

NATURGY ENERGY GROUP S.A. BOARD MEMBER SELECTION POLICY.¹

I. INTRODUCTION.

Article 529 of the Corporate Enterprises Act (LSC) attributes to the board of directors the obligation to ensure that the selection procedures of its members favour equality between women and men, as well as diversity with respect to issues such as age, disability or professional training and experience, and do not suffer from implicit biases that may imply any discrimination and, in particular, that they facilitate the selection of female directors in a number that allows a balanced presence of women and men to be achieved. Likewise, and in line with the provisions of Organic Law 2/2024, of 1 August, on equal representation and balanced presence of women and men, the LSC establishes the obligation for the board of directors to have a composition that ensures the presence, at least, of people of the underrepresented sex.

The Good Governance Code for listed companies approved by the CNMV in 2020 includes in its Recommendation 14 the convenience of the board of directors approving a policy aimed at promoting an appropriate composition of the board of directors and that, among other aspects, favours diversity of knowledge, experience, age and gender.

In this context, the Board of Directors of Naturgy Energy Group, S.A. (Naturgy), approved, at its meeting held on 4 February 2020, the "Policy for the selection of directors of Naturgy Energy Group S.A" (updated on 1 February 2022).

II. PURPOSE.

¹ Approved by the Board of Directors at its meeting on 17 February 2026.



The purpose of this policy is to establish the procedure to be followed in all selection processes for candidates for the Board of Directors of NATURGY ENERGY GROUP, S.A., ensuring that these selection processes are based on a prior analysis of the skills required by the Company's Board of Directors, and that diversity in terms of knowledge, training and professional experience, age, disability and gender is promoted, without suffering from implicit biases that may imply any discrimination, in particular on the basis of ideology, religion or beliefs, ethnicity, race or nationality, sex, sexual orientation, family situation, illness or disability, and that facilitate the selection of candidates in a number that allows for a balanced presence of women and men in accordance with the requirements applicable at any given time.

III. SELECTION PROCESS

Without prejudice to the right to proportional representation recognised in current legislation, the process of selecting candidates for Board membership will be based on a prior assessment, carried out by the Appointment, Remuneration and Corporate Governance Committee, of the Company's needs and of the skills, knowledge and experience required by the Board. This matrix will be used as a basis for identifying the skills and knowledge that it is advisable for candidates to bring together as Board members and will be used for this purpose in the selection processes for Board members.

Any Director of the Company may propose the candidates he considers appropriate, provided that they meet the conditions set out in this Policy. Nevertheless, the Appointments, Remuneration and Corporate Governance Committee will be responsible for formally submitting proposals for the appointment and re-election of external independent directors to the Board of Directors and for informing the Board of Directors about proposals for the appointment and re-election of external proprietary and executive directors.

The Company may rely on external advice, both for the prior analysis of existing needs and the preparation of the competence matrix, as well as for the validation or proposal of candidates for Board membership.

In any case, the selection process should follow the guidelines set out below:



1) In addition to complying with the conditions set out in the following section, candidates for Board membership should be people whose appointment promotes professional, knowledge and gender diversity within the Board of Directors.

2) The Appointments, Remuneration and Corporate Governance Committee shall ensure that selection procedures are free from implicit biases that could lead to discrimination, and no candidate may be excluded on the basis of their ideology, religion or beliefs, ethnicity, race or nationality, gender, sexual orientation, family situation, illness or disability. and a deliberate effort will be made to ensure that the composition of the Board reflects a balanced presence of men and women, in accordance with the legal requirements applicable at any given time.

Before proposing the appointment of an independent director, the Appointments, Remuneration and Corporate Governance Committee will confirm that the candidate adequately fulfils the requirements established for this purpose in the law, in the By-Laws and in the Board of Directors' Code of Conduct.

IV. REQUIREMENTS TO BE MET BY CANDIDATES

Candidates for the post of Director of the Company should be honourable, suitable people, with recognised prestige and possessing the professional knowledge and experience required to carry out their duties.

In particular, they should be professionals of integrity whose conduct and professional career is in line with the principles set out in the NATURGY Group's Code of Ethics and Conduct and with the Company's vision and values.

In the case of legal entities, the reputational aspects of both the legal entity and those with which it is linked shall be evaluated in particular.

With regard to the regime of incompatibilities, they may not be considered as candidates for directorship:



1) Those persons involved in any of the cases of incompatibility or legal, statutory or regulatory prohibition.

2) Those persons who are in a situation of permanent conflict of interest with the Company, including the Company's competitors, its administrators or employees and the persons related or proposed by them.

In any case, candidates must be asked to provide sufficient information on their activities and potential conflicts of interest

V. MEASURES TO PROMOTE GENDER DIVERSITY IN THE COMPANY

The company will implement measures that encourage the appointment of a significant number of female directors.

VI. COMPLIANCE SUPERVISION.

The Appointments, Remuneration and Corporate Governance Committee shall verify compliance with this policy on an annual basis and report on it in the annual corporate governance report.
