Executive Committee or upon the Board Member or Members that it deems necessary or upon the Secretary of the Board of Directors, and as broadly as may be required at law, all powers that are deemed necessary for the purposes of supplement, development, execution, interpretation, correction and formalisation any of the resolutions adopted by the Annual General Meeting, and accordingly to carry out and formalise any modifications, addendum and inclusions as may be required or necessary for the efficacy and performance of the foregoing resolutions.*

*10.2. To delegate and authorise, as broadly as may be required at law, the Chairman and Secretary of the Board of Directors, in order that, either one of them, indistinctly, may sign and formalise all private documents and may formalise before any Notary Public of their choice, any public documents, that are deemed necessary or adequate for the efficacy and performance of the foregoing resolutions and to register said resolutions at the corresponding registers, with the express power to rectify and correct said documents, without altering the scope, nature or inherent terms thereof.*

**Madrid, on 26 February 2024.**

**The Board of Directors of NATURGY ENERGY GROUP, S.A.**