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**ISSUER'S PARTICULARS**

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Financial year-end: [ 31/12/2021 ]

CORPORATE TAX CODE: [ A-28294726 ]

Corporate name:

[ **ENAGÁS, S.A.** ]

Registered office:

[ PASEO DE LOS OLMOS, 19 MADRID ]

**A. OWNERSHIP STRUCTURE**

A.1. Complete the following table on the share capital and voting rights attributed, including, if applicable, those corresponding to shares with loyalty voting rights, as of the closing date of the year:

Indicate whether the Company's articles of association contain a provision for double voting for loyalty:

Yes  
 No

Date of last change	Share capital (€)	Number of shares	Number of voting rights
20/12/2019	392,985,111.00	261,990,074	261,990,074

Indicate whether different types of shares exist with different associated rights:

Yes  
 No

A.2. List the company's significant direct and indirect shareholders at year-end, including directors who hold a significant stake:

Name or corporate name of shareholder	% of voting rights assigned to shares		% of voting rights through financial instruments		% of total voting rights
	Direct	Indirect	Direct	Indirect	
BLACKROCK INC	0.00	3.20	0.00	0.18	3.38
STATE STREET CORPORATION	0.00	3.00	0.00	0.00	3.00
BANK OF AMERICA CORPORATION	0.00	3.61	0.00	0.00	3.61
PARTLER PARTICIPACIONES, S.L.U.	5.00	0.00	0.00	0.00	5.00
MUBADALA INVESTMENT COMPANY PJS	0.00	3.10	0.00	0.00	3.10
SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI)	5.00	0.00	0.00	0.00	5.00

Detail of indirect stake:

Name or corporate name of the indirect holder	Name or corporate name of the direct holder	% of voting rights assigned to shares	% of voting rights through financial instruments	% of total voting rights
BLACKROCK INC	BLACKROCK INC	3.20	0.18	3.38
STATE STREET CORPORATION	STATE STREET CORPORATION	3.00	0.00	3.00
BANK OF AMERICA CORPORATION	BANK OF AMERICA CORPORATION	3.61	0.00	3.61
MUBADALA INVESTMENT COMPANY PJS	MUBADALA INVESTMENT COMPANY PJS	3.10	0.00	3.10

Indicate the most significant movements in the shareholder structure during the year:

Most significant movements

Amancio Ortega Gaona is the direct holder of 99.99% of the voting rights of Partler 2006, S.L. Partler 2006, S.L. is in turn the direct holder of 100% of the voting rights of Partler Participaciones S.L.U.

At December 31, 2021 CREDIT AGRICOLE, S.A. does not appear as a significant shareholder in the information published on the CNMV website.

At December 31, 2021 The Bank of New York Mellon Corporation, does not appear as a significant shareholder in the information published on the CNMV website.

**A.3.** List, regardless of the percentage, the shareholding at year-end of the members of the Board of Directors who hold voting rights attributed to shares of the Company or through financial instruments, excluding the Board Members identified in section A.2 above:

Name or corporate name of director	% of voting rights assigned to shares		% of voting rights through financial instruments		% of total voting rights	% of voting rights that <u>can be transmitted</u> through financial instruments	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
MR GONZALO SOLANA GONZÁLEZ	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR MARCELINO OREJA ARBURÚA	0.00	0.00	0.01	0.00	0.01	0.00	0.00
MR ANTONIO LLARDÉN CARRATALÁ	0.03	0.00	0.03	0.00	0.06	0.00	0.00

Name or corporate name of director	% of voting rights assigned to shares		% of voting rights through financial instruments		% of total voting rights	% of voting rights that can be transmitted through financial instruments	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
MR IGNACIO GRANGEL VICENTE	0.00	0.00	0.00	0.00	0.00	0.00	0.00

% of total voting rights held by the members of the Board of Directors	5.07
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Detail of indirect stake:

Name or corporate name of director	Name or corporate name of the direct holder	% of voting rights assigned to shares	% of voting rights through financial instruments	% of total voting rights	% of voting rights that can be transmitted through financial instruments
No data					

Detail the total percentage of voting rights represented on the Board:

% of total voting rights represented by the Board of Directors	5.07
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A.4. Indicate, as applicable, any family, commercial, contractual or corporate relationships between owners of significant shareholdings, insofar as these are known by the company, unless they are insignificant or arise from ordinary trading or exchange activities, except for those entered in section A.6:

Related party name or corporate name	Type of relationship	Brief description
No data		

A.5. Indicate, as applicable, any commercial, contractual or corporate relationships between owners of significant shareholdings, and the company and/or its Group, unless they are insignificant or arise from ordinary trading or exchange activities:

Related party name or corporate name	Type of relationship	Brief description
SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI)	Corporate	Dividends and other benefits paid: 22,111.9 thousands of euros
BANK OF AMERICA CORPORATION	Corporate	Dividends and other benefits paid: 15,982.5 thousands of euros
BLACKROCK INC	Corporate	Dividends and other benefits paid: 14,960.9 thousands of euros

Related party name or corporate name	Type of relationship	Brief description
MUBADALA INVESTMENT COMPANY PJS	Corporate	Dividends and other benefits paid: 13,721.9 thousands of euros.
PARTLER PARTICIPACIONES, S.L.U.	Corporate	Dividends and other benefits paid: 22,111.9 thousands of euros.
STATE STREET CORPORATION	Corporate	Dividends and other distributed earnings: 13,302.5 thousands of euros.

- A.6. Describe the relationships, unless they are scarcely relevant to the two parties, between the significant shareholders or those represented on the board and the directors, or their representatives, in the case of legal entity directors.

Explain, where appropriate, how significant shareholders are represented. Specifically, those directors who have been appointed on behalf of significant shareholders, those whose appointment has been put forward by significant shareholders, or who are bound to significant shareholders and / or entities of their group, with a specification of the nature of such binding relationships, will be indicated. In particular, where appropriate, the information shall mention the existence, identity and position of board members or representatives of directors, if any, of the listed company, who are, in turn, members of the governing body, or their representatives, in companies that hold significant stakes in the listed company or in entities of the group of said significant shareholders:

Name or corporate name of related director or representative	Name or corporate name of related significant shareholder	Corporate name of the group's company of the significant shareholder	Description of relationship/role
MR SANTIAGO FERRER COSTA	SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI)	SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI)	Proprietary director of Enagás S.A., appointed at the suggestion of Sociedad Estatal de Participaciones Industriales.
MR BARTOLOMÉ LORA TORO	SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI)	SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI)	Vice Chairman.

- A.7. Indicate whether the company has been notified of any shareholders' agreements pursuant to articles 530 and 531 of the Corporate Enterprise Act ("LSC"). Provide a brief description and list the shareholders bound by the agreement, as applicable:

Yes  
 No

Indicate whether the company is aware of the existence of any concerted actions among its shareholders. Give a brief description as applicable:

Yes  
 No

Expressly indicate any amendments to or termination of such agreements or concerted actions during the year:

[ N/A ]

**A.8.** Indicate whether any individuals or legal entity currently exercise control or could exercise control over the company in accordance with article 5 of the Securities Market Act. If so, identify:

Yes  
 No

**A.9.** Complete the following tables on the company's treasury share:

At year-end:

Number of shares held directly	Number of shares held indirectly (*)	% of total share capital
501,946		0.19

(\*) Through:

Name or corporate name of the direct shareholder	Number of shares held directly
No data	

Explain any significant changes during the year:

Explain the significant variations

[ N/A ]

**A.10.** Give details of the applicable conditions and time periods governing any resolutions of the General Shareholders' Meeting to issue, buy back and/or transfer treasury shares:

The Ordinary General Shareholders' Meeting held on June 30, 2020 adopted the following resolution:  
"To authorise and empower the Board of Directors, with power of substitution, for the derivative acquisition of the Company's own shares in accordance with Article 146 of the Corporate Enterprises Act, in the following terms:

1. The acquisitions may be carried directly by Enagás, S.A. or indirectly by subsidiaries under the same terms as those set out herein.
2. The acquisitions may be carried out through a purchase and sale, exchange or any other transaction permitted by law.
3. The maximum number of shares to be acquired shall be the maximum number permitted by law.
4. The acquisition price shall not be more than 15% higher or lower than the average weighted share price of the session prior the acquisition.
5. The authorisation is granted for a maximum of five years from adoption of this resolution.

In accordance with article 146 of the Corporate Enterprises Act, it is hereby expressly stated that the shares acquired pursuant to this authorisation may, in whole or in part, be directly awarded to employees or directors of the company or of companies belong to its Group, or that the purchase is the result of the exercise of employee or director options.

Likewise, the shares acquired as a result of this authorisation may be used, in full or in part, both for their disposal or redemption and for the achievement of potential corporate or business operations or decisions, as well as for any other legally possible purpose."

**A.11.** Estimated floating capital:

	%
Estimated floating capital	90.00

**A.12.** Give details of any restriction (statutory, legislative or otherwise) on the transferability of securities and/or any voting right restriction. In particular, the existence of any type of restrictions that may make it difficult to take control of the company through the acquisition of its shares in the market, as well as authorisation or prior notice arrangements that, on acquisitions or transfers of financial instruments of the company are applicable by sectoral regulations.

Yes  
 No

Description of restrictions

Restrictions under law:  
Additional Provision 31 of Law 34/1998, of October 7, on the Hydrocarbons Sector, in force since the enactment of Act 12/2011, of May 27, governing civil liability for nuclear damage or damage caused by radioactive materials, specifies in section 2 that:

"No natural person or legal person may hold, directly or indirectly, an interest in the parent company (ENAGÁS, S.A.) representing more than 5% of share capital or exercise more than 3% of its voting rights. Under no circumstances may such shareholdings be syndicated. Any party operating within the gas sector, including natural or legal persons that directly or indirectly own equity holdings in the former of more than 5%, may not exercise voting rights over 1%. These restrictions do not apply to direct or indirect interests held by public sector enterprises. Under no circumstances may share capital be syndicated. Likewise, the combined total of direct or indirect holdings owned by parties that operate within the natural gas sector may not exceed 40% (...)" (continues in Chapter H. "OTHER INFORMATION OF INTEREST": EXPLANATORY NOTE ON SECTION A.12.)

A.13. Indicate whether the general shareholders' meeting has agreed to take neutralisation measures to prevent a public takeover bid by virtue of the provisions of Act 6/2007.

Yes  
 No

If applicable, explain the measures adopted and the terms under which these restrictions may be lifted:

A.14. Indicate whether or not the company has issued securities not traded in a regulated market of the European Union.

Yes  
 No

If so, identify the various classes of shares and, for each class of shares, the rights and obligations they confer:

## **B. GENERAL MEETING**

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B.1. Indicate whether the quorum required for constitution of the General Shareholders' Meeting differs from the system of minimum quorums established in the Corporate Enterprises Act and specify any such:

Yes  
 No

B.2. Indicate and, as applicable, describe any differences between the company's system of adopting corporate resolutions and the framework established in the Corporate Enterprises Act:

Yes  
 No

B.3. Indicate the rules governing amendments to the company's Articles of Association. In particular, indicate the majorities required to amend the Articles of Association and, if applicable, the rules for protecting shareholders' rights when changing the Articles of Association.

Article 18 of the Consolidated Text of the Articles of Association states that:

"The shareholders, when constituted as a duly summoned General Meeting, shall by a majority of votes as determined by law decide upon the matters that fall within the powers of the General Meeting. The General Meeting is responsible for addressing and agreeing upon the following issues: (...) and states in section d) the amendments to the Articles of Association".

Likewise, article 26 states that:

"An ordinary or extraordinary General Meeting may validly resolve to increase or reduce capital, make any other alterations to the Articles of Association, issue bonds, remove or restrict the pre-emptive subscription right for new shares, and restructure, merge or split the company, transfer all the assets and liabilities thereof, or move the registered office to outside Spain, if, at the original date and time specified in the notice of meeting, there are present, in person or by proxy, shareholders representing at least fifty percent of voting subscribed capital.

At second call, the attendance or representation of shareholders holding at least twenty-five percent of subscribed voting capital shall be sufficient". Likewise, article 13.3 of the Rules and Regulations of the General Shareholders' Meeting states that:



"However, an absolute majority of shareholders holding at least fifty percent of the subscribed capital with voting rights is required to validly adopt resolutions to increase or decrease capital, make any other amendment to the Articles of Association, issue bonds, eliminate or restrict pre-emptive subscription rights for new shares, transform, merge, spin off or globally assign assets and liabilities, and transfer the registered office abroad. However, the favourable vote of shareholders representing two-thirds of the share capital present or represented is required when, on second call, shareholders holding at least twenty-five percent of the subscribed capital with voting rights are present and the aforementioned fifty percent threshold is not reached".

**B.4.** Indicate the attendance figures for the General Shareholders' Meetings held during the year referred to in this report and those of the two previous years:

Date of general meeting	Attendance data					Total
	% attending in person	% by proxy	% remote voting			
			Electronic means	Other		
29/03/2019	0.20	45.55	0.04	5.26	51.05	
Of which floating capital	0.19	43.27	0.04	4.99	48.49	
30/06/2020	0.00	42.55	0.00	5.62	48.17	
Of which floating capital	0.00	38.29	0.00	5.06	43.35	
27/05/2021	0.00	43.23	0.04	5.69	48.96	
Of which floating capital	0.00	38.91	0.03	5.11	44.05	

**B.5.** Indicate whether there has been any item on the agenda of general meetings during the year that, for any reason, was not approved by the shareholders:

Yes  
 No

**B.6.** Indicate whether the articles of association impose any minimum requirement on the number of shares required to attend the General Shareholders' Meeting or for remote voting:

Yes  
 No

**B.7.** Indicate whether or not it has been established that certain decisions, other than those established by Law, involving an acquisition, disposal, contribution of essential assets to another company or other similar corporate operations, must be submitted for the approval of the general shareholders' meeting:

Yes  
 No

**B.8.** Indicate the address and mode of accessing corporate governance content on your company's website as well as other information on general meetings which must be made available to shareholders on the:

All information on Enagás, S.A.'s Corporate Governance and General Meetings is available to the public on its website ([www.enagas.es](http://www.enagas.es)).

The links to this information can be found easily through the company's web browser and are as follows:

• In Spanish:

i) Página principal / Accionistas e Inversores /Gobierno Corporativo:

- General Shareholders' Meeting.
- Política de Gobierno Corporativo.
- Annual Corporate Governance Report
- ii) Página principal/Sostenibilidad/Gobierno Corporativo.
  - In English:
    - i) Home/Investor Relations/Corporate Governance:
      - General Shareholders' Meeting.
      - Corporate Governance Policy.
      - Annual Report on Corporate Governance.
    - ii) Home/Sustainability/Corporate Governance.

**C. COMPANY MANAGEMENT STRUCTURE**

**C.1. Board of Directors**

C.1.1 Maximum and minimum number of directors included in the articles of association and the number set by the general meeting:

Maximum number of Directors	16
Minimum number of Directors	6
Number of directors set by the shareholders' meeting	15

C.1.2 Complete the following table with Board members' details:

Name or corporate name of director	Representative	Director category	Position on the board	Date first appointment	Date last appointment	Election procedure
MS ANA PALACIO VALLELERSUNDI		Independent	INDEPENDENT LEADING DIRECTOR	25/03/2014	22/03/2018	VOTE AT GENERAL SHAREHOLDERS' MEETING
MR GONZALO SOLANA GONZÁLEZ		Independent	DIRECTOR	25/03/2014	22/03/2018	VOTE AT GENERAL SHAREHOLDERS' MEETING
MR ANTONIO HERNÁNDEZ MANCHA		Independent	DIRECTOR	25/03/2014	22/03/2018	VOTE AT GENERAL SHAREHOLDERS' MEETING
MR MARCELINO OREJA ARBURÚA		Executive	CHIEF EXECUTIVE OFFICER	17/09/2012	22/03/2018	VOTE AT GENERAL SHAREHOLDERS' MEETING
MR SANTIAGO FERRER COSTA		Proprietary	DIRECTOR	15/10/2018	29/03/2019	VOTE AT GENERAL SHAREHOLDERS' MEETING
MR IGNACIO GRANGEL VICENTE		Independent	DIRECTOR	22/03/2018	22/03/2018	VOTE AT GENERAL SHAREHOLDERS' MEETING
MR CRISTOBAL JOSE GALLEGU CASTILLO		Independent	DIRECTOR	30/06/2020	30/06/2020	VOTE AT GENERAL SHAREHOLDERS' MEETING

Name or corporate name of director	Representative	Director category	Position on the board	Date first appointment	Date last appointment	Election procedure
MS PATRICIA URBEZ SANZ		Independent	DIRECTOR	29/03/2019	29/03/2019	VOTE AT GENERAL SHAREHOLDERS' MEETING
MR JOSE MONTILLA AGUILERA		Independent	DIRECTOR	30/06/2020	30/06/2020	VOTE AT GENERAL SHAREHOLDERS' MEETING
MR JOSE BLANCO LOPEZ		Independent	DIRECTOR	30/06/2020	30/06/2020	VOTE AT GENERAL SHAREHOLDERS' MEETING
MS ISABEL TOCINO BISCAROLASAGA		Independent	DIRECTOR	25/03/2014	22/03/2018	VOTE AT GENERAL SHAREHOLDERS' MEETING
MR ANTONIO LLARDÉN CARRATALÁ		Executive	CHAIRMAN	22/04/2006	22/03/2018	VOTE AT GENERAL SHAREHOLDERS' MEETING
SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI)	MR BARTOLOMÉ LORA TORO	Proprietary	DIRECTOR	25/04/2008	30/06/2020	VOTE AT GENERAL SHAREHOLDERS' MEETING
MS NATALIA FABRA PORTELA		Independent	DIRECTOR	27/05/2021	27/05/2021	VOTE AT GENERAL SHAREHOLDERS' MEETING
MS MARIA TERESA ARCOS SANCHEZ		Independent	DIRECTOR	27/05/2021	27/05/2021	VOTE AT GENERAL SHAREHOLDERS' MEETING

Total number of Directors	15
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Indicate any board members who left during the reporting period, whether due to resignation or by resolution of the general meeting:

Name or corporate name of director	Status of director upon resignation	Date of last appointment	Date of departure	Specialised commissions of which she/he was a member	Indicate if the termination occurred before the end of the mandate
MR LUIS GARCIA DEL RÍO	Independent	31/03/2017	27/05/2021	AUDIT AND COMPLIANCE COMMITTEE	YES
MR MARTÍ PARELLADA SABATA	Other External	31/03/2017	27/05/2021	AUDIT AND COMPLIANCE COMMITTEE	YES
MS ROSA RODRÍGUEZ DÍAZ	Independent	31/03/2017	27/05/2021	AUDIT AND COMPLIANCE COMMITTEE	YES

C.1.3 Complete the following tables on board members and their respective categories:

EXECUTIVE DIRECTORS		
Name or corporate name of director	Position held in the company	Profile
MR MARCELINO OREJA ARBURÚA	Chief Executive Officer	<p>Marcelino Oreja has been Chief Executive Officer of Enagás since September 2012. Currently, he is also a Trustee of the Transforma España Foundation. Marcelino Oreja is a Patent and Trademark Agent. He holds a degree in Industrial Engineering from the School of Engineering (ICAI) at the Pontifical University of Comillas and completed the Global CEO Programme and the Advanced Management Programme, both at the IESE Business School, as well as the Executive Programme at Singularity University and the AVIRA Program at INSEAD. He is Executive Vice Chairman of the Club Excelencia en Gestión (Management Excellence Club) and a member of the Board of the Rey Juan Carlos University. Between 1992 and 1997 he was General Secretary of the National Confederation of Young Entrepreneurs, maintaining close collaboration with the Spanish Confederation of Entrepreneurs. In his international and strategic development he has been an adviser to companies such as COMET or SERVICOM. He founded DEF-4 patents and trademarks, which he sold to Garrigues Andersen in 1997, becoming its General Manager. Among other senior positions, he was the International Director of Aldeasa, General Manager of EMTE and, following the merger with COMSA, General Manager of COMSA EMTE (the second biggest unlisted Spanish group in the infrastructure and technology sector). He was also Chairman of the FEVE railway company. In the political sphere, he was a Member of the European Parliament from 2002 to 2004. He was also a Board Member of the Basque Energy Agency. He is the author of two books: <i>Viaje interior por África</i> (2000) and <i>Cultura emprendedora y la Unión Europea</i> (2003).</p>

EXECUTIVE DIRECTORS		
Name or corporate name of director	Position held in the company	Profile
MR ANTONIO LLARDÉN CARRATALÁ	Chairman	<p>Antonio Llardén has been the Executive Chairman of Enagás since 2007. In addition, he currently holds the office of Chairman of the Foundation for Energy and Environmental Sustainability (Funseam), formed by the major companies operating in the energy market in Spain, as well as being a member of the Executive Committee and the Spanish Energy Club Management Board and of the CEOE Business Action Council and the Business Leadership Forum. He is a Trustee of the Elcano Royal Institute of International and Strategic Studies (chaired by His Majesty King Felipe VI of Spain), of the Princess of Girona Foundation (whose Honorary President is H.R.H. Princess of Asturias and Girona), of the Spain-Peru Council Foundation, of Aspen Institute Spain, of the Spain-United States Council Foundation and of the Foundation of Studies of Applied Economics (FEDEA). Antonio Llardén collaborates with different institutions related to the world of music. He is a Trustee of the Queen Sofia Royal College of Music and a member of the Teatro Real Board of Protectors and of its Monitoring Committee. He is an Industrial Engineer and studied at the Higher Technical School of Industrial Engineering of the Polytechnic University of Catalonia in Barcelona, and has wide experience in the business sector. Throughout his career he has held various senior positions in the infrastructure and energy sectors. He has been Chairman of the gas employer Sedigas, and also a member of the Board of Directors of Eurogas and of the Executive Committee of the International Gas Union (IGU).</p> <p>He has been a Director in several companies. In 2007 he chaired the LNG World Congress, which periodically brings together the main players in the natural gas sector every three years. He has also been Dean of the College of Engineers; member of the Social Council of the Autonomous University of Barcelona and Chairman of its Economic Commission. He is a Knight of the National Order of the Legion of Honour, the highest award granted by France for eminent merits in service to the country. He is currently a visiting professor at several universities and business schools.</p>

Total number of Executive Directors	2
% of the Board	13.33

EXTERNAL PROPRIETARY DIRECTORS		
Name or corporate name of director	Name or corporate name of significant shareholder represented or proposing appointment	Profile
MR SANTIAGO FERRER COSTA	SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI)	- Graduate in Economics and Business Administration. - Director of the Economic and Social Council (CES) of the Balearic Islands. - Member of the Economic Committee of the Economic and Social Council (CES) of the Balearic Islands. - Sole Director of Morna Assessors, associated with Grupo Tax Economistes i Advocats; Director of Cistec Technology, S.L. - Practising economist with No. 981 of the Association of Economists of the Balearic Islands.
SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI)	SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI)	<ul style="list-style-type: none"> <li>• 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.</li> </ul>

Total number of proprietary directors	2
% of the Board	13.33

INDEPENDENT EXTERNAL DIRECTORS	
Name or corporate name of director	Profile
MS ANA PALACIO VALLELERSUNDI	<ul style="list-style-type: none"> <li>• Lawyer, founder of Palacio &amp; Asociados law firm. • Independent Leading Director of Enagás, Director of Pharmamar and of Ecoener. • Member of Investcorp's International Advisory Committee • Member of the External Advisory Council of Energy Future Initiative (EFI). • Member of the Executive Board of the Atlantic Council of the United States. • Member of the governing bodies of a number of research centres and public institutions: the MD Anderson Cancer Center, the Science Board of Real Instituto Elcano and the Global Leadership Foundation. • Guest lecturer at Edmund A. Walsh School of Foreign Service at Georgetown University and at the Mohamed VI Polytechnic University. • She writes regularly for "Project Syndicate" and El Mundo among other media. • Regular participant as panellist in international conferences and forums; in the energy sector, among others, the Istanbul G-20 International Energy Forum; the Atlantic Council Energy &amp; Economic Summit, Atlantic Council Energy Forum and the Schlessinger Awards Energy Security Conference. She was invited as a speaker by the International Energy Agency (IEA) (2017). Holder of equivalent master's degrees in law, political science and sociology.</li> <li>• Honorary doctorate in humanities from Georgetown University and winner of the 2016 Sandra Day O'Connor Justice Prize granted the title of Officier de la Légion d'Honneur by the Republic of France (2016). • Elective member of the Spanish Council of State (2012-2018).</li> </ul>

INDEPENDENT EXTERNAL DIRECTORS	
Name or corporate name of director	Profile
	<ul style="list-style-type: none"> <li>• Member of the European advisory council of The European House - Ambrosetti (2015-2016).</li> <li>• Coordinator of the Trans-European Transport Network (2014).</li> <li>• Member of the Advisory Council of Foreign Affairs and Security (2010-2014) and of the Committee for the Appointment of Judges and Advocates-General of the European Union Court of Justice and the General Court (2010-2013).</li> <li>• Advisor to the European Commission on justice, fundamental rights and citizenship (2010-2012).</li> <li>• Vice President and member of the Executive Committee of AREVA (2008-2009).</li> <li>• Senior Vice President and General Counsel of the World Bank (2006-2008).</li> <li>• Secretary General of the International Center for the Settlement of Investment Disputes (2006-2008).</li> <li>• Member of the Spanish Parliament, Chairwoman of the Joint Committee of the Two Houses for EU affairs (2004-2006).</li> <li>• Spain's first woman Minister of Foreign Affairs (2002-2004).</li> <li>• Member of the Presidium of the Convention for the Future of Europe: She participated in the debate and the drafting of the European Constitution project (2001-2003).</li> <li>• Member of the European Parliament, Chairwoman of the Legal Affairs and Internal Market, Citizen Rights, Justice and Internal Affairs Committees, and Conference of Committee Chairmen (1994-2002).</li> </ul>
MR GONZALO SOLANA GONZÁLEZ	<ul style="list-style-type: none"> <li>• Director of the Nebrija Santander Chair in International Business Management.</li> <li>• Professor of international economics at a number of universities.</li> <li>• Founding partner of the law firm Huerta &amp; Solana specialising in competition law and regulations.</li> <li>• Independent Director of OMIClear, Chairman of the Audit Committee and Vice Chairman of the Risk Committee.</li> <li>• Coordinator of the mobility Think Tank.</li> <li>• President of the Tribunal for the Defence of Competition (2000-2005).</li> <li>• Vice President and Director of Analysis and Strategy of the High Council of Chambers of Commerce (2006-2011) and Director of Study Services at the High Council of Chambers of Commerce (1986-2000).</li> <li>• Former member of the Spanish National Institute of Statistics (INE)(1986-2000 and 2006-2011) and Chairman of the Regional Statistics Committee of the INE.</li> <li>• Economist at the Institute for Economic Studies (1981-1986).</li> </ul>
MR ANTONIO HERNÁNDEZ MANCHA	<ul style="list-style-type: none"> <li>• Public prosecutor.</li> <li>• Member of the Court of Arbitration of Madrid's Chamber of Commerce and Industry of Madrid.</li> <li>• Founding President and Sole Director of Apple Energy Group Iberia, S.L.</li> <li>• Member of the Board of Directors of LandCompany 2020 S.L.</li> <li>• Member of CIMA (Civil and Mercantile Arbitration Court).</li> <li>• Former Vice President of NAP de las Américas Madrid, S.A.</li> <li>• Former Chief Executive Officer of NAP de África Occidental e Islas Canarias, S.A.</li> </ul>
MR IGNACIO GRANGEL VICENTE	<ul style="list-style-type: none"> <li>• Ex-Chairman of OMEL (Electricity Market Operator).</li> <li>• Ex-Director of MIBGAS and MIBGAS Derivatives.</li> <li>• Member of the Expert Commission on energy transition scenarios.</li> <li>• Managing Partner of the Department of Public Law and Regulated Sectors of CMS- Albiñana- Suárez de Lezo.</li> <li>• Ex-Director of the Legal Advisory and Ex-Vice-secretary General of REE (2015-2017).</li> <li>• Former Director of the Cabinet of the Secretary of State for Energy. Ministry of Industry, Energy and Tourism (2012-2015).</li> <li>• Ex-Member of the Board of Directors of the Strategic Petroleum Products Reserves Corporation (2012-2015).</li> <li>• Ex-Director of the National Radioactive Waste Company. Ex-Chairman of the Audit and Control Committee. (March 2012-2015).</li> <li>• Lawyer of the State (2004), having completed the Higher Programme in Energy Law of the Institute of Business (2011).</li> </ul>



INDEPENDENT EXTERNAL DIRECTORS	
Name or corporate name of director	Profile
MR CRISTOBAL JOSE GALLEGO CASTILLO	<p>- He 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 and Doctorate 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).</p> <p>- 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.</p>
MS PATRICIA URBEZ SANZ	<p>Head of Public Sector at Fujitsu Spain. Member of the Executive Committee of Fujitsu Iberia. She holds a degree in Telecommunications Engineering from the University of Zaragoza, complemented by several exclusive management programmes: Transformational Leadership Program, ICLD, Fundación CEDE, Spain (2016); Atos Executive GOLD (Talent Development Programme), HEC Paris, France (2014); Masters in Logistics (APICS) - CEL (Spanish Logistics Centre), Spain (2000) and the ESADE Programme for Directors. With more than 24 years of professional experience in the world of Information and Communication Technologies (ICT), she has developed her professional career in multinational companies: Accenture (Spain), as Manager (different areas - Banking, Telecommunications, Utilities, Public Sector - and responsibilities). Mercedes Benz (Germany and the Netherlands), as Director of the SAP Logistics Consulting Department in the Daimler Chrysler Solution Center. Atos Origin (Spain) as Consulting Director and Market Director- Public Sector Spain. Atos Corporation (France) as Vice President Head of Public Sector, Health and Transport Vertical Portfolio - Worldwide. Fujitsu Technology Solutions (Spain) where she holds her current position. She is a member of the AED (Spanish Association of Directors) and collaborator of the ILCD alumni group. She actively participates in media outreach activities, being co-founder of the think-tank #somosmujerestech and author of numerous articles in business communication. She contributes to business associations on a voluntary basis in the area of sustainability.</p>
MR JOSE MONTILLA AGUILERA	<p>- 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 powers in the field of 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 2006-2012 National Coal Restructuring Plan.</p>

INDEPENDENT EXTERNAL DIRECTORS	
Name or corporate name of director	Profile
	<p>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.</p>
MR JOSE BLANCO LOPEZ	<p>- 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&amp;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.</p>

INDEPENDENT EXTERNAL DIRECTORS	
Name or corporate name of director	Profile
MS ISABEL TOCINO BISCAROLASAGA	<ul style="list-style-type: none"> <li>• Vice President of Santander Spain. • Former President of Banco Pastor. • Independent Director of ENCE.</li> <li>• Former Spanish Minister for the Environment (1996-2000). • Former President for Spain and Portugal and former Vice President of Siebel (subsequently acquired by Oracle). • Former legal adviser to the Nuclear Energy Board (currently CIEMAT). • Member of the Spanish Royal Academy of Doctors.</li> </ul>
MS NATALIA FABRA PORTELA	<p>Academic positions. 2018 Professor of Fundamentals of Economic Analysis, Universidad Carlos III de Madrid. 2018 Director of EnergyEcoLab, Universidad Carlos III. 2018 Associate Member, Toulouse School of Economics (TSE). 2020 Research Fellow, Center for Monetary and Financial Studies (CEMFI). 2016 Research Fellow, University of Cambridge Energy Policy Group. 2013 Research Fellow, Center for Economic Policy Research (CEPR). 2020 Member, Economic Affairs Advisory Council, Ministry of Economic Affairs and Digital Transformation. 2020 Member, Forum for Just and Inclusive Energy Transition, Ministry for the Ecological Transition and the Demographic Challenge. 2013 Member, Economic Advisory Group, DG-COMP, European Commission. 2021 Vice President, Spanish Economic Association. 2019-2020 Member, Committee of Experts, Basque Energy Pact, Basque Parliament. 2017-2018 Member, Advisory Council for the Ecological Transition (CAPTE), Education.</p> <p>2001 PhD in Economics, European University Institute, Florence. 1993-1997 Degree in Economics, Universidad Carlos III. Academic awards. 2018 European Association of Environmental and Resource Economics Award. 2014 Sabadell Herrero Award (best Spanish economist under 40). 2014 Julián Marías Award, Community of Madrid. Ms Fabra is the author of numerous publications, gives seminars, lectures and teaches in the fields of Energy Economics, Energy Transition, Competition Policy and Regulation, among others.</p>
MS MARIA TERESA ARCOS SANCHEZ	<p>Degree in Economics and Business Studies, Monetary Policy and Public Sector. In 1995 she joined the Corps of Spanish State Economists and Trade Experts. She has completed her training in the field of Governance and Public Agenda (ESADE), in Compliance, Corporate Governance and Transparency (Transparency International) and Good Corporate Governance (KPMG). 2020-2021 Managing Director of Telecommunications and Audiovisual Services Organisation (Ministry of Economic Affairs and Digital Transformation). In this position, she was responsible for the design of the regulation and promotion of the telecommunications and audiovisual sector, as part of the development of the Digital Spain 2025 Strategy. 2020-2021 Member of the Boards of Directors of Red.es, ICEX, Hisdesat, Aucals, SEGIPSA. 2014-2020 Director of International Relations and Public Policy Manager of Orange, at that time the second largest company in the Spanish telecommunications sector. 2007-2013 Secretary General of REDTEL, the first sectoral association in defence of investments in new generation networks. 2004-2007 Director of International Affairs of the Telecommunications Market Commission (now part of the National Commission on Markets and Competition). 2001-2004 Director of the Office of the Secretary of State for Telecommunications (Ministry of Industry).</p>
Total number of Independent Directors	11

% of the Board	73.33
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List any independent director who receives from the company or group any amount or payment other than standard director remuneration or who maintains or has maintained during the period in question a business relationship with the company or any group company, either in their own name or as a significant shareholder, director or senior manager of an entity which maintains or has maintained the said relationship.

If applicable, include a statement from the board detailing the reasons why the said director may carry on his duties as an independent director.

Name or corporate name of director	Description of the relationship	Motivated statement
MS ANA PALACIO VALLELERSUNDI	Not applicable.	Not applicable.
MR GONZALO SOLANA GONZÁLEZ	Not applicable.	Not applicable.
MR ANTONIO HERNÁNDEZ MANCHA	Not applicable.	Not applicable.
MR IGNACIO GRANGEL VICENTE	Not applicable.	Not applicable.
MR CRISTOBAL JOSE GALLEGO CASTILLO	Not applicable.	Not applicable.
MS PATRICIA URBEZ SANZ	Not applicable.	Not applicable.
MR JOSE MONTILLA AGUILERA	Not applicable.	Not applicable.
MR JOSE BLANCO LOPEZ	Not applicable.	Not applicable.
MS ISABEL TOCINO BISCAROLASAGA	Not applicable.	Not applicable.
MS NATALIA FABRA PORTELA	Not applicable.	Not applicable.
MS MARIA TERESA ARCOS SANCHEZ	Not applicable.	Not applicable.

**OTHER EXTERNAL DIRECTORS**

Identify all other external directors and explain why these cannot be considered proprietary or independent directors and detail their relationships with the company, its senior managers or shareholders:

Name or corporate name of director	Reasons	Company, executive or shareholder with whom the relationship is maintained	Profile
No data			

Total number of other external directors	N.A.
% of the Board	N.A.

List any changes in the category of each director which have occurred during the year:

Name or corporate name of director	Date of the change	Former category	Actual category
No data			

C.1.4 Complete the following table with information regarding the number of female directors over the last four financial years, and their category:

	Number of female Directors				% of total directors of each category			
	2021	2020	2019	2018	2021	2020	2019	2018
Executive					0.00	0.00	0.00	0.00
Proprietary					0.00	0.00	0.00	0.00
Independent	5	4	4	3	45.45	36.36	50.00	37.50
Other external					0.00	0.00	0.00	0.00
<b>Total</b>	<b>5</b>	<b>4</b>	<b>4</b>	<b>3</b>	<b>33.33</b>	<b>25.00</b>	<b>30.77</b>	<b>23.08</b>

C.1.5 Indicate whether or not the company has diversity policies in relation to the board of directors of the company with regard to issues such as age, gender, disability, or professional training and experience. Small and medium-sized entities, in accordance with the definition contained in the Accounts Auditing Law, must provide information, at least, on the policy they have established in relation to gender diversity.

- Yes  
 No  
 Partial policies

If the answer is yes, describe these diversity policies, their objectives, the measures and the way in which they have been applied and their results in the financial year. The specific measures adopted by the board of directors and the appointments and remuneration committee to achieve a balanced and diverse mix of directors must also be indicated.

If the company does not apply a diversity policy, explain the reasons why it does not do so.

Description of the policies, objectives, measures and manner in which they have been applied, as well as the results obtained

The Board Diversity and Director Selection Policy, approved by the Board of Directors on December 21, 2020, establishes that in the procedure for the selection of new Directors it should be ensured that the proposals for appointment or re-election promote diversity in the Board, so they should be oriented to a preferential incorporation of women into the Board and of persons who, because of their nationality or experience, have an international professional projection, in accordance with the strategy of the Company. The Director appointment or re-election proposals should pursue the goal of having at least 40% of total Board places occupied by female directors by the year 2022.

In addition, the Rules and Regulations of the Organisation and Functioning of the Board of Directors of Enagás, S.A. establishes that the Board is responsible for evaluating the report submitted by the Sustainability, Appointments and Remuneration Committee, the quality and efficiency of the Board's operation, in addition to the diversity in its composition and competences.

In turn, in relation to the appointment of the Director, the rules establish that the Board of Directors must ensure that the procedures for selecting its members promote diversity of age, gender, disability, experience and knowledge, that do not suffer from implicit biases that entail any discrimination and, in particular, that facilitate the selection of female directors on the board to guarantee an even balance between men and women.

The number of directors on the Board decreased to 15 after the resolutions agreed at Enagás' General Shareholders' Meeting on May 27, 2021 reaching a percentage of 33.33% of the less-represented gender.

Enagás maintains a solid corporate governance policy that has been endorsed by its shareholders at successive General Meetings to which it submits its proposals.

The Board of Directors complies with all the recommendations in terms of size and composition currently set out in the CNMV's Good Governance Code for Listed Companies and is in an excellent position to reach the target of 40% of women on the Board recommended by the Code by 2022.

Against this background, as of the date of this report, the Chairman of the Board has pledged that the Board of Directors will align itself with the recommendation regarding gender diversity set out in the CNMV's Corporate Governance Code at the General Shareholders' Meeting to be held in 2022.

Therefore, the renewals planned for the Enagás Board of Directors for 2022 will be carried out taking into account this objective of reaching a proportion of 40% of female directors.

- C.1.6 Explain the measures taken, if applicable, by the appointments committee to ensure that the selection processes are not subject to implicit bias that would make it difficult to select female directors, and whether the company makes a conscious effort to search for female candidates who have the required profile to guarantee an even balance between men and women. Also state whether these measures include calling on the company to have a significant number of female senior managers:

Explanation of measures

In order to select Directors, the Sustainability, Appointments and Remuneration Committee adheres to the provisions of the Board Diversity and Director Selection Policy, approved by the Board of Directors at the request of this Committee on December 21, 2020. In application of this policy, the selection of a new Director takes into account at least the following criteria:

Suitable professional knowledge and experience; appointments are limited to persons of recognised prestige and who possess knowledge and experience suited to the exercise of their functions.

Requirements derived from the Hydrocarbons Sector Law: candidates must be able to satisfy the independence requirements demanded by Enagás' appointment as independent manager of the gas transmission network .

Requirements for Independent Directors: in addition to the previous criteria, which shall be applied to all Directors, regardless of their category, the persons selected in the category of Independent Directors must meet the requirements for independence under the provisions of the applicable law at all times, and the additional conditions for independence, as the case may be, stipulated in the company's internal regulations.

Commitment to fulfilling the duties and obligations of Directors: proposals for re-election of current members of the Board of Directors shall take into account the commitment demonstrated by the Directors during the year in which they held office, in fulfilling the duty of diligence and the duty of loyalty, and all the regulations to which, in their condition of Directors and, where applicable, as shareholders or high-ranking member of the company, they are subject under the Internal Code of Conduct in Matters Relating to Securities Markets, the Enagás Group Code of Ethics, the Code of Conduct of the Technical Manager of the Spanish Gas System and other laws or procedures derived from their application. Likewise, it will be judged whether their actions in the exercising of their office has been in good faith and in the best company's interest.

The Board of Directors shall ensure that the appointments encourage diversity within the Board, whereby they must focus on preferably incorporating women and people who due to their nationality or experience have an international professional profile, in accordance with the company's strategy. The Director appointment or re-election proposals shall promote the achievement of the goal of having at least 40% of total Board places occupied by female directors in 2022. Enagás' Directors selection processes shall at all times take into account any other conditions, where applicable, determined by the company's Sustainability, Appointments and Remuneration Committee and the applicable laws.

Under the Board Diversity and Director Selection Policy, it is stipulated that efforts will be made to adopt measures that encourage the company to have a significant number of female senior managers.

In addition, for the presentation of the proposed candidates, the Sustainability, Appointments and Remuneration Committee receives support from executive recruitment and development firms of recognised renown.

When, despite the measures taken, there are few or no female senior managers or directors, explain the reasons:

#### Explanation of reasons

Enagás is aware that it must continue to encourage and facilitate the presence of women in the event of any vacancy arising on the Board, particularly for Independent Directors, as well as in senior management positions. In this regard, Enagás complies with article 8 of the Regulations of the Organisation and Functioning of the Board of Directors, which prescribes that selection procedures must be free of any implied bias against women candidates, and that the company shall seek out and include women with the target profile among the candidates for Board places.

At present, five (5) of the fifteen (15) members of the Board of Directors of Enagás are women:

MS ANA PALACIO VALLELERSUNDI, MS ISABEL TOCINO BISCAROLASAGA, MS PATRICIA URBEZ SANZ, MS MARIA TERESA ARCOS SANCHEZ AND MS NATALIA FABRA PORTELA. Also, MS ISABEL TOCINO BISCAROLASAGA, MS MARIA TERESA ARCOS SANCHEZ Y MS NATALIA FABRA PORTELA are members of the Audit and Compliance Committee, MS PATRICIA URBEZ SANZ is a member of the Sustainability, Appointments and Remuneration Committee, and MS ANA PALACIO VALLELERSUNDI is Independent Leading Director and chairs the Sustainability, Appointments and Remuneration Committee.

Enagás follows the guidelines set out in the Board Diversity and Director Selection Policy, which the Board of Directors approved on December 21, 2020, and which stipulates that efforts will be made to adopt measures that encourage the company to have a significant number of female senior managers. There are currently two (2) female members of Enagás' senior management: MS FELISA MARTIN VILLAN, Communication and Public Affairs General Manager, and MS MARIA SICILIA SALVADORES, Strategy Director.

#### C.1.7 Explain the conclusions of the Appointments Committee on the verification of compliance with the policy aimed at encouraging an appropriate composition of the Board of Directors.

The Board Diversity and Director Selection Policy approved by the Board of Directors on December 21, 2020, established that the Board of Directors should ensure that the proposals for appointment or re-election of Directors promote diversity in the Board, so they should be oriented to a preferential incorporation of women into the Board and of persons who, because of their nationality or experience, have an international professional projection, in accordance with the strategy of the Company. The Director's appointment or re-election proposals have been focused on achieving the goal of having at least 33.33% of total Board places occupied by female directors in 2021.

Enagás' Directors selection processes shall at all times take into account any other conditions, where applicable, determined by the company's Sustainability, Appointments and Remuneration Committee and the applicable laws.

In addition, for the presentation of the proposed candidates, the Sustainability, Appointments and Remuneration Committee receives support from executive recruitment and development firms of recognised renown.

The report by the Sustainability, Appointments and Remuneration Committee of April 16, 2021, justifying the proposed appointment and re-election of Directors for the 2020 General Shareholders' Meeting included the following:

"Following the proposed appointments, the Board reduces the number of members to 15. The percentage of Independent Directors increased to 73.33% (11 out of 15), while the percentage of female directors increased to 33.33% (5 out of 15).

Thus, the Board of Directors complies with all the recommendations in terms of size and composition currently set out in the CNMV's Good Governance Code for Listed Companies and is in an excellent position to reach the target of 40% of women on the Board recommended by the Code by 2022."



C.1.8 Explain, if applicable, the reasons why proprietary directors have been appointed upon the request of shareholders who hold less than 3% of the share capital:

Name or corporate name of shareholder	Justification
No data	

Provide details of any rejections of formal requests for board representation from shareholders whose equity interest is equal to or greater than that of other shareholders who have successfully requested the appointment of Proprietary Directors. If so, explain why these requests have not been entertained:

Yes

No

C.1.9 Indicate the powers, if any, delegated by the Board of Directors, including those relating to the option of issuing or re-purchasing shares, to directors or board committees:

Name or corporate name of director or committee	Brief description
MARCELINO OREJA ARBURÚA	Pursuant to the resolution passed by the Board of Directors of Enagás, S.A. on March 22, 2018, MR MARCELINO OREJA ARBURÚA was delegated 34 joint and several powers and 13 joint powers. These powers are those which the Board of Directors considered had to be delegated to the Chief Executive Officer within statutory limits, in accordance with article 43 of the company's Articles of Association and article 19 of the Board Regulations. These powers delegated to the Chief Executive Officer, MR MARCELINO OREJA ARBURÚA, by the Enagás' Board of Directors, were granted in the public deed dated April 20, 2018 and executed before the Notary Public of Madrid Mr Francisco Calderón Alvarez as a replacement for his colleague, the Notary Mr Pedro de la Herrán Matorras, and for his files, with number 863 in his notarial archive and is recorded in Volume 33579, Book 0, File 69, Section 8; Sheet M-6113; Entry 827 of the Madrid Companies Registry. Further details on the powers delegated by the Board of Directors are provided in section H) "OTHER INFORMATION OF INTEREST". (EXPLANATORY NOTE ON SECTION C.1.9 of this Report).

C.1.10 List the board members, if any, who hold office as directors, representatives of directors or senior managers in other companies belonging to the listed company's group:

Name or corporate name of director	Corporate name of the group company	Position	Do they have executive duties?
MR MARCELINO OREJA ARBURÚA	ENAGAS EMPRENDE, S.L.U.	JOINT DIRECTOR	YES
MR MARCELINO OREJA ARBURÚA	ENAGAS SERVICES SOLUTIONS, S.L.U.	JOINT DIRECTOR	YES
MR MARCELINO OREJA ARBURÚA	ENAGÁS RENOVABLE, S.L.U.	JOINT DIRECTOR	YES



Name or corporate name of director	Corporate name of the group company	Position	Do they have executive duties?
MR MARCELINO OREJA ARBURÚA	ENAGÁS TRANSPORTE DEL NORTE, S.L.	CHAIRMAN	YES
MR ANTONIO LLARDÉN CARRATALÁ	ENAGÁS GTS, S.A.U.	REPRESENTATIVE OF SOLE DIRECTOR	YES
MR ANTONIO LLARDÉN CARRATALÁ	ENAGÁS TRANSPORTE, S.A.U.	REPRESENTATIVE OF SOLE DIRECTOR	YES

C.1.11 List any directorships held by directors or representatives of directors who are members of the board of directors of the company in other entities, whether or not they are listed companies:

Identity of the director or representative	Company name of the listed or non-listed entity	Position
MS ANA PALACIO VALLELERSUNDI	PHARMAMAR, S.A	DIRECTOR
MS ISABEL TOCINO BISCAROLASAGA	ENCE ENERGÍA Y CELULOSA, S.A.	DIRECTOR
MS ANA PALACIO VALLELERSUNDI	GRUPO ECOENER, S.A.	DIRECTOR
MS ISABEL TOCINO BISCAROLASAGA	BANCO SANTANDER ESPAÑA	VICE CHAIRWOMAN
MR MARCELINO OREJA ARBURÚA	CLUB EXCELENCIA EN GESTION	VICE CHAIRMAN
MR MARCELINO OREJA ARBURÚA	REY JUAN CARLOS UNIVERSITY	DIRECTOR
MR SANTIAGO FERRER COSTA	MORNA ASSESSORS, S.L.	SOLE DIRECTOR
MR SANTIAGO FERRER COSTA	CISTEC TECHNOLOGY, S.L.	DIRECTOR
MR JOSE BLANCO LOPEZ	ACENTO PUBLIC AFFAIRS	CHIEF EXECUTIVE OFFICER
MR GONZALO SOLANA GONZÁLEZ	OMICLEAR	DIRECTOR
MR ANTONIO HERNÁNDEZ MANCHA	APPLE ENERGY GROUP IBERIA, S.L.	SOLE DIRECTOR
MR ANTONIO HERNÁNDEZ MANCHA	LANDCOMPANY, S.L.	DIRECTOR

Indicate, if applicable, any other remunerated activities of the directors or representatives of the directors, whatever their nature, other than those indicated in the table above.

Identity of the director or representative	Other remunerated activities
MS ANA PALACIO VALLELERSUNDI	Lawyer, founder of Palacio & Asociados law firm; Independent Leading Director of Enagás, Director of Pharmamar and of Ecoener; Member of Investcorp's International Advisory Committee; Member of the External Advisory Council of Energy Future Initiative (EFI); Member of the Executive Board of the Atlantic Council of the United States; Member of the governing bodies of a number of research centres and public institutions: the MD Anderson Cancer Center, the Science Board of Real

Identity of the director or representative	Other remunerated activities
	Instituto Elcano and the Global Leadership Foundation; Guest lecturer at Edmund A. Walsh School of Foreign Service at Georgetown University and at the Mohamed VI Polytechnic University; She writes regularly for "Project Syndicate" and El Mundo among other media. Regular participant as panellist in international conferences and forums; in the energy sector, among others, the G-20 International Energy Forum; the Atlantic Council Energy & Economic Summit, Atlantic Council Energy Forum and the Schlessinger Awards.
MR GONZALO SOLANA GONZÁLEZ	Director of the Nebrija Santander Chair in International Business Management; Professor of international economics at a number of universities; Founding partner of the law firm Huerta & Solana specialising in competition law and regulations; Independent Director of OMIClear, Chairman of the Audit Committee and Vice Chairman of the Risk Committee; Coordinator of the mobility Think Tank.
MR ANTONIO HERNÁNDEZ MANCHA	Member of the Court of Arbitration of Madrid's Chamber of Commerce and Industry of Madrid; Founding President and Sole Director of Apple Energy Group Iberia, S.L.; Member of the Board of Directors of LandCompany 2020 S.L.; Member of CIMA (Civil and Mercantile Arbitration Court).
MR MARCELINO OREJA ARBURÚA	He is Executive Vice Chairman of the Club Excelencia en Gestión (Management Excellence Club) and a member of the Board of the Rey Juan Carlos University.
MR SANTIAGO FERRER COSTA	Director of the Economic and Social Council (CES) of the Balearic Islands; Member of the Economic Committee of the Economic and Social Council (CES) of the Balearic Islands; Director of Cistec Technology, S.L.
MR IGNACIO GRANGEL VICENTE	Managing Partner of the Department of Public Law and Regulated Sectors of CMS Albiñana & Suárez de Lezo.
MR CRISTOBAL JOSE GALLEGO CASTILLO	Associate Professor and Doctorate at the Universidad Politécnica de Madrid, Department of Aircraft and Space Vehicles.
MS PATRICIA URBEZ SANZ	Head of Public Sector at Fujitsu Spain; Member of the Executive Committee of Fujitsu Iberia.
MR JOSE BLANCO LOPEZ	CEO and Founder of ACENTO PUBLIC AFFAIRS.
MS ISABEL TOCINO BISCAROLASAGA	Vice President of Santander Spain; Independent Director of ENCE.
MS NATALIA FABRA PORTELA	Gives seminars, lectures and teaches in the fields of Energy Economics, the Energy Transition, Competition Policy and Regulation, among others.

C.1.12 Indicate and, where appropriate, explain whether the company has established rules about the maximum number of company boards on which its directors may sit and indicate where this is regulated, if applicable:

Yes  
 No

Explanation of the rules and identification of the document where it is

Under article 35 of the Articles of Association the following cannot be Directors or, if applicable, natural person representatives of a legal person Director:  
a) Natural or legal persons who hold the post of Director in more than five (5) companies whose shares are admitted to trading on national or foreign markets.  
b) Natural or legal persons whose circumstances render them incompatible or prohibited from serving on the board under any of the general provisions in law, including those persons who in any manner have interests that run contrary to those of the Company or its Group.

C.1.13 Indicate the amounts of the following items relating to the overall remuneration of the board of directors:

Remuneration accrued in the year by the board of directors (thousands of euros)	5,446
Amount of funds accumulated by current directors for long-term savings systems with vested economic rights (thousands of euros)	4,422
Amount of funds accumulated by current directors for long-term savings systems with non-vested economic rights (thousands of euros)	
Cumulative amount of rights of former directors in pension scheme (thousands of euros)	

C.1.14 List any members of senior management who are not Executive Directors and indicate total remuneration paid to them during the year.

Name or corporate name	Position/s
MR DIEGO ANTONIO VELA LLANES	Technical System General Manager
MS ROSA SANCHEZ BRAVO	Director of Internal Audit
MR CLAUDIO PEDRO RODRÍGUEZ SUÁREZ	Gas Assets General Manager
MR JESÚS LUIS SALDAÑA FERNÁNDEZ	General Manager of Enagás Internacional
MR JUAN ANDRÉS DÍEZ DE ULZURRUN MORENO	CEO Deputy General Manager
MR FRANCISCO BORJA GARCÍA-ALARCÓN ALTAMIRANO	Financial General Manager
MS FELISA MARTÍN VILLAN	Communication and Public Affairs General Manager
MR RAFAEL PIQUERAS BAUTISTA	General Secretary

Name or corporate name	Position/s
MR JAVIER PERERA DE GREGORIO	Human & Corporate Resources General Manager
MS MARÍA SICILIA SALVADORES	Strategy Director
MR ANTONIO MARTÍNEZ RODRÍGUEZ	Enagás Renewables and Services General Manager

Number of female senior managers	2
Percentage of total members of senior management	20.00

Total remuneration received by senior management (thousands of euros)	5,576
-----------------------------------------------------------------------	-------

C.1.15 Indicate whether any changes have been made to the board regulations during the year:

[  ] Yes  
[  ] No

#### Description of amendments

Law 5/2021, of April 12, on the promotion of the long-term involvement of shareholders in listed companies, which transposes into Spanish law Directive (EU) 2017/828 of the European Parliament and of the Council of May 17, 2017, ("Law 5/2021"), has amended, among other regulations, the consolidated text of the Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010, of July 2 ("LSC").

Among other matters, the aforementioned Law 5/2021 has modified the regime of related-party transactions of listed companies provided for in the LSC, incorporating a new Chapter VII BIS to Title XIV (which includes Articles 529 vices to 529 tercies), as well as a new Article 231 bis LSC relating to intragroup transactions, in addition to partially modifying the concept of persons related to the directors contained in Article 231 LSC. It has also modified the remuneration system for Board Members, the powers of the Audit Committee with regard to the reporting of non-financial information and has established the obligation for Board Members of listed companies to be, in general, natural persons.

Based on this legal amendment, the Board of Directors proposed to the General Shareholders' Meeting of Enagás, S.A. (the "Company") held on May 27, 2021, to amend the Company's Articles of Association and the Regulations of the General Shareholders' Meeting.

In coordination with the foregoing, at its meeting held on December 20, 2021, the Board of Directors approved the amendment of the Rules and Regulations of the Organisation and Functioning of the Board of Directors, in order to adapt them to the new provisions of the LSC, without prejudice to the incorporation of certain technical or drafting clarifications.

The amendments are as follows:

Amendment to Article 5 ("Functions of the Board of Directors")

Section B.2) is completed with the power of the Board of Directors to approve "management goals", in accordance with the provisions of Article 529 ter.1.a) LSC and in coordination with the current Article 43.m) of the Company's Articles of Association.

Amendment of Article 7 ("Meeting Proceedings")

Section 3 is amended with respect to the means by which the Directors may confer their representation on another Director, specifying that it may be by "e-mail or by any other means that allows proof of receipt", avoiding the exemplary reference to fax, telegram... and with a more general wording that would also encompass the platforms for documentation and communication with the Directors that may be established internally.

C.1.16 Indicate the procedures for selection, appointment, re-election and removal of directors. List the competent bodies and the processes and criteria to be followed for each of these procedures.

Pursuant to article 8 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors of Enagás:

1.- Directors shall be appointed at the General Shareholders' Meeting or by the Board of Directors in conformity with the provisions of the Corporate Enterprises Act and the company's Articles of Association.

2.- Candidates must be persons who, in addition to satisfying the legal and statutory requirements of the post, have recognised prestige and appropriate professional knowledge and experience to perform their duties. The Sustainability, Appointments and Remuneration Committee is responsible for proposing the appointment of Independent Directors. The proposals for the appointment or re-election of Non-independent Directors which the Board of Directors submits to the General Shareholders' Meeting, as well as appointments adopted by the Board by virtue of its powers of co-option, must be made subject to a report from the Sustainability, Appointments and Remuneration Committee. When the Board of Directors does not agree with the Committee's recommendations, it must explain its reasons and duly record them in the minutes.

Proposed appointments shall always be accompanied by a report from the Board justifying the skills, experience and merits of the proposed candidate. This report shall be attached to the minutes of the General Meeting or of the Board. The foregoing will also be applicable to natural persons appointed as representatives of a legal person Director. The proposal for a natural person representative must be submitted to the Sustainability, Appointments and Remuneration Committee. Only legal entities belonging to the public sector may be appointed to the Board of Directors, and they may be appointed to the Board in representation of a portion of the share capital.

3.- The Board of Directors must ensure that the procedures for the selection of its members favour diversity in aspects relating to training and professional experience, age, gender or disability, and that they are not implicitly biased in such a way as to imply any kind of discrimination and, in particular, that they facilitate the selection of female directors in a number that makes it possible to achieve a balanced presence of women and men.  
(Continues in section H) OTHER INFORMATION OF INTEREST.- EXPLANATORY NOTE ON SECTION C.1.16).

C.1.17 Explain, if applicable, to what extent the annual evaluation of the board has prompted significant changes in its internal organisation and the procedures applicable to its activities:

#### Description of amendments

Every year, the Company carries out the annual assessment of the Board through a self-assessment process. The format and content are adapted each year to the needs and situation of the Company and to the best practices of good governance. The results obtained from these board assessment processes are taken into account by the Company to improve the internal functioning, deliberation and decision-making of both the Board of Directors as a whole and its Committees.

Describe the evaluation process and the areas evaluated by the board of directors assisted, where applicable, by an external consultant, regarding the operation and membership of the board and its committees and any other area or aspect that has been subject to evaluation.

#### Description of the evaluation process and areas evaluated

The annual assessment of the Board consisted of a self-evaluation process in which, with the assistance of the advisory firm KPMG, the directors completed a written questionnaire and have held an interview with KPMG. The questionnaire includes two sections. Section I on overall assessment and comparison with the last external self-assessment exercise, and section II on assessment of the functioning of the Board of Directors, which in turn is subdivided into five sections on i) the Board of Directors, ii) the Audit and Compliance Committee, iii) the Sustainability, Appointments and Remuneration Committee, iv) Chairman of the Board of Directors, v) Chief Executive Officer and vi) Secretary to the Board.

The key areas analysed in the assessment process were as follows: i) competencies, skills and structure, ii) strategic reflection, iii) risk monitoring, iv) ESG questionnaire, v) information, vi) climate of debate, vii) agenda and presentations viii) relationship with senior management, ix) key positions and x) Board priorities.

The assessment resulted in a series of aspects with higher and lower scores. The directors considered very positively, among other issues, the satisfactory performance of their responsibilities, the confidence in the management model, policies, processes and controls implemented by the company, the open dialogue and working environment that allows directors to freely state their position.

The corporate departments have adequately performed their assigned responsibilities and have suitably informed the board of their work and deliberations. As aspects with lower ratings, the following were noted, among others: the number of board members, active participation during the sessions in a way that contributes value, and the structured agenda of the meetings.

C.1.18 Explain, for those financial years in which the evaluation has been assisted by an external adviser, the business relationship that the adviser or any group company maintains with the company or any group company.

For the 2021 assessment of the Board, the Company has contracted the same external advisory firm that assisted the Board in this area in 2020.

2021 has been the second year in which the advisory firm KPMG has assisted the Company in assessing the Board. The Company's (and its group's) contracts with KPMG amounted to 644 million euros in 2021 for consulting and advisory services.

C.1.19 Indicate the cases in which Directors must resign.

In accordance with the Good Governance recommendations, articles 12.2 and 12.4 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors of Enagás stipulate that:

12.2.- Directors must place their offices at the Board of Directors' disposal, and tender their resignation, if the Board deems fit, in the following cases:

- a) When they are affected by instances of incompatibility or prohibitions laid down in Law, the Articles of Association, and in these Regulations.
- b) When they are in serious breach of their obligations as Directors.
- c) When they may put the interests of the company at risk or damage its credibility and reputation. In particular, a Director must inform the Board of Directors of any criminal case in which he or she appears as being under investigation, along with any procedural developments.
- d) When the reason for which they were appointed as Directors no longer exists.
- e) When Independent Directors cease to meet the conditions required under Article 9.
- f) When the shareholder represented by a Proprietary Director sells its entire interest. They shall also do so, in the appropriate number, when that shareholder reduces its stake to a level requiring a reduction in the number of its Proprietary Directors.

Should the Board of Directors not deem it advisable to have a Director tender their resignation in the cases specified under d), e) and f), the Director must be included in the category that, in accordance with these Rules and Regulations, is most appropriate based on their new circumstances.

When, either through resignation or by resolution of the General Meeting, a Director leaves their position before the end of their mandate, they shall properly explain the reasons for their resignation. Non-executive directors shall write down their opinion on the reasons why, if applicable, the General Shareholders' Meeting relieves them of their duties, in a letter to be sent to all members of the Board of Directors. Aside from reporting such facts in the Annual Corporate Governance Report, insofar as it is relevant for investors, the Company shall announce the Director's departure as soon as possible, including sufficient reference to the reasons or circumstances provided by the Director.

12.4 - After a Director has been removed from their post, they may not work for a competitor company for a period of two years, unless the Board of Directors exempts them from this obligation or shortens its duration.

C.1.20 Are qualified majorities other than those prescribed by law required for any type of decision?:

- Yes
- No

If applicable, describe the differences

C.1.21 Indicate whether there are any specific requirements other than those relating to the Directors, to be appointed chairman of the board of directors:

- Yes
- No

C.1.22 Indicate whether the articles of association or the board regulations set any age limit for directors.

- Yes
- No

C.1.23 Indicate whether the articles of association or the board regulations set a limited term of office or other stricter requirements for independent directors different to the one established in the regulations:

- Yes
- No

Additional requirements and / or maximum number of years in office

C.1.24 Indicate whether the articles of association or board regulations stipulate specific rules on appointing a proxy to the board of directors, the procedures thereof and, in particular, the maximum number of proxy appointments a director may hold. Also indicate whether there are any restrictions as to what categories may be appointed as a proxy other than those stipulated by law. If so, give brief details.

According to article 39 of the Consolidated Text of the Articles of Association, the Board of Directors shall be validly constituted when the majority of its members are in attendance or represented at it. The Directors must attend the meetings of the Board in person. Without prejudice to the foregoing, Directors may grant a proxy to another Director. Non-Executive Directors may only grant a proxy to other Non-Executive Director. In addition, according to Article 7.3 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors, Directors must attend the meetings in person. Without prejudice to the foregoing, Directors must grant a proxy to another Director. Non-Executive Directors may only grant a proxy to other Non-Executive Director. Proxies for the representation of absent Directors may be granted by e-mail or by any other means that provides proof of receipt addressed to the Chairperson or Secretary of the Board.

C.1.25 Indicate the number of board of directors meetings held during the year. Indicate, where appropriate, how many times the board has met without the chairman's attendance. Attendance will also include proxies appointed with specific instructions.

Number of Board meetings	11
Number of board meetings held without the chairman's attendance	0

Indicate the number of meetings held by the leading director with the rest of the directors, without the assistance or representation of any executive director:

Number of meetings	1
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Indicate the number of meetings of the various board committees held during the year:

Number of meetings of the AUDIT AND COMPLIANCE COMMITTEE	8
Number of meetings of the SUSTAINABILITY, APPOINTMENTS AND REMUNERATION COMMITTEE	13

C.1.26 Indicate the number of board meetings held during the year and details of members in attendance:

Number of meetings with physical attendance of at least 80% of board members	11
% of physical attendance as a total of the votes cast during the year	100.00
Number of meetings with physical attendance or proxies appointed with specific instructions from all the directors	11
% of votes cast with physical attendance and representations with specific instructions out of total votes during the year	100.00

C.1.27 Indicate whether the consolidated and individual annual accounts submitted for authorisation for issue by the board are certified previously:

Yes  
 No

Identify, where applicable, the person(s) who certified the company's individual and consolidated annual accounts prior for their authorisation for issue by the board:

Name	Position
MR FRANCISCO BORJA GARCÍA-ALARCÓN ALTAMIRANO	FINANCIAL GENERAL MANAGER
MR ANTONIO LLARDÉN CARRATALÁ	CHAIRMAN

C.1.28 Explain the mechanisms, if any, established by the Board of Directors to ensure that the annual accounts presented by the Board of Directors to the General Shareholders' Meeting are prepared in accordance with accounting regulations.

The Board of Directors ensures that the Annual Accounts and the Management Report provide a true and fair view of the Company's equity, financial position and results of operations, in accordance with the law, as stipulated in article 5) of its Regulations.

The Board of Directors endeavours to present the Annual Accounts in such a way that there are no grounds for qualifications by the company's Accounts Auditor, by taking into account all comments or recommendations that the Audit and Compliance Committee may have made previously in its report. However, if the Board of Directors determines that it must stand by a contrary view, it shall publicly explain the content and extent of the discrepancy.

As a committee delegated by the Board, the Audit and Compliance Committee is assigned certain competences that are effective mechanisms to ensure that the Annual Accounts prepared by the Board are drawn up in accordance with accounting standards, as set out in Article 8 of its Regulations, the details of which can be consulted on section 2 of the Annual Activity Report of the Audit and Compliance Committee.

During the financial year, the Audit and Compliance Committee shall meet at least quarterly with the accounts auditor in order to obtain their conclusions regarding the quarterly revision prior to the publication of results. Likewise, the Interim Condensed Consolidated Financial Statements are subject to a limited revision by the Accounts Auditor with the issuance of the corresponding report.

These competences of the Audit and Compliance Committee are designed to minimise the impact of any accounting aspect that becomes evident throughout the financial year, introducing, if necessary, the appropriate measures to avoid them, and enabling the Board members to be kept informed of the most relevant aspects of the audit throughout the year.

In fact, the audit reports on the annual accounts have historically been issued without qualifications, as reflected in the information submitted to the National SecuritiesMarket Commission and published on its website.

During 2021, the Audit and Compliance Committee presented to the Board, together with the Accounts Auditor:

- On February 22, 2021, the report on the conclusions of the audit of the annual accounts at December 31, 2020 of Enagás, S.A. and its consolidated group.

- On July 26, 2021, the report with the results of the limited review performed on the interim condensed consolidated financial statements of Enagás and its subsidiaries as of June 30, 2021.

- On February 14, 2022, the report on the conclusions of the audit of the annual accounts at December 31, 2021 of Enagás, S.A. and its consolidated group.

The Audit and Compliance Committee also informed the Board of Directors of the reports presented by the auditor to the Audit and Compliance Committee, corresponding to the interim financial statements of March 31, 2021, September 30, 2021, as well as the planning report on the closure at December 31, 2021.

C.1.29 Is the secretary of the board also a director?

Yes  
 No

Complete if the Secretary is not also a Director:

Name or corporate name of the secretary	Representative
MR RAFAEL PIQUERAS BAUTISTA	



C.1.30 Indicate the specific mechanisms established by the company to safeguard the independence of the external auditor, as well as any mechanisms to safeguard the independence of financial analysts, investment banks and rating agencies, including how the legal provisions have been implemented in practice.

As a general rule, the Enagás Code of Ethics serves as a code of conduct for all employees in their professional activities and in relation to all the company's stakeholders. Enagás has the necessary procedures to ensure due diligence in the issues related to this area, as well as an Ethical Compliance Committee, which is a collegiate body to which the Audit and Control Committee delegates management of the notifications and consultations concerning this matter.

Compliance with the Code of Ethics is mandatory for all employees, managers and directors of Enagás, as well as its suppliers, contractors and collaborators or business partners in their respective areas of relationship with the Company. Affiliates have an ethics and compliance model that is appropriate for the environment they operate in.

In relation to the mechanisms established to preserve the independence of the external auditors, the Enagás Audit and Compliance Committee oversees the independence of the External Auditor, based on the development of the functions established in Article 8 iv) of its Regulations, the details of which are included in section 2 of the Annual Activity Report of the Audit and Compliance Committee.

In accordance with the provisions of the Internal procedure for engagement and relationship with the auditor (section 8.3.1.):

"The Audit and Compliance Committee shall assure the independence of Enagás' accounts auditor. In this regard, it must authorise, prior to its formalisation, any contract it intends to enter into with the auditor or with any member of its network for the provision of services other than auditing services to the Company or to any of the companies in its Group, in order to be able to analyse individually and globally any points which could undermine its independence arising from such contracts, before formalising them."

In turn, the Internal Audit Department, in accordance with the functions entrusted to it by the Audit and Compliance Committee and as specified in the General Internal Audit Regulations, oversees compliance with the Accounts Auditing Law 22/2015 and European Regulation 2014/537 and Directive 2006/43/EC, carrying out the following supervisory activities to guarantee the auditor's independence:

- Before issuing the accounts audit report, assisting the Audit and Compliance Committee in preparing the report, expressing an opinion on the independence of the accounts auditors, which will include a review of the declaration of independence issued by the auditors.
- Coordinating with the various business areas of Enagás and its subsidiaries, as well as with the relevant affiliates (through the Audit Committees), the process of contracting non-audit services required of the accounts auditor at Enagás, in order to analyse whether such engagements could undermine the independence of the accounts auditor.
- Analysing any question that could jeopardise the independence of the accounts auditor and its company, calling upon it to provide Enagás with information on any such issues that could undermine its independence, as well as the possible safeguards to be adopted.
- Examining, for subsequent approval by the Audit and Compliance Committee, the services requested from the auditor other than those prohibited.

(Continues in section H) OTHER INFORMATION OF INTEREST.- EXPLANATORY NOTE ON SECTION C.1.30).

C.1.31 Indicate whether the company has changed its external audit firm during the year. If so, identify the incoming audit firm and the outgoing auditor:

- Yes  
 No

Explain any disagreements with the outgoing auditor and the reasons for the same:

- Yes  
 No

C.1.32 Indicate whether the audit firm performs non-audit work for the company and/or its group. If so, state the amount of fees paid for such work and the percentage that the above amount represents of the fees invoiced for audit work to the company and/or its group.

- Yes  
 No

	Company	Group companies	Total
Amount of non-audit work (thousands of euros)	345	0	345
Amount of non-audit work / Amount of audit work (%)	33.00	0.00	26.00

C.1.33 Indicate whether the audit report on the previous year's annual accounts is qualified. If applicable, indicate the reasons given to the shareholders in the General Meeting by the Chairman of the Audit Committee to explain the content and scope of those qualifications.

- Yes  
 No

C.1.34 Indicate the number of financial years during which the current audit firm has been auditing the individual and/or consolidated annual accounts of the company and/or its group without interruption. Likewise, indicate for how many years the current firm has been auditing the annual accounts as a percentage of the total number of years over which the annual accounts have been audited:

	Individual	Consolidated
Number of consecutive years	6	6
No. of years audited by current audit firm / No. of years the company or its group have been audited (%)	12.00	12.00

C.1.35 Indicate and, where appropriate, give details of whether there are procedures for directors to receive the information they need in sufficient time to prepare for meetings of the governing bodies:

- Yes  
 No

Details of procedure

Article 6 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors establishes that:

1.- The Board of Directors shall meet at least once every two months and, in any case eight times a year, and on the motion of the Chairman, whenever the Chairman deems it fit for the proper running of the Company. A call must be issued when so requested by a majority of the Directors, as set forth in Article 39 of the Articles of Association.

Directors who represent at least one third of the members of the Board of Directors may call the meeting, stating its agenda, to be held in the locality where the registered office is located, if they have requested the Chairman to convene the meeting, and the meeting has not been called within one month without reasonable cause.

Except in cases where the Board has been constituted or has been convened exceptionally on account of urgent circumstances, the Directors must have the requisite information at their disposal sufficiently in advance to be able to deliberate and adopt resolutions on the business to be transacted. To this end, the Agenda of the meetings shall clearly indicate those points on which the Board of Directors must take a decision or resolution. The Chairman of the Board of Directors, in collaboration with the Secretary, must ensure that this obligation to provide information is fulfilled.

In those cases in which, exceptionally, for reasons of urgency, the Chairman wishes to submit to the approval of the Board decisions or resolutions not appearing in the Agenda, this shall require the express prior consent of the majority of the Directors present at the meeting, which will be duly recorded in the minutes.

Ordinary meetings of the Board shall transact general business relating to the Group's performance, earnings, balance sheet, investments, the company's cash position and how it compares to the adopted budget, the business referred to in Article 5, if applicable, and the business listed on the Agenda, to be drawn up pursuant to these Regulations.

At these regular meetings the Board shall receive timely information on the movements of the shareholders and of the opinion that significant shareholders, investors and rating agencies hold regarding the Company and its Group. Similarly, the Board of Directors shall receive timely information on the main operational achievements and difficulties and any foreseeable circumstances which may prove critical for the company's affairs, and shall consider the course of action proposed by company management in response.

2.- Notices convening ordinary sessions shall be issued by the Chairman or the Secretary, or by the Vice Chairman on order of the Chairman, may be effected by any channel, and shall specify the meeting venue and agenda. The Chairman shall call the Board to meet when so requested by the Independent Leading Director in accordance with Article 18 of these Board Regulations.

The notice of meeting, which other than in exceptional circumstances shall be issued at least three days in advance of the intended date of the meeting, shall contain all information and documents thought appropriate or relevant for Directors to be properly informed. Directors shall further be furnished with the minutes of the previous meeting, whether or not such minutes have been adopted. The power to set the agenda of a meeting rests with the Chairman, but any Director may request in advance of the calling of such meeting that there be added to the agenda any items which in their view ought to be addressed by the Board.

The Board shall be properly constituted without need of prior notice if, all Directors being present in person or by proxy, the Directors unanimously consent to the holding of the meeting.

3.- The meetings of the Board of Directors shall normally be held at the registered office, but may also be held in any other place determined by the Chairman and indicated in the notice of meeting, and by any means determined by the Chairman in accordance with the provisions of article 39 of the Company's Articles of Association.

C.1.36 Indicate and, where appropriate, give details of whether the company has established rules obliging directors to report and, where appropriate, resign when situations arise that affect them, whether or not related to their actions at the company itself, which could damage the credit and reputation of the company:

Yes  
 No

#### Detail the rules

Pursuant to Good Governance Recommendations, article 12 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors establishes that Directors must place their offices at the Board of Directors' disposal, and tender their resignation, if the Board deems fit, when, inter alia, they may put the interests of the Company at risk or damage its credibility and reputation. In particular, a Director must inform the Board of Directors of any criminal case in which he or she appears as being under investigation, along with any procedural developments.

When, either through resignation or by resolution of the General Meeting, a Director leaves their position before the end of their mandate, they shall properly explain the reasons for their resignation. Non-executive directors shall write down their opinion on the reasons why, if applicable, the General Shareholders' Meeting relieves them of their duties, in a letter to be sent to all members of the Board of Directors. Aside from reporting such facts in the Annual Corporate Governance Report, insofar as it is relevant for investors, the Company shall announce the Director's departure as soon as possible, including sufficient reference to the reasons or circumstances provided by the Director.

C.1.37 Indicate, unless there are special circumstances that have been set down in the minutes, whether the Board has been informed of or has otherwise learned of any situation that affects a director, whether or not it is related to their actions in the company itself, and which could damage the company's good name and reputation:

Yes  
 No

C.1.38 List the significant agreements entered into by the company which come into force, are amended or terminate in the event of a change of control of the Company due to a takeover bid, and their effects.

There are no such significant agreements.

C.1.39 Identify, individually when referring to directors, and in aggregate form in other cases and provide detailed information on agreements between the company and its officers, senior managers and employees that provide indemnities for the event of resignation, unfair dismissal or termination as a result of a takeover bid or other type of operations.

Number of beneficiaries	11
Type of beneficiary	Description of the agreement
Executive Chairman, Chief Executive Officer and Senior Management	The company has an agreement with the Executive Chairman, the Chief Executive Officer and TEN (10) of its senior managers that include express severance pay clauses. The clauses in each case are applicable in cases of company termination of the contract, unfair disciplinary dismissal, dismissal for the reasons outlined under article 52 of the Workers' Statute or as decided by the manager citing one of the reasons outlined under article 50 of the Workers' Statute provided the resolution is certified by means of conciliation between the parties, court judgement, arbitration award, or resolution by a competent administrative body. They are not applicable if the resolution is the result of a unilateral decision made by the Director without just cause. The termination benefits to which the Executive Chairman and Chief Executive Officer are entitled are equivalent to two years of their fixed and variable remuneration. The termination benefits to which the TEN (10) Directors are entitled depend on their length of service at the company and their age. All such contracts have been approved by the Board of Directors.

Indicate whether, other than in the cases provided for in law, these agreements must be reported to and/or authorised by the governing bodies of the company or its group. If they must, specify the procedures, assumptions provided and the nature of the bodies responsible for their approval or making the communication:

	Board of Directors	General Meeting
Body authorising clauses	√	
	Yes	No
Is the General Shareholders' Meeting informed of such clauses?	√	

## C.2. Board committees

C.2.1 Give details of all the board committees, their members and the proportion of proprietary directors, independent directors and other external:

AUDIT AND COMPLIANCE COMMITTEE		
Name	Position	Category
MR JOSE MONTILLA AGUILERA	CHAIRMAN	Independent
MR JOSE BLANCO LOPEZ	MEMBER	Independent

**AUDIT AND COMPLIANCE COMMITTEE**

Name	Position	Category
MS ISABEL TOCINO BISCAROLASAGA	MEMBER	Independent
SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI)	MEMBER	Proprietary
MS MARIA TERESA ARCOS SANCHEZ	MEMBER	Independent
MS NATALIA FABRA PORTELA	MEMBER	Independent

% of executive directors	0.00
% of proprietary directors	16.67
% of independent directors	83.33
% of other external directors	0.00

Explain the functions, including, where appropriate, those additional to those legally provided, assigned to this body, and describe the procedures and rules of organisation and operation thereof. For each of these roles, indicate the most important actions during the year and how they have exercised in practice each of the functions attributed to them, whether in the law or in the articles of association or other corporate agreements.

The Audit and Compliance Committee is governed by applicable legislation, the Consolidated Text of the Articles of Association and the Rules and Regulations of the Organisation and Functioning of the Board of Directors, the latest amendment of which was approved by the Board of Directors on December 20, 2021, and the Regulations of the Audit and Compliance Committee, the latest amendment of which was approved by the Board of Directors on December 20, 2021. This Committee comprises six (6) members, which is within the limits established in article 44 of the Consolidated Text of the articles of Association, article 26 of the Board Regulations, and article 3 of the Audit and Compliance Committee Regulations, which set a minimum of three (3) and maximum of seven (7) members, appointed by the Board of Directors based, in particular, on their knowledge and experience on accounting, auditing, and financial and non-financial risk management. Overall, the members of the Audit and Compliance Committee shall have the pertinent technical knowledge of the gas industry.

No Executive Director may sit on the Audit and Compliance Committee and the majority of its members must be independent. Five (5) of its members are Independent, and we highlight that the Chairman of the Committee, MS JOSE MONTILLA AGUILERA is independent; one (1) of the committee members, SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI) is Proprietary Director. MS ISABEL TOCINO BISCAROLASAGA, SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI), MS MARIA TERESA ARCOS SANCHEZ AND MS NATALIA FABRA PORTELA were appointed by the Board of Directors of Enagás based on their knowledge and experience on accounting, auditing or both, as provided for in articles 44 of the Consolidated Text of the Articles of Association and 26 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors.

According to Article 4 of the Audit and Compliance Committee Regulations, the Committee Chairperson shall be selected from among the Independent Directors by the Board of Directors, and shall not have a casting vote.

As established in Article 5 of the Committee Regulations, the term of a Committee member shall be the same as the term of office for a Director. A member of the Audit and Compliance Committee shall vacate that office if he loses his status as Director of the Company or if so decided by the Board of Directors. The foregoing notwithstanding the Committee Chairman shall be replaced every four (4) years. A former Chairman may be re-elected after the lapse of one year from his vacating office. The foregoing shall be without prejudice to an outgoing Chairman remaining on the Committee if so resolved by the Board of Directors on adequately reasoned grounds.

The remuneration of Committee members, as provided for in Article 6 of the Committee Regulations, will be approved as established in the Articles of Association and the Board Regulations for the setting of remuneration to Directors, subject to the same requirements of public disclosure.

In the exercise of his office, a member of this Committee shall, according to Article 7 of the Committee regulations, be under the same duties and subject to the same principles of action as those prescribed for Directors in the Articles of Association, the Board Regulations and current legislation.

In keeping with Article 9 of the Committee Regulations, this Committee must meet at least four (4) times a year and the Chairperson shall call as many further meetings as they believe are required for the Committee to discharge its duties. In 2021, this Committee met eight (8) times. Each Committee meeting shall be reported at the first subsequent meeting of the Board in full. Any company employee or executive of the Company deemed relevant may be called to attend the Committee meetings, even ordering their appearance without the presence of another executive. In addition, according to Article 13, a copy of the minutes of Committee proceedings shall be sent to every Director.

The chief purposes of the Committee, according to article 8, is to see to the proper operation of internal control, internal audit, risk management systems and the process of preparing and presenting the mandatory financial information, to formulate proposals for selecting, appointing, re-electing and replacing the external auditor, as well as to ensure their independence, to safeguard the transparency of information and to ensure compliance with the internal Code of Conduct and the legislation in force, and to report to the General Meeting in the area of their competence.

To achieve these objectives, the Audit and Compliance Committee, in addition to the functions established by law for this Committee, shall carry out those detailed in Appendix I (Explanatory notes) to this Report.

Identify the directors who are members of the audit committee who have been appointed on the basis of their knowledge and experience of accounting or auditing, or both and state the date of the appointment of the chairperson of this committee to that role.

Names of directors with experience	MS ISABEL TOCINO BISCAROLASAGA / SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI) / MS MARIA TERESA ARCOS SÁNCHEZ / MS NATALIA FABRA PORTELA
Date of the appointment of the chairperson to that role	21/06/2021

SUSTAINABILITY, APPOINTMENTS AND REMUNERATION COMMITTEE		
Name	Position	Category
MS ANA PALACIO VALLELERSUNDI	CHAIRWOMAN	Independent
MR GONZALO SOLANA GONZÁLEZ	MEMBER	Independent
MR ANTONIO HERNÁNDEZ MANCHA	MEMBER	Independent
MR SANTIAGO FERRER COSTA	MEMBER	Proprietary
MR IGNACIO GRANGEL VICENTE	MEMBER	Independent
MR CRISTOBAL JOSE GALLEGU CASTILLO	MEMBER	Independent
MS PATRICIA URBEZ SANZ	MEMBER	Independent

% of executive directors	0.00
% of proprietary directors	14.29
% of independent directors	85.71
% of other external directors	0.00

Explain the functions, including, where appropriate, those additional to those legally provided, assigned to this body, and describe the procedures and rules of organisation and operation thereof. For each of these roles, indicate the most important actions during the year and how they have exercised in practice each of the functions attributed to them, whether in the law or in the articles of association or other corporate agreements.

The Sustainability, Appointments and Remuneration Committee, is governed by applicable legislation, the Consolidated Text of the Articles of Association and the Rules and Regulations of the Organisation and Functioning of the Board of Directors, the latest amendment of which was approved by the Board of Directors on December 20, 2021, and the Regulations of the Sustainability, Appointments and Remuneration Committee, which was approved by the Board of Directors on December 20, 2021.

The Sustainability, Appointments, and Remuneration Committee is composed of seven (7) Directors, appointed by the Board of Directors, which is within the limits established in article 45 of the Consolidated Text of the Articles of Associations, article 25 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors and article 3 of the Regulations of the Sustainability, Appointments, and Remuneration Committee, which set a minimum of three (3) and a maximum of seven (7) Directors. It consists of seven (7) Directors, of which six (6) are Independent Directors, including the Chairwoman, and one (1) is a Proprietary Director.

Article 3 of the Regulations of the Sustainability, Appointments, and Remuneration Committee sets out that Directors who are members of this Committee shall be appointed by the Board of Directors, ensuring that they have knowledge and experience in areas such as human resources, selection of Directors and Senior

Managers, design of remuneration policies and plans, corporate governance and corporate social responsibility and sustainability. The Sustainability, Appointments, and Remuneration Committee must comprise a majority of Independent Directors and Executive Directors cannot sit on this committee. In addition, gender diversity and other diversity criteria of its members must be encouraged. As set out in article 4 of the Regulations of the Sustainability, Appointments, and Remuneration Committee, the Board of Directors shall elect the Chairman of the Committee from among the Independent Directors of the Committee. The Chairman shall not have a casting vote. As established in article 5 of the Regulations of the Sustainability, Appointments, and Remuneration Committee, the term of a Committee member shall be the same as the term of office for a Director. A member of the Sustainability, Appointments, and Remuneration Committee shall vacate that office if they lose their status as Director of the Company or if so decided by the Board of Directors. The remuneration of Committee members, as provided for in Article 6 of the Committee Regulations, will be approved as established in the Articles of Association and the Board Regulations for the setting of remuneration to Directors, subject to the same requirements of public disclosure. In the exercise of their office, a member of this Committee shall, according to Article 7 of the Committee regulations, be under the same duties and subject to the same principles of action as those prescribed for Directors in the Articles of Association, the Board Regulations and current legislation.

Pursuant to article 9 of the Regulations of the Sustainability, Appointments and Remuneration Committee, said committee must meet at least four (4) times a year. In 2021, the Enagás Committee met thirteen (13) times.

In addition, meetings shall be called by its Chairperson. The Committee may seek advice both internally and externally and request the attendance of senior management personnel of the Company and its Group, as deemed necessary in the execution of its duties. Each Committee meeting shall be reported at the first subsequent meeting of the full Board, and a copy of the minutes of the Committee proceedings shall be sent to every Director. Pursuant to Article 8 of its Regulations, the basic objectives of the Committee are to select Directors, Senior Management and positions on the Board of Directors, to ensure the appropriate composition of the Board, to examine and organise the succession of the Chairman of the Board and the Chief Executive Officer, to evaluate the Board and its Committees, to propose and monitor the remuneration policy, the contractual conditions of the Directors and senior management and to ensure the application of good practices in the area of corporate social responsibility and good corporate governance. The duties of the Sustainability, Appointments and Remuneration Committee are set out in article 45 of the Consolidated Text of the Articles of Association and expanded in article 25 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors and article 8 of the Regulations of the Sustainability, Appointments and Remuneration Committee. For more information see Appendix I ("Explanatory notes") to this Report.

C.2.2 Complete the following table on the number of female directors on the various board committees at the closure of the past four years:

	Number of female Directors							
	2021		2020		2019		2018	
	Number	%	Number	%	Number	%	Number	%
AUDIT AND COMPLIANCE COMMITTEE	3	50.00	2	28.57	2	40.00	2	40.00
SUSTAINABILITY, APPOINTMENTS AND REMUNERATION COMMITTEE	2	28.57	2	28.57	2	33.33	1	16.67

C.2.3 Indicate, as appropriate, whether there are any regulations governing the board committees. If so, indicate where they can be consulted, and whether any amendments have been made during the year. In addition, indicate whether on a voluntary basis any of the board committees has produced an activity report.

The Regulations of the Audit and Compliance Committee are available for consultation at the registered office of Enagás and on its website at [www.enagas.es](http://www.enagas.es) or [www.enagas.com](http://www.enagas.com). The Board of Directors of Enagás, S.A at its meeting held on December 20, 2021 approved the amendment of the aforementioned regulations in order to adapt them to the provisions of the Corporate Enterprises Act following its amendment by Law 5/2021, of April 12, on the promotion of the long-term involvement of shareholders in listed companies, which transposes into Spanish law Directive (EU) 2017/828 of the European Parliament and of the Council of May 17, 2017 ("Law 5/2021"). The Audit and Compliance Committee prepared a report on its activities in 2021, which will be published on the website sufficiently in advance of the General Shareholders' Meeting and is included in this Report in Appendix II.



## ANNUAL CORPORATE GOVERNANCE REPORT FOR LISTED COMPANIES

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The Regulations of the Sustainability, Appointments and Remuneration Committee are available for consultation at the registered office of Enagás and on its website at [www.enagas.es](http://www.enagas.es) or [www.enagas.com](http://www.enagas.com). At its meeting on December 20, 2021, the Board of Directors of Enagás, S.A. approved the amendment of the regulations to adapt them to the Corporate Enterprises Act following its amendment by Law 5/2021.

The Sustainability, Appointments and Remuneration Committee prepared a report on its activities in 2021, which will be published on the website sufficiently in advance of the General Shareholders' Meeting.



#### **D. RELATED-PARTY AND INTRAGROUP TRANSACTIONS**

**D.1.** Explain, if applicable, the procedure and competent bodies for the approval of related-party and intragroup transactions, indicating the criteria and general internal rules of the entity that regulate the abstention obligations of the affected directors or shareholders and detailing the internal reporting and periodic control procedures established by the company in relation to those related-party transactions whose approval has been delegated by the board of directors.

Pursuant to article 14 bis of the Rules and Regulations of the Organisation and Functioning of the Board of Directors of Enagás S.A.:

1. The Board of Directors shall be responsible for the knowledge and approval, following a report from the Audit and Compliance Committee, of the transactions that the Company or its subsidiaries carry out with Directors, or with shareholders holding 10% or more of the voting rights, or represented on the Board of Directors of the Company, or with any other persons who are considered related parties under the terms set out in the Law ("Related-Party Transactions"), unless their approval corresponds to the General Shareholders' Meeting. The affected Directors or those who represent or are related to the affected shareholders must refrain from participating in deliberating and voting on the resolution in question in accordance with the provisions of the law. The provisions of this section shall be understood to be without prejudice to the limitations on the ownership interest in the Company's share capital set out in the special sectorial regulations applicable to Enagás, S.A.

The transactions carried out by the Company with its subsidiaries or affiliates shall not be considered as Related-Party Transactions, provided that no other party related to the Company has an interest in such subsidiaries or affiliates.

2. The Audit and Compliance Committee shall issue a report prior to the approval of a Related-Party Transaction by the General Shareholders' Meeting or by the Board of Directors. In this report, the Committee must assess whether the transaction is fair and reasonable from the point of view of the Company and, if applicable, of the shareholders other than the related party, and give an account of the assumptions on which the assessment is based and the methods used.

The members of the Audit and Compliance Committee affected by the Related-Party Transaction cannot participate in the preparation of the report.

This report shall not be mandatory in connection with the execution of Related-Party Transactions whose approval has been delegated by the Board of Directors in the cases legally permitted and provided for in these Regulations.

3. In those cases in which, in accordance with the provisions of section 3 of this article, the Board of Directors delegates the approval of Related-Party Transactions, the Board of Directors itself shall establish an internal reporting and periodic control procedure to verify the fairness and transparency of these transactions and, if applicable, compliance with the applicable legal criteria.

4. In relation to Related-Party Transactions whose approval corresponds to the General Shareholders' Meeting, the proposed approval resolution adopted by the Board of Directors shall be submitted to the General Shareholders' Meeting with the indication of whether it has been approved by the Board of Directors with or without the vote against of the majority of the Independent Directors.

5. The Board of Directors shall ensure public disclosure of the performance of Related-Party Transactions entered into by the Company or companies of its Group, the amount of which reaches or exceeds 5% of total assets or 2.5% of the annual amount of the Company's turnover.

To this end, an announcement, with the legally stipulated content, must be published in an easily accessible place on the Company's website and, in turn, it must be communicated to the National Securities Market Commission. The announcement shall be published and notified, at the latest, at the time the Related-Party Transaction is entered into and shall be accompanied by the issued report, if applicable, by the Audit and Compliance Committee.

Likewise, Related-Party Transactions shall be reported in the Annual Corporate Governance Report and in the periodic public information under the terms set forth in the applicable regulations.

6. To determine the amount of a Related-Party Transaction, the transactions entered into with the same counterpart in the last twelve months shall be taken into account in aggregate.

D.2. List individually those transactions that are significant due to their amount or relevant due to their subject matter carried out between the company or its subsidiaries and shareholders holding 10% or more of the voting rights or represented on the board of directors of the company, indicating the competent body for their approval and whether any shareholder or director affected abstained. In the event that the meeting was responsible, indicate whether the proposed resolution has been approved by the board without the vote against of the majority of the independent directors:

	Name or corporate name of the shareholder or of any of its subsidiaries	% Stake	Name or corporate name of the company or subsidiary	Amount (in thousands of euros)	Approving body	Identification of the significant shareholder or director who abstained from voting	The proposal to the board, if any, has been approved by the board without a majority of independent directors voting against it
No data							

	Name or corporate name of the shareholder or of any of its subsidiaries	Nature of the relationship	Type of transaction and other information necessary for its evaluation
No data			

D.3. List individually the significant transactions, due to their amount or relevant due to their subject matter, carried out by the company or its subsidiaries with the directors or senior management of the company, including those transactions carried out with entities that the director or executive controls or jointly controls, and indicating the competent body for their approval and whether any shareholder or director affected abstained. In the event that the meeting was responsible, indicate whether the proposed resolution has been approved by the board without the vote against of the majority of the independent directors:

	Name or corporate name of the directors or officers or of their controlled or jointly controlled entities	Name or corporate name of the company or subsidiary	Relationship	Amount (in thousands of euros)	Approving body	Identification of the significant shareholder or director who abstained from voting	The proposal to the board, if any, has been approved by the board without a majority of independent directors voting against it
No data							

Name or corporate name of the directors or officers or of their controlled or jointly controlled entities	Nature of the transaction and other information necessary for its evaluation
No data	

- D.4. Report on an individual basis on significant intragroup transactions due to their amount or relevant due to their subject matter carried out by the company with its parent company or with other entities belonging to the parent company's group, including the listed company's own subsidiaries, unless no other related party of the listed company has an interest in such subsidiaries or such subsidiaries are wholly owned, directly or indirectly, by the listed company.

In any case, list any intragroup transactions carried out with entities in countries or territories considered to be tax havens:

Corporate name of the group entity	Brief description of the transaction and other information necessary for its evaluation	Amount (in thousands of euros)
No data		

- D.5. List individually any transactions that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with other related parties in accordance with the International Accounting Standards adopted by the EU, which have not been reported under the previous headings.

Corporate name of related party	Brief description of the transaction and other information necessary for its evaluation	Amount (in thousands of euros)
TRANS ADRIATIC PIPELINE AG	Guarantees and sureties extended.	609,205
PLANTA DE REGASIFICACIÓN DE SAGUNTO, S.A. (SAGGAS)	Financial revenue on the loan.	146
ENAGÁS TRANSPORTE DEL NORTE, S.L.	Financial revenue on the loan.	2,119
ENAGÁS TRANSPORTE DEL NORTE, S.L.	Rendering of services.	3,167

Corporate name of related party	Brief description of the transaction and other information necessary for its evaluation	Amount (in thousands of euros)
Gasoducto de Morelos, S.A.P.I de C.V.	Financial revenue on the loan.	689
Gasoducto de Morelos, S.A.P.I de C.V.	Guarantees and sureties extended.	8,791

**D.6.** List the mechanisms established to detect, determine and resolve any possible conflicts of interest between the company and/or its group, and its directors, senior managers, significant shareholders or other related parties.

Article 13 of the Regulations of the Organisation and Functioning of the Board of Directors establishes that Directors shall perform their positions with the loyalty of a reliable representative, acting in good faith and in the best interest of the company. In particular, the duty of loyalty requires that Directors: [...]

c) Refrain from participating in deliberating and voting on resolutions or decisions in which they or a related person have a direct or indirect conflict of interests. Resolutions or decisions that affect them in their capacity as Director, such as their appointment to or removal from posts on the governing body or others of a similar nature, will be excluded from the preceding obligation.

d) Perform their functions according to the principle of personal responsibility with freedom of judgement or judgement and independence relating to instructions from and links with third parties.

e) Adopt the measures required to avoid becoming involved in situations in which their interests, either for their own personal reasons or those of another party, may conflict with the Company's interest or with their duties with the Company.

In particular, the obligation to avoid conflicts of interest referred to in the preceding paragraph requires that Directors refrain from:

a) Conducting transactions with the Company, except for those that are subject to waiver in accordance with the provisions of Article 14 of these Regulations, or approved in accordance with the provisions of the Law and Article 14 bis of these Regulations in relation to Related-Party Transactions.

b) Using the name of the Company or invoking their position as director to improperly influence the conducting of private transactions.

c) Using the corporate assets, including the Company's confidential information, for private purposes.

d) Taking advantage of the Company's business opportunities.

e) Obtaining benefits and remunerations from third parties other than the Company and its Group associated with the performance of their duties, except for acts of mere courtesy.

f) Conducting activities for themselves or for another party that, actually or potentially, entail effective competition with the company or that, in any other manner, place them in permanent conflict with the Company's interests.

The above provisions will also be applicable if the beneficiary of prohibited acts or activities is a person related to the Director.

In any event, Directors must inform the other Directors and the Board of Directors of any direct or indirect situation of conflict that they or persons related to them may have with the company's interests.

Direct and indirect conflicts of interest affecting Directors shall be disclosed in the Annual Report. (Continues in section H) OTHER INFORMATION OF INTEREST.- EXPLANATORY NOTES ON SECTION D6).

**D.7.** Indicate whether the company is controlled by another entity according to the definition set forth in article 42 of the Commercial Code, whether listed or not, and has, directly or through its subsidiaries, business relationships with that entity or any of its subsidiaries (other than those of the listed company) or carries out activities related to those of any of them.

Yes  
 No

## E. RISK CONTROL AND MANAGEMENT SYSTEMS

### E.1. Describe the scope of the Company's Risk Control and Management system for financial and non-financial risks, including fiscal.

The Enagás Group has established a risk control and management model aimed at ensuring the continuity of the business and the achievement of the objectives of the company in a predictable manner and with a medium-low profile for all of its risks.

This model allows you to adapt to the complexity of your business activity in a competitive environment globalised, in a complex economic context, where the materialisation of risks is faster and with a contagious effect evident.

The model is based on the following aspects:

- the consideration of standard risk typologies to which the company is exposed (see details in section E.3);
- the existence of governance bodies with responsibilities for overseeing the company's level of risk (see section E.2);
- the segregation and independence of the functions of risk control and management at the company, in three lines of 'defence';
- the transparency of information supplied to third parties, to guarantee its reliability and accuracy.

The establishment of a risk appetite framework, which defines the risk levels considered acceptable, that is consistent with the stated business targets and the market context within which the company carries out its activities (see details in section E.4);

The risk control and management function is articulated around three lines of defence, with differentiated roles and responsibilities, as follows. These lines are the following:

- First line of defence: made up from the organisational units which assume the risks in the ordinary course of their activities. They are the owners of the risks and are responsible for identifying them.
- Second line of defence: the Sustainability and Risk Department, in charge mainly of ensuring that the risk control and management system works correctly, defining the regulatory framework and approach, and performing periodic monitoring and overall control of the company's risks.
- Third line of defence: constituted by the Internal Audit Department, responsible for supervising the efficiency of the risk controls established.

The integral analysis of all risks permits the appropriate control and management thereof, an understanding of the relationships between them and facilitates their joint assessment. This is accomplished by taking into account, inter alia, the differences of each type of risk in terms of its nature, handling capacity and risk measurement tools.

Enagás has established a regulatory framework for risk through the "Risk Control and Management Policy" and the "General Regulations for Risk Control and Management" setting out the basic principles governing the risk function and identifying the roles of the various decision-making bodies and the constituent parts of the risk management system.

According to the nature of the events and the triggers, monitored risks are classified as: strategic and business risks, operational and technological risks, financial and fiscal risks, credit and counterparty risks, compliance and model risks, reputational risks and criminal liability risks.

### E.2. Identify the governing bodies of the company responsible for preparing and implementing the Risk Control and Management system for financial and non-financial risks, including fiscal.

The main bodies responsible for the Risk Management System and their main functions are:

A. Board of Directors: The Enagás Group Board of Directors is responsible for approving the risk control and management policy. Other responsibilities with respect to risks are delegated in the Audit and Compliance Committee.

B. Audit and Compliance Committee: The mission of this Committee is to assist the Board of Directors in all matters related to the company's risks.

Its functions related to risk control and management are:

1) Overseeing the effectiveness of risk control and management systems in order to adequately mitigate risks within the framework of the Company's internal policy.

2) Assessing the company's risks and examining the analyses of risks that affect the business, the types of which are set out in the internal risk policies. This periodic information is prepared in accordance with internal rules, including the identification, measurement and establishment of management measures for the key risks affecting the company.

3) Reporting to the Board of Directors on any risks uncovered, with an assessment thereof, and any key issues concerning risks.

C. Risk Committee: The Enagás Group's Risk Committee is an executive governing body that assists the Management Committee on all matters related to the company's risks. It coordinates the set of strategic and operational activities to maximise the profitability of the business with certain degrees of uncertainty.

Part of the duties of this committee are:

1) Oversee compliance with risk regulations, proposing the actions it considers necessary in the event of any breach.

2) Establishing the risk principles and overall strategy, promoting the integration of the risk management function at all levels and areas of Enagás' business through a common risk culture aligned with the company's objectives.

3) Approving risk-measurement approaches, ensuring consistent metrics in order to consolidate the overall risk level.

4) Approving the company's overall risk limits and/or thresholds, and, where appropriate, those of the business units and/or corporate departments.

- 5) Supervising that risk remains within levels that the company is willing to accept and that are aligned with its strategy and objectives.
  - 6) Regularly reviewing the level of exposure to risk: i) analyse overall risk exposure and exposure of the various businesses and departments, and verify, by risk typology, that the level of risk exposure is below the level of acceptable risk; ii) review the corrective actions proposed by the business units and/or corporate departments to address potential breaches of the established limits.
  - 7) Reporting to and advising the Management Committee on matters related to the company's risks.
- D. Sustainability and Risk Department: The corporate Sustainability and Risk Department is in charge of the overall management of all regulations related to risk, supervising that risk management is applied correctly, disclosed, monitored and improved continuously so that it is aligned with the business needs at all times. Part of their duties are:
- 1) Ensuring that the risk control and management systems are functioning correctly.
  - 2) Defining the framework of rules and methodologies for the identification, measurement and management of the main risks affecting the company. Participating actively in the preparation of risk strategies and in key decisions about their management.
  - 3) Analysing, from a risk perspective, the main risks and participating in the decisions that affect them.
  - 4) Supervising that the risk control and management actions proposed by the business units are mitigating risks effectively in the frame of the policy and strategy drawn up.
  - 5) Proposing to the Risk Committee the company's risk appetite and tolerance, and the structure of the related limits.
  - 6) Monitoring and controlling all the company's risks, validating the measurements made by the business units and/or departments.
  - 7) Advising the company's departments in risk assessment.
  - 8) Proposing a global and consistent view of the company's risk through an internal information and control system.
  - 9) Disclosing the Group's risks and reporting on the key matters relating to risks to the Senior Management and Governing Bodies.
- E. Business and corporate units: These are the various business and corporate units that assume risk in the ordinary course of their activities. Part of their duties are:
- 1) Identify risks in their activity on a regular and systematic basis through the year.
  - 2) Assess and measure risks following the established identification and assessment methodologies.
  - 3) Define risk-management and risk-mitigation and impact control actions in accordance with the defined strategy and the nature of the risks.
  - 4) Passing down risk limits and thresholds to lower levels.

**E.3.** Indicate the main financial and non-financial risks, including fiscal risks and, to the extent that they are significant, those derived from corruption (the latter being interpreted under the scope of Royal Decree-Law 18/2017), which may affect the achievement of business objectives.

The main risks affecting the Enagás Group in the development of its business can be classified as follows:

- 1) **Strategic and Business Risks:** These are risks which are inherent to the gas sector and are linked to potential losses of value or results derived from external factors, strategic uncertainties, economic cycles, changes to the environment, changes to patterns of demand, competition and market structure or changes to the regulatory framework, as well as those derived from taking the incorrect decisions in relation to business plans and company strategies. The activities carried out by the Enagás Group are mainly affected by risks associated with variations in the regulatory framework, changes in demand, obtaining licences and administrative authorisations, delays and cost overruns in the development of infrastructure projects and commercial risk.
- 2) **Operational and Technological Risks:** During the operation of the infrastructures of the Enagás Group, losses of value or deterioration of results can occur due to the inadequacy, failures of physical equipment and computer systems, errors of human resources or derived from certain external factors. The main operational and technological risks to which the Group is exposed are: industrial risks (conditioned by the nature of the fluid being handled), those related to incidents during the operation of transmission infrastructures, regasification plants and underground storage facilities, which may involve large-scale damage, internal and/or external fraud and cybersecurity.
- 3) **Financial and Fiscal Risks:** The Enagás Group is subject to risks deriving from the volatility of interest and exchange rates, as well as movements in other financial variables that could negatively affect the company's liquidity. Interest rate fluctuations affect the fair value of assets and liabilities that accrue interest at fixed rates, and the future cash flows from assets and liabilities that accrue interest at floating rates. Exchange rate fluctuations may affect positions held with regard to debt denominated in foreign currency, certain payments for services and the purchase of capital goods, income and expenses relating to companies whose functional currency is not the euro and the effect of converting the financial statements of those companies whose currency is not the euro during the consolidation process. This risk arises from the Group's international presence, as well as for intragroup loans in currencies other than the euro, mainly the US dollar. The Enagás Group maintains a liquidity policy that is consistent in terms of contracting credit facilities that are unconditionally available and temporary financial investments in an amount sufficient to cover the projected needs over a given period of time. As regards the execution of large projects, the Group is exposed to uncertainties owing to the effective procurement of finance in conditions similar to those forecast in its business plans. This risk may be associated sometimes to other risks derived from the agreement terms that set out the conditions of service. It is also exposed to potential changes in legal frameworks for taxation and uncertainty arising from the possible different interpretations of prevailing tax laws, which could have a negative impact on results.
- 4) **Credit and Counterparty Risks:** Credit risk relates to the possible losses arising from the non-payment of monetary or quantifiable obligations of a counterparty to which the Enagás Group has granted net credit which is pending settlement or collection. The counterparty risk includes the potential breach of obligations acquired by a counterparty in commercial agreements that are generally established in the long-term.
- 5) **Reputational Risks:** Refers to any action, event or circumstance that could have a harmful effect on the Group's reputation among its stakeholders.

- 6) Compliance and Model Risks: The Company is exposed to compliance risks, which include the cost associated with potential penalties for breaches of laws and legislation, or penalties resulting from the materialisation of operational events, the use of improper business practices or the breach of internal company policies and procedures. Also, the Company may be affected by risks associated with the improper use of assessment models and/or risk measurement, and hypotheses that are outdated or do not have the necessary precisions to be able to correctly evaluate their results.
- 7) Criminal Liability Risks: Organic Law 5/2010 reformed the Criminal Code, introducing the criminal liability of legal persons in Spain. In 2015 and 2019 the Criminal Code was updated by developing and technically improving this regulation. In this context, Enagás could be held criminally liable in Spain for certain offences that may be committed within the company. To prevent this risk from materialising, the Group has approved a Crime Prevention Model, which includes the Criminal Code's requirements, and has implemented the measures needed to prevent corporate crime and to avoid liability for the company. In addition, Enagás has specific Crime Prevention Models for Mexico and Peru, adapted to local regulations governing the criminal liability of legal persons. (Continues in section H) OTHER INFORMATION OF INTEREST.- EXPLANATORY NOTES ON SECTION E3).

**E.4. Identify if the company has a risk tolerance level, including fiscal.**

The Enagás Group Risk Control and Management Model defines the risk appetite framework, which corresponds to the maximum level of risk the company is willing to take on in order to meet its objectives, and which is expressed by means of risk limits. The level of risk tolerance is the result of the deviation in the level of risk the company takes on at a specific moment in relation to the Company's risk appetite.

The Enagás Group has defined a set of limits for the main types of risk that the company may present (strategic risks and business, operational, technological, financial and fiscal and compliance and model risks), with the establishment of the maximum acceptable level of risk, which is updated yearly by the Risk Committee. These limits are specified by a set of indicators that are regularly monitored throughout the year.

**E.5. Identify any financial and non-financial risks, including fiscal, which have occurred during the year.**

The company had a low-medium risk profile over the course of 2021, partly due to the existence of corporate risk control and management systems. This has made it possible to eliminate some of the company's inventory risks, without having a negative impact on the company (the most representative one being the long-term contracting of the capacity of the TLA regasification plant, eliminating the commercial risk for that period).

It should be noted that during the course of the year no significant risk materialised for the company. Although, at international level, with respect to the recovery of the investment in GSP, a delay in the ICSID's decision is expected, the new estimated date of the award is mid-2023. In addition, it has been decided to file an ICSID arbitration in order to repatriate the dividends of the Peruvian company TGP.

**E.6. Explain the response and supervision plans for the main risks of the entity, including fiscal risks, as well as the procedures followed by the company to ensure that the board of directors responds to the new challenges that arise.**

A series of control activities defined by each of the business units and corporate departments are associated with the main risks identified by the company to ensure that it can respond adequately and in a timely manner. The Audit and Compliance Committee and the Risk Committee oversee the implementation of these control activities and monitor the action plans.

The type of controls in place vary considerably depending on the nature of the risk. For instance:

- 1) Regarding strategic and business risks related to international asset management, controls include monthly monitoring of planning for international assets and returns on investments, among others. In particular, regulatory risks, controls and mitigating actions include, inter alia, active participation in regulatory development through the elaboration of proposals, ongoing cooperation with (domestic and European) regulators and public administrations.
- 2) Regarding infrastructure operation (e.g. damage, incidents), risks are mitigated through the design of maintenance and continuous improvement plans, the definition and monitoring of quality indicators, and control systems and alerts, which ensure service continuity and quality. Likewise, there is an insurance schedule in place for transferring these risks to a third party.
- 3) Credit and counterparty risks are mitigated via establishment of guarantee mechanisms, in accordance with specific regulatory requirements, such as continuous monitoring of the main counterparties' credit profiles.
- 4) Financial and tax risks have associated controls and mitigating measures, among others, such as contracting hedging instruments such as derivatives to mitigate interest rate risks, natural hedges consisting of contracting financial instruments in the same currency in which the investment is made to mitigate exchange rate risks, conservative tax strategy and hiring expert advisors to control tax risks.
- 5) To prevent the materialisation of compliance risk, the Group has a Code of Ethics, an ethics channel and an Ethics Committee, among other measures.

- 6) To prevent criminal liability risk from materialising, the Enagás Group approved the Crime Prevention Model and has implemented the measures needed to prevent corporate crime and to avoid liability for the Company.
- 7) To prevent and control reputational risks, among other actions, there are different communication and action measures with stakeholders (media, investors, regulator, etc.).



**F. INTERNAL RISK CONTROL AND MANAGEMENT SYSTEMS IN RELATION TO THE PROCESS OF ISSUING FINANCIAL INFORMATION (ICFR)**

Describe the mechanisms which comprise the internal control over financial reporting (ICFR) risk control and management systems at the company.

**F.1. The entity's control environment.**

Specify at least the following components with a description of their main characteristics:

F.1.1 The bodies and/or functions responsible for: (i) the existence and regular updating of a suitable, effective ICFR; (ii) its implementation; and (iii) its monitoring.

As part of the ICFR responsibilities at Enagás, S.A. and Subsidiaries (hereinafter the "Group"), the following bodies and/or functions develop, maintain and oversee the preparation of the Group financial information:

**Board of Directors**

Pursuant to Article 5 b) of the Rules and Regulations of the Organisation and Functioning of the Board of Directors, the Board is responsible for "the determination of the company's tax strategy and of its risk control and management policy, including tax risks, and the oversight of its internal information and control systems", and is ultimately responsible for guaranteeing an internal control environment conducive to complete, reliable and timely, financial reporting.

Pursuant to Article 26 of the said regulations, the Audit and Compliance Committee has been delegated the duty of overseeing the internal information and control systems.

**Audit and Compliance Committee**

The Audit and Compliance Committee is responsible for "overseeing and assessing the preparation and presentation of financial and non-financial information on the Company and the Group, checking compliance with regulatory requirements, the due definition of the consolidation scope and the correct application of accounting principles and in particular to know, understand and monitor the efficiency of the internal control over financial reporting system (ICFR)." It must also "report to the Board of Directors on recommendations or comments it deems necessary on the application of accounting criteria, internal control systems and any other relevant matter, and in particular, to present recommendations or proposals to the Board of Directors to safeguard the integrity of such financial information", according to article 8, sections 2 i) a) and 2 i) c), of the Regulations of the Audit and Compliance Committee of Enagás, S.A.

Likewise, article 44 of the Consolidated Articles of Association states that the Audit and Compliance Committee is responsible for seeing to the proper operation of the company's, and its Group's, internal control, internal audit function, if applicable, and risk management systems. In addition to discussing any significant weaknesses in the internal control system detected in the course of audit with the auditors without impinging on its independence. To carry out its duty of oversight of the effectiveness of internal control, the Audit and Compliance Committee has the support of an Internal Audit Department, as established in the General Internal Audit Regulations.

**Finance Department**

The Finance Department is responsible for designing, implementing and ensuring there is a suitable and efficient ICFR system. The Internal Control over Financial Reporting Unit assists it in these duties. This function is key to managing ICFR and has the following tasks:

- Guaranteeing the integrity and internal coherence of the ICFR.
- Monitoring of the updating and documentation of the sub-cycles/processes that have an impact on the financial information (this is performed by the owners of each sub-cycle/process), closing the quarterly ICFR report in systems and publishing it on the corporate Intranet.
- Overseeing the updating and maintenance of the ICFR management tools.
- Managing the self-assessment of the ICFR system and monitoring the results.
- Coordinating the assessment of financial reporting risks and their periodic review by updating the ICFR Risk Matrix.
- Carrying out an annual evaluation of the requirements to update the document attributing the accounts to ICFR areas, in order to maintain the required standard of financial information.
- Drawing up and updating the Enagás Group Internal Control over Financial Reporting System Manual ("Enagás Group ICFR Manual").
- Updating and disseminating applicable ICFR system regulations, both internal and external.
- Identifying the training needs and organisational/execution needs for courses relating to ICFR or other related issues (these are channelled via the Training School programme included in the Training Plan and Training Procedure).
- Annual update of the "ICFR Scope Definition Model", defining the materiality threshold according to the Enagás Group's main figures.
- Collaborating with the Internal Audit Department, ensuring independence at all times.
- Collaborating in classifying any deficiencies detected during reviews of the ICFR system (material weaknesses, significant deficiencies, insignificant deficiencies).
- Collaborating in implementing corrective measures detected in the reviews of the ICFR

#### Internal Audit Department

The Internal Audit Department reports to the Audit and Compliance Committee as per the General Internal Audit Regulation. It is responsible for “assessing and improving the efficiency of risk management processes, internal control and corporate governance”.

Its main ICFR duties, which are coordinated by, overseen and supervised by the Audit and Compliance Committee, include:

- Performing tests and assessments of the design, implementation and operational effectiveness of the ICFR system.
- Conducting a series of limited checks on the documentation of cycles and sub-cycles to achieve a preliminary understanding of whether the documentation prepared by Enagás is up to date and to detect which potential control activities should be designed.
- Conducting a series of limited checks to gain a preliminary understanding of the degree of compliance and formalisation of the (manual and automated) controls established by Enagás.
- Collaborating with the Audit and Compliance Committee in fulfilling its duties, particularly with regard to the supervision of the internal control system and the risk control and management process, to relations with the external auditor and to supervision of the financial information preparation process.
- Participating in the review of the Internal Control over Financial Reporting (ICFR) system established by the company for its subsequent certification. Departments and Business Units involved in preparing financial information Owners of the sub-cycles/processes involved in the preparation of financial information and whose main duties are:
  - Assist in the identification, design, documentation and implementation of the ICFR sub-cycles/processes within its remit, making sure that the established targets are achieved. Once the subcycle/process is defined, communicate changes in its procedure that have an impact on financial information.
  - Establish, monitor and evaluate the continuous operation of the control activities of the sub-cycles/processes under its remit, primarily with regard to the assigning of responsibilities, separation of functions (including the management of access to information and other critical resources) and the correct operation of support systems.
  - Keep the ICFR team informed of updates to standards, procedures, instructions, manuals or any other type of document for which they are responsible (either because it is published for the first time or because a new version has been created) as long as they have an impact on the financial information, working alongside the Organisation and Sustainability Department.
  - Ensuring that all documentation concerning the process is kept up to date (who, what, how, rules, proof, etc.) as well as that concerning the ICFR system control and risk objectives.
  - Reporting, formally and periodically on the outcome of the self-assessments carried out.
  - Assist with the ICFR Audit Plan carried out by Internal Audit to test the continuous operation and effectiveness of the controls established (walkthrough and review of control activities). Implement and see to it that ICFR corrective actions are deployed.

The allocation of ICFR responsibilities is reflected in the positions within the Group's organisational structure, and included in the job analysis and description sheets containing the description of the assigned tasks. Any changes in the allocation of responsibilities are made to the organisational structure and these sheets, as set forth in the company's “Organisational Development and Processes” procedure.

f.12 The existence or otherwise of the following components, especially in connection with the financial reporting process:

- Departments and/or mechanisms in charge of: (i) the design and review of the organisational structure; (ii) defining clear lines of responsibility and authority, with an appropriate distribution of tasks and functions; and (iii) deploying procedures so this structure is communicated effectively throughout the company:

The design and review of the organisational structure, as well as the definition of the lines of responsibility, falls to the Board of Directors, through the Sustainability, Appointments and Remuneration Committee. As stipulated in the Regulations of the Sustainability, Appointments and Remuneration Committee of Enagás S.A., article 8 2 (ii) f): “to submit proposals regarding the organisational structure of the Company and the creation of Senior Management positions that it considers necessary for a better and more efficient management of the Company to the Board of Directors, as well as guidelines regarding the appointment, selection, career, promotion and dismissal of Senior Managers, in order to ensure that the Company has, at all times, highly qualified personnel suitable for the management of its activities.”

Likewise, the Corporate Resources and People Department is responsible for designing, implementing and updating the organisational structure within the Group. The internal mechanisms used by this department, to clearly define the lines of responsibility, are enumerated in:

- “Job Analysis and Description Sheets”
- The “Human Resources Development Procedure”
- The “Organisational Development and Processes Procedure”

which, among other matters, establishes and develops the overall management model for processes and job descriptions, in accordance with the company's strategy and business and operating needs, the organisational structure of the Departments/Units.

The particular features of the ICFR lines of responsibility and authority are regulated by the “Enagás Group ICFR Manual” as well as various rules and regulations concerning the key governing bodies and Senior Management. The specific ICFR-related responsibilities are also considered in the design of the model,

and are aligned with those defined in the "Job Analysis and Description Sheets". Versions of the ICFR model are generated periodically to reflect the changes over time in job responsibility.

Also worth noting is the "Powers of Attorney and Electronic Signature Certificates Management" procedure, which sets out the actions to ensure that responsibilities are given appropriately.

The organisational structure is available to all employees on the Intranet in the form of an organisational chart and is regularly updated. In addition, the specific rules and procedures detailing the related responsibilities are published on the Intranet, as stipulated in the "General Regulations for Rules and Process Management".

- Code of conduct, approving body, dissemination and instruction, principles and values covered (stating whether it makes specific reference to record keeping and financial reporting), body in charge of investigating breaches and proposing corrective or disciplinary actions:

The following documents are available to all employees as part of the Group's Sustainability and Good Governance Policy and other corporate policies:

Enagás Internal Code of Conduct in matters relating to Securities Markets.

As stipulated in article 5 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors of Enagás, S.A., the company has an Internal Code of Conduct in matters relating to Securities Markets which was drawn up and approved by the Board. These regulations aim to protect the interests of investors in the company's securities and its Group and to prevent and avoid any situation of abuse by establishing the rules for:

- The management and control of Privileged Information and the handling of such information;
- The trading of Affected Securities of Enagás or companies in its business Group;
- The performance of treasury share transactions;
- The obligations of publication and dissemination of privileged information to the market;
- Generally, compliance with securities market regulations.

Persons subject to the obligations established in the Internal Code of Conduct will receive a copy of the regulations and must sign a statement acknowledging receipt and declaring that they are aware of their obligations.

The Audit and Compliance Committee is responsible for ensuring compliance with the regulations and for making suggestions, as necessary, to improve them (article 8 of the Regulations of the Audit and Compliance Committee of Enagás, S.A.). The Head of Compliance, in coordination with the General Secretariat, will ensure precise and true compliance with the obligations contained therein, with the requirement to regularly report to the Audit and Compliance Committee on the degree of compliance and any incidents detected in relation to its application for evaluation by the Committee, as stipulated by article 19.2 of the regulations.

Enagás Group Code of Ethics

The "Enagás Group Code of Ethics" approved in 2008 and reviewed in 2012 and 2014, this review being approved by the Board of Directors at its meeting on December 16, 2019. It is available on the external website and Intranet, and aims to formalise "[...] the Enagás' ethics and compliance model and is developed through policies, standards, processes and controls [...]". "The Code of Ethics reflects Enagás' ethical culture and sets out the guidelines that determine the behaviour of its employees, managers and directors and of third parties that have connections with the group.

"[...] The Code will be reviewed as often as necessary to ensure that its content is aligned with applicable law and best practices, and to guarantee the effectiveness of the ethics and compliance model.

All Enagás professionals must understand and comply with the Code of Ethics and the rules that develop it. When so required by Enagás, they must accept knowledge of the Code and confirm compliance with it [...]."

Its values address issues related to financial reporting:

- Transparency and reliability of information: "With regard to the recording, elaboration and review of financial and non-financial information, we ensure its reliability and rigour, and apply the accounting policies, control systems and supervisory mechanisms defined by Enagás".
- Fight against fraud, corruption and bribery "[...] We must not offer or accept, either directly or indirectly, gifts or hospitality from third parties, including public representatives, which go beyond the purely symbolic or which could be interpreted as an attempt to influence our will or to obtain undue advantage [...]". In this regard, in 2013 the "Procedures for Managing the Offering and Acceptance of Gifts" was approved and it was reviewed in 2020; in 2015 the "Anti-Fraud, Corruption and Bribery Policy" was approved and it was reviewed in 2019.
- Information confidentiality: "[...] The information that we handle in our professional activity, except when its disclosure is expressly authorised, must be considered confidential and treated as such. We are all responsible for protecting the confidentiality of information, whether it relates to Enagás or to third parties, such as customers, suppliers or business partners, potential job applicants or any third party with whom we have a relationship in the course of our business. [...]"

The Code states that "[...] the Board of Directors is the body with ultimate responsibility for ensuring Enagás' ethical culture and the effectiveness of the ethics and compliance model. The Ethical Compliance Committee, which reports to the Audit and Compliance Committee, assumes the competences related to the ethics and compliance model. For its part, the Audit and Compliance Committee is responsible for supervising the implementation of the ethics and compliance model and for ensuring that the Ethical Compliance Committee has sufficient resources, autonomy and independence [...]."

In addition, there is also a Compliance Policy to oversee the commitment to: "[...] uphold conduct that complies with both regulations and ethical standards. [...]" and "[...] promote a culture of integrity and respect for the law and ethical standards that takes into consideration not only the interests of Enagás but also the needs and expectations of its stakeholders [...]". This policy is reinforced by the General Compliance Standard.

#### Code of Conduct for the Technical Manager of the Spanish Gas System

The Code of Conduct for the Technical Manager of the Spanish Gas System approved by the Board of Directors at its meeting on December 15, 2014, and reviewed at its meeting on March 22, 2021, available on the external website and Intranet, aims to "[...] ensure that the functions of the Technical Management of the Spanish Gas System are carried out independently from the rest of the Enagás Group's activities, in compliance with the criteria legally established in Law 34/1998, of October 7, on the Hydrocarbons Sector [...]"

As set out in the Code: "It is the obligation of Enagás GTS to keep the list of the individuals subject to this Code of Conduct updated at all times and to send each of these a copy of the Code, requiring them to furnish a letter in which they confirm they have received the Code and declare that they know and accept compliance with the obligations they are subject to".

It also provides that: "[...] The Ethical Compliance Committee is entrusted with ensuring compliance with this Code of Conduct and the effectiveness hereof. It will therefore report periodically to the Audit and Compliance Committee of the Board of Directors of Enagás, S.A. on the results of its assessment and on any deficiencies detected. However, the Managing Director of the Technical Manager of the System will address any queries that may be raised by the employees of Enagás GTS and any other signatory in relation to the Code of Conduct [...]"

The Ethical Compliance Committee, pursuant to Article 63.4 d) of the Hydrocarbons Sector Law, shall prepare a report containing the following information:

- The measures adopted to guarantee the segregation of activities.
- The conflicts of interest reported and the measures adopted to resolve them [...]"

#### Internal Audit Code of Ethics

The Internal Audit Code of Ethics, available on the corporate Intranet, approved in 2017 and updated in 2021, establishing the ethical culture in the function of Internal Audit as an independent activity. It includes:

1. Principles relevant for the profession and practice of the internal audit:

- Integrity
- Objectivity and independence
- Confidentiality
- Competition

2. The Rules of Conduct which describe the behaviour expected from all internal auditors. These rules serve to assist with the interpretation of the Principles in their practical application. Their aim is to guide the ethical conduct of internal auditors. Once a year all internal auditors must sign a declaration stating that they are cognisant of, understand and uphold these rules. In turn, professionals who work with the Internal Audit Department must also sign this declaration, when they start to provide their services.

- Whistleblowing channel, for reporting any irregularities of a financial or accounting nature to the audit committee, as well as breaches of the code of conduct and malpractice within the organisation, stating, if applicable, whether reports made through this channel are confidential and whether it is possible to make anonymous reports, respecting the rights of the whistleblower and the accused.

The company has a whistleblowing channel, the "Ethics Channel", for consultation and reporting of irregularities or breaches of the Enagás Group Code of Ethics and the Code of Conduct of the Technical Manager of the Spanish Gas System.

The processing of such queries and notifications is the responsibility of the Ethical Compliance Committee, which functionally reports and is accountable for its performance to the Audit and Compliance Committee. This Committee shall respond to all reports and periodically prepare a report to be submitted to the Audit and Compliance Committee. However, according to the "Procedure for the management of consultations and reporting regarding irregularities or breaches of the Code of Ethics", if the consultation or notification is of a financial or accounting nature or concerns internal control or fraud, it shall be forwarded directly to the Audit and Compliance Committee.

- Training and refresher courses for personnel involved in preparing and reviewing financial information or evaluating ICFR, which address, at least, accounting rules, auditing, internal control and risk management:

The Talent Management Department, which reports to the Human & Corporate Resources Department, has a "Training School" which manages and plans all the training programmes and other instruction initiatives for all employees included in the Training Plan and in the Training Procedure.

In coordination with the Finance Department and the Internal Audit Department, the Talent Management Department identifies and analyses the specific training needs of all personnel involved in preparing and reviewing financial reporting, including issues concerning accounting, internal control and risk management.

In 2021, the Finance Department and the Internal Audit Department took part in various training programmes, including: Tax Accounting: Corporate Income Tax and VAT, Reform of the Spanish National Chart of Accounts, Internal Quality Assessments of the Internal Audit Department, Digital Transformation, Internal audit, among others.

In addition, since 2019 the Enagás Group, together with other relevant companies, participates in a collaborative space on the ICFR to share experiences, knowledge and best practices in this area.

**F.2 Risk assessment in financial reporting.**

Report at least:

F.2.1 The main characteristics of the risk identification process, including risks of error or fraud, stating whether:

- The process exists and is documented:

Identifying risk is one of the core fundamentals in risk analysis with regards to the preparation of financial information. The process follows the COSO 2013 (Committee of Sponsoring Organisations of the Treadway Commission) framework. One of the objects is to help ensure that transactions are recorded faithfully in accordance with the related accounting framework so it can provide reasonable assurance regarding the prevention or detection of errors that could have a material impact on the information contained in the consolidated annual accounts.

The "Enagás Risk Control and Management Policy" provides a reference in the area of risk identification, as it states the company's policies on how to deal effectively with uncertainty, risks and the associated opportunities, thereby improving its capacity to generate value in order to achieve the aims of the Group, such as reliable financial reporting.

The principles and criteria included in the policy were issued by the Enagás Risk Committee. This Committee is charged with defining, approving and updating the basic criteria and principles guiding actions in relation to risk, as set out in "Functioning of the Enagás Risk Committee" procedure.

The principles set out in the "Enagás Risk Control and Management Policy" are articulated in the "General Regulations for Risk Control and Management", providing an organisational and methodological framework that ensures the risk control and management process is implemented appropriately and effectively.

Specific risks related to the company's Internal Control over Financial Reporting System are classified in this framework under the Group's operational risk category. The identification and measurement of these risks are performed as set out in the Internal Control over Financial Reporting System Manual.

- The process covers all financial reporting objectives, (existence and occurrence; completeness; valuation; presentation, disclosure and comparability; and rights and obligations), is updated and with what frequency:

Pursuant to the "Enagás Group ICFR Manual", the risk identification process covers all financial reporting objectives to ensure the accuracy and completeness of the same. The manual describes the risks related to the financial reporting process as follows:

- **Completeness:** the risk that not all transactions, and other circumstances and events are recorded.
- **Rights and obligations:** the risk that not all financial information at any given date does reflect the rights and obligations through the corresponding assets and liabilities in accordance with applicable standards.
- **Existence and occurrence:** the risk that not all transactions, circumstances and events exist or not all are recorded at the appropriate time.
- **Valuation:** the risk that not all transactions, circumstances and events are recorded and valued in conformity with applicable standards.
- **Presentation, disclosure and comparability:** the risk that not all transactions, circumstances and events are classified, presented and disclosed in the financial information in accordance with applicable standards.
- **Internal fraud risk:** includes the risk of manipulation of files, software and information, and the risk of unauthorised activities (involving employees) leading to intentional financial statement misstatements and misappropriation of funds and assets due to inappropriate use of corporate assets.

Periodically, the ICFR Unit fully evaluates all control processes and corresponding specific risks mitigation measures in place, and at the same time, assesses whether new risks need to be added.

- A specific process is in place to define the consolidation scope, with reference to the possible existence of complex corporate structures, special purpose vehicles or holding companies.

The Finance Department operates a management and updating process to identify those companies which should be included in the consolidation scope. This process is detailed in the "Period-End Procedures for Consolidated Financial Statements and Annual Accounts".

In compliance with article 8 of the Regulations of the Audit and Compliance Committee, and with regards to the Financial Statements, the Committee's duties and competencies include "overseeing and assessing the preparation and presentation of financial and non-financial information on the Company and the Group, checking compliance with regulatory requirements, the due definition of the consolidation scope and the correct application of accounting principles and, in particular, to know, understand and monitor the efficiency of the internal control over financial reporting system (ICFR)."

In determining the companies covered by the ICFR scope, the Group considers those in which it has direct or indirect control, and so for all other consolidated companies, the Group includes controls to ensure consistency, validity and reliability of the financial information provided for inclusion in the consolidated financial statements.

Whether the process addresses other types of risk (operational, technological, financial, legal, reputational, environmental, etc.) insofar as they may affect the financial statements:

The process of identifying risks associated with achieving the financial reporting objectives takes into account the possible effects derived from the materialisation of other types of risks contained in the risk control and management model described in section e) of this document. These effects would arise, as the case may be, through strategic and business risks, operational and technological risks, credit and counterparty risks, financial and fiscal risks, criminal liability risks, reputational risks and compliance and model risks.

Which of the entity's governing body oversees the process:

The Audit and Compliance Committee is responsible for "[...] Overseeing and evaluating the effectiveness of the control and management systems for financial and non-financial risks relating to the Company and its Group, including operational, technological, legal, social, environmental, political and reputational risks or corruption and anti-bribery risks, so that any such risks are adequately mitigated within the framework of the Company's internal policy [...]". Also, and according to Article 8.2, section (v) a) of the Regulations of the Audit and Compliance Committee of Enagás S.A., it is responsible for submitting "[...] recommendations or proposals to the Board of Directors to improve these systems along with the corresponding deadline to dealing with them [...]".

### F.3. Control activities.

Indicate the existence of at least the following components, and specify their main characteristics:

F.3.1 Procedures for reviewing and authorising the financial information and description of ICFR to be disclosed to the securities markets, stating who is responsible in each case and documentation and flow charts of activities and controls (including those addressing the risk of fraud) for each type of transaction that may materially affect the financial statements, including procedures for the closing of accounts and for the separate review of critical judgements, estimates, evaluations and projections.

Procedures for reviewing and authorising financial information to be disclosed to the markets

The Group has the following documents to ensure the reliability of the financial information to be disclosed to the securities markets:

- The "Manual of Accounting Policies (PGC)" and the "Manual of Accounting Policies (IFRS)", which establish and provide clear information on the accounting policies required for performing accounting estimates and preparing the Company's Individual and Consolidated Financial Statements and Annual Accounts, to ensure that these provide a true and fair view of its equity, financial position, results of operations, changes in net equity and changes in cash flows.
- "Period-end procedures for the Individual Financial Statements and Annual Accounts" and "Period-end procedures for the Consolidated Financial Statements and Annual Accounts" approved by the Financial General Manager establishing the process of preparing, processing, reviewing and authorising the financial information at the closing of accounts by the persons in charge. These also establish the controls of judgements, estimates and evaluations which may materially affect the financial statements.
- "Procedure on the provision of Regular Reports to Securities Market Regulators" which establishes the process to be followed when preparing periodic financial information to be disclosed to the regulated markets regarding interim financial reports, interim management reports and, if applicable, quarterly financial reports, and defines the persons responsible of approval of said financial information.

With regard to the preparation and subsequent disclosure of financial reporting, the Investor Relations Department, the Finance Department, the General Secretariat, the Board of Directors and the Chairman of the Board all play a key role at the various levels within the Organisation in the validation and approval of all financial information.

Description of ICFR: Control and Activities

The Group's ICFR control structure is based on the five components of the COSO Model included in the Internal Control-Integrated Framework report (2013):

1. Control environment
2. Risk assessment
3. Control activities
4. Information and communication
5. Monitoring of the system

Likewise, the recommendations of the report on "Internal Control over Financial Reporting at Listed Companies" prepared by the CNMV's Internal Control Working Group (ICWG) (2010) are taken into consideration.

In this regard, the ICFR model states a number of key control objectives which, if fully implemented, allow reliability and transparency in preparing financial reporting. The implementation of these objectives is intrinsically tied to the effectiveness of "Control activities" at each stage of their execution.

In this context, the control structure defined is based on two classes of control:

- General controls
- Process controls

General Controls

The General Controls form the basis of the ICFR model. These are interlinked controls that directly affect the organisational structure and procedures. These are known as the "control environment" in the CNMV and COSO recommendations.

At the end of 2021, there were 46 ICFR general controls in operation. Senior Management is responsible for overseeing these controls, which are split between the following departments:

- Secretary to the Board of Directors
- General Secretariat
- Gas System Technical Management Department
- Finance Department
- Human & Corporate Resources Department
- Investor Relations Department
- Communication and Public Affairs Office

These controls are assessed once a year to incorporate any updates and to identify new control components.

Process Controls

Process Controls (control activities) are controls over an organisation's operating processes that are more specific than general controls. These are part of each of the main cycles and sub-cycles comprising the ICFR procedures, guaranteeing the reliability and transparency of Enagás financial reporting. These are factors which mitigate the risks inherent in the financial reporting procedure mentioned above to ensure the established control objectives are met.

These control activities are used throughout all the ICFR model and the eight Areas which affect financial reporting:

- Acquisitions
- Fixed assets
- Inventories Revenue
- Payroll and personnel
- Financial management
- Support services
- Financial reporting

These Areas in turn affect a further 28 cycles and 61 subcycles and are formally documented in a corporate IT tool.

These process controls can be classified with the following different characteristic attributes:

- According to their nature:

- Preventive: Preventing errors or any irregularities which may affect the information, i.e. preventing the impact of financial risks.



- Detective: Identifying errors or irregularities which may affect the financial information, i.e. identifying errors when they arise.
- Corrective: Correcting errors or irregularities which may affect the financial information, i.e. rectifying errors when they arise.
- According to level of automation:
  - Manual: control mechanisms directly executed by people.
  - Semi-automated: control mechanisms executed by people and validated by "IT support" or vice-versa.
  - Automated: control mechanisms with "IT support".

The quarterly self-assessment process carried out by the ICFR unit allows to confirm the validity of the description of these controls by the people responsible, identifying any updates (new process controls, elimination, automation, etc.).

At year-end 2021, there were 215 ICFR process controls, approximately 27% of which were automated.

#### Operating activities

In addition to the controls we have mentioned above, when designing the ICFR subcycles a series of operating activities are defined to establish a flow chart showing how these impact financial reporting. Likewise, these activities are included in a corporate IT tool which establishes the models for the ICFR subcycles.

At year-end 2021, there were 721 operating activities, approximately 17% of which were automated.

### F.32 Internal control policies and procedures for Information Technology (IT) systems (including secure access, control of changes, system operation, continuity and segregation of duties) giving support to key company processes regarding the preparation and publication of financial information.

IT systems play an important role and are configured to support the preparation, processing and extraction of the financial information to be disclosed. This is why they are included in the ICFR actions and configuration.

All actions concerning information systems are regulated in the Cybersecurity Policy which defines the principles to effectively manage information security in the IT systems, as well as the assets involved in the processes.

Based on the principles of this policy, Enagás has designed the "General Rules for Management of IT Systems" establishing the responsibilities and the relationship between the requesting units and the Information Systems Department.

We also have General Computer Controls ("GCCs"). These provide a control framework designed to offer a reasonable level of security in IT systems used for financial reports, guaranteeing, to the greatest degree possible, that the information is confidential, available and complete. At year-end there were 46 General Computer Controls included in the "IT INFORMATION TECHNOLOGY" area, broken down into the following cycles:

- Logical and physical security cycle.
- Application development and maintenance cycle.
- Operating and support of networks, databases and operating systems cycle.
- Management and planning of information systems cycle.
- Fraud prevention and detection cycle.

Here we would note that within the operation and support of networks, databases and operating systems cycle is the GCC relating to the Business Continuity and Disaster Recovery Plan.

The objectives established within the framework of General Computer Controls help achieve control objectives related to the processing of computer generated information, through the defining, development, implementation and reviewing of control activities such as user and authorisation management, administrator management, access control, incident management, change management, business continuity, information storage and recovery, operations monitoring, etc.

Integral to the objectives of control of IT systems is the need to establish an appropriate segregation of duties, which is a prerequisite for an ICFR system to function efficiently and effectively. It is therefore of vital importance that there is a clear distinction between who has to execute actions related to the treatment of financial information, and who has to review and/or approve them. For this reason, correctly allocating profiles, both in IT systems and in terms of positions and functions, is critical to the success of the process.



- F.3.3 Internal control policies and procedures for overseeing the management of outsourced activities, and of the appraisal, calculation or valuation services commissioned from independent experts, when these may materially affect the financial statements.

Enagás is particularly vigilant about any activities carried out by third parties which may significantly impact the financial statements to ensure maximum control over key procedures that may be outsourced, and that the activities are carried out to a standard that the Group demands.

The internal rules regulating this can be found in the Identification and Treatment for Service Organisations Procedure.

The Group also has the following regulations and internal procedures regulating the contracting process and ensuring quality control of third parties:

- The "General Regulations for Management of Awarding and Contracting"
- The "Purchase Management Procedure"
- The "Supplier Approval Procedure"
- The "Procedure for Ensuring Supplier Reliability"

When the Group engages the services of independent experts for appraisal, calculation or valuation services, we request that they certify they are reputable firms in their field and are independent. This helps ensure that the Group's management is able to supervise and take the ultimate decisions on the estimate processes which may impact accounting records.

#### F.4. Information and communication.

Indicate the existence of at least the following components, and specify their main characteristics:

- F.4.1 A specific function in charge of defining and maintaining accounting policies (accounting policies area or department) and settling doubts or disputes over their interpretation, which is in regular communication with the team in charge of operations, and a manual of accounting policies regularly updated and communicated to all the company's operating units.

The Accounting Policies Department is responsible for keeping all accounting policies regularly updated and communicating these to all personnel involved in the financial reporting process.

It has therefore drawn up the "Accounting Policies Manual (PGC)" and the "Accounting Policies Manual (IFRS)", internal documents which outline all procedures and the accounting policies required for performing accounting estimates and preparing the Company's Individual and Consolidated Financial Statements and Annual Accounts, to ensure that these provide a true and fair view of its equity, financial position, results of operations, changes in net equity and changes in cash flows. Those employees involved in the process are informed of any updates to the policies via the Intranet.

- F.4.2 Mechanisms in standard format for the capture and preparation of financial information, which are applied and used in all units within the Entity or Group, and support its main financial statements and accompanying notes as well as disclosures concerning ICFR.

The preparation, review and approval of all financial information in standard format is regulated by the "Period-end procedures for the Individual Financial Statements and Annual Accounts" and the "Period-end procedures for the Consolidated Financial Statements and Annual Accounts", as well as the "Accounting Policies Manual (PGC)" and the "Accounting Policies Manual (IFRS)", which serve as guides to carrying out these tasks.

Furthermore there is a specific mechanism for the process of preparing the Annual Accounts, where the Audit and Compliance Committee, as a Board Committee, takes on a special relevance, overseeing this process (e.g. monitoring the supervision work of the Internal Audit unit, being cognisant of the internal control over financial reporting system (ICFR) as well monitoring the work performed by the external auditor) before the annual accounts are certified by the Board of Directors. The functions of the Audit and Compliance Committee in this regard are detailed in article 8 of the "Regulations of the Audit and Compliance Committee of Enagás, S.A."

The Group has an IT tool to record and treat all financial information which satisfies the needs of both individual and consolidated reporting.

Additionally, since 2020, the European Single Electronic Format (ESMA) has been applied for the preparation of the individual and consolidated Annual Accounts in accordance with Directive 2013/50/EU of October 22, 2013 (Transparency Directive).

**F.5. Monitoring of the system.**

Indicate the existence of at least the following components, describing their main characteristics:

F.5.1 The ICFR monitoring activities undertaken by the audit committee and an internal audit function whose competencies include supporting the audit committee in its role of monitoring the internal control system, including ICFR. Describe the scope of the ICFR assessment conducted in the year and the procedure for the person in charge to communicate its findings. State also whether the company has an action plan specifying corrective measures for any flaws detected, and whether it has taken stock of their potential impact on its financial information.

In this context, one of Enagás' top priorities is to take a proactive, and thereby preventative role during a phase of constantly overseeing the model, to ensure that the model is updated and aligned with both the business and the best regulatory practices.

Constant analysis of and follow up of ICFR, detecting possible flaws and making sure the corresponding improvements and adjustments are achieved by taking the following measures:

- A regular evaluation of the design and effectiveness of current anti-fraud programmes and controls. Its scope and frequency depends on the importance of the associated risk and the demonstrated effectiveness of the controls in place.
- The participation of the Internal Audit Department, through the supervision functions attributed by the ICFR model through the "General Internal Audit Regulations", the "Enagás Group ICFR Manual" and the "Regulations of the Audit and Compliance Committee of Enagás, S.A.".
- Effective supervision by the Audit and Compliance Committee, relative to overall control of the ICFR model, delegated by the Board of Directors, and instrumented by Internal Audit.
- Reporting on weaknesses found, taking corrective measures to solve them, establishing mechanisms to track them and assigning the necessary resources to achieve them, according to the instructions in the "Enagás Group ICFR Manual".
- The Internal Audit Department will support the ICFR area in the implementation of the improvements detected in each Annual Certification, incorporating certain auditing work to promote and ensure the implementation of such improvements before the end of the following financial year.
- Finally, once finalised, and subsequent to the implementation of the proposed measures, a design and final validation process will be undertaken, which will eventually be incorporated into the ICFR model.

Key throughout this oversight process is the function of Internal Audit which, as set out in the "General Internal Audit Regulations", is responsible for:

- Collaborating with the Audit and Compliance Committee in fulfilling its duties, particularly with regard to the supervision of the effectiveness of the internal control system and the risk control and management process, to relations with the accounts auditor and to supervision of the financial and non-financial information preparation and publication process.
- Regarding relations with the external auditor, there is an Accounts Auditor Contracting and Relationship Procedure, which will be monitored for the maintenance of an objective, professional and continuous relationship with the auditor of the Company, respecting at all times its independence.
- Participating in the review of the Internal Control over Financial Reporting (ICFR) system established by the company for its subsequent certification.

In order to ensure that these objectives are met, there is an "Internal Audit Annual Plan", which is overseen and approved by the Audit and Compliance Committee, and includes a review of the ICFR system.

In this regard, the Group's management conducted an internal assessment of the ICFR system and concluded that the system in place for Enagás, S.A. and Subsidiaries at December 31, 2021 is effective and contains no significant deficiencies.

F.5.2 If a discussion procedure is in place, whereby the auditor (pursuant to TAS), the internal audit function and other experts can report any significant internal control weaknesses encountered during their review of the annual accounts or other assignments, to the company's senior management and its audit committee or board of directors. State also whether the entity has an action plan to correct or mitigate the weaknesses found.

Article 8 of the Regulations of the Audit and Compliance Committee of Enagás, S.A. details the objectives and functions of the Committee, including "[...] liaise with the external auditor to obtain information on any issues that could compromise the latter's independence. Specifically, the discrepancies that may arise between the auditor of accounts and the Company's management, for review by the Committee, and any other discrepancies relating to the audit process, as well as the possible safeguard measures to be adopted, discussing the significant weaknesses detected in internal control with the auditor of accounts, and never jeopardising the independence of the audit, concluding on the level of confidence and reliability of the system [...]".

The Committee is also in charge of supervising compliance with the "Internal Code of Conduct in matters relating to Enagás' Securities Markets". The reports on the activities of the Audit and Compliance Committee contain important information about communication procedures and the conclusions reached at the end of each year.

**F.6. Other relevant information.**

There is no other relevant information regarding ICFR at the Group to add to that which we have provided above.

**F.7. External auditor report.**

State whether:

F.7.1 The ICFR information supplied to the market has been reviewed by the external auditor, in which case the corresponding report should be attached. Otherwise, explain the reasons for the absence of this review.

The Group has voluntarily subjected its ICFR to review since 2008. All reviews have been carried out by the accounts auditor of Enagás, S.A. and Subsidiaries.

The report for 2021 is attached.

**G. DEGREE OF IMPLEMENTATION OF CORPORATE GOVERNANCE RECOMMENDATIONS**

Indicate the degree of the company's compliance with the recommendations of the good governance code of listed companies.

In the case where a recommendation is not implemented or only partially implemented, a detailed explanation of the reasons for this is to be included so that shareholders, investors and the market in general have sufficient information in order to evaluate the company's course of action. General explanations are not acceptable.

1. The Articles of Association of publicly listed companies should not place an upper limit on the votes that can be cast by a single shareholder, or impose other obstacles to the takeover of the company by means of share purchases on the market.

Compliant [ ] Explain [ X ]

Additional Provision 31 of Law 34/1998, of October 7, on the Hydrocarbons Sector, in force since the enactment of Act 12/2011, of May 27, governing civil liability for nuclear damage or damage caused by radioactive materials, specifies in section 2 that:

"No natural or legal person may hold, directly or indirectly, an interest in the parent company (ENAGÁS, S.A.) representing more than 5% of share capital or exercise more than 3% of its voting rights. Under no circumstances may such shareholdings be syndicated. Any party operating within the gas sector, including natural or legal persons that directly or indirectly own equity holdings in the former of more than 5%, may not exercise voting rights over 1%. These restrictions do not apply to direct or indirect interests held by public sector enterprises. Under no circumstances may share capital be syndicated.

Likewise, the combined total of direct or indirect holdings owned by parties that operate within the natural gas sector may not exceed 40%.

For the purposes of calculating the stake in that shareholding structure, in addition to the shares or other securities held or acquired by entities belonging to its same group, as defined by article 4 of Act 24/1988, dated July 28, on the Securities Market, stakes shall be attributed to one and the same natural or legal person when they are owned by:

a) Those parties who act in their own name but on behalf of that natural or legal person in a concerted fashion or forming a decision-making unit with them. Unless proven otherwise, the members of a governing body shall be presumed to act on account of or in concert with that legal person.

b) Partners with those with which one of them exercises control over a dominant company in accordance with article 4 of Securities Market Act 24/1988, of July 28.

In any event, regard shall be had to the proprietary ownership of the shares and other securities and the voting rights attached to each.

Non-compliance with the limit on interests in the share capital referred to in this article shall be deemed a very serious breach in accordance with the terms set out in article 109 of this Law. Responsibility shall lie with the natural or legal persons found to be the owners of the securities or whoever the excess interest in the share capital or in the voting rights can be attributed to, pursuant to the provisions of the preceding paragraphs. Whatever the case, the penalty system stipulated herein will apply.

Enagás, S.A. may not transfer the shares of the subsidiaries carrying out regulated activities to third parties."

Meanwhile, section 3 of Additional Provision 31 of this law states that:

"The restrictions of shareholding percentages and non-transfer of the shares referred to in this provision are not applicable to other subsidiaries that ENAGÁS, S.A. may constitute for business activities other than transmission regulated by Article 66 of Act 34/1998, of October 7, on the hydrocarbons sector, management of the transmission network and technical management of the national gas system".

Meanwhile, article 6 bis of the company's Articles of Association ("Limitations on holdings in share capital") establishes that:

"No natural or legal person may hold a direct or indirect stake of more than 5% in the equity capital of the company, nor exercise voting rights in such company of over 3%. Under no circumstances may such shareholdings be syndicated. Those parties that operate within the gas sector, including those natural or legal persons that directly or indirectly possess equity holdings in the former of more than 5%, may not exercise voting rights in the company of over 1%. These restrictions do not apply to direct or indirect interests held by public sector enterprises. Under no circumstances may share capital be syndicated.

Likewise, the combined total of direct or indirect holdings owned by parties that operate within the natural gas sector may not exceed 40%.

For the purposes of calculating the stake in that shareholding structure, the Hydrocarbons Industry Act shall apply.

Enagás may not transfer to third parties shares of the subsidiaries included in its Group that undertake transmission and technical management activities, which are regulated businesses under Hydrocarbons legislation."

2. When the company is controlled by another entity according to the definition set forth in Article 42 of the Commercial Code, whether listed or not, and has, directly or through its subsidiaries, business relationships with that entity or any of its subsidiaries (other than those of the listed company) or carries out activities related to those of any of them, it must make accurate public disclosures about:

- a) The respective areas of activity and any business relationships between the listed company or its subsidiaries on the one hand and the parent company or its subsidiaries on the other.
- b) The mechanisms in place to resolve possible conflicts of interest.

Compliant [  ]      Partially compliant [  ]      Explain [  ]      Not applicable [  ]

3. During the ordinary general meeting the Chairman of the Board should verbally inform shareholders in sufficient detail of the most relevant aspects of the company's corporate governance, supplementing the written information circulated in the annual corporate governance report. In particular:

- a) Changes taking place since the previous ordinary general meeting.
- b) The specific reasons for the company not following a given Good Governance Code recommendation, and any alternative procedures followed in its stead.

Compliant [  ]      Partially compliant [  ]      Explain [  ]

4. The company should draw up and implement a policy on communication and contacts with shareholders and institutional investors in the context of their involvement in the company, as well as with proxy advisers, that complies in full with market abuse regulations and accords equitable treatment to shareholders in the same position. This policy should be disclosed on the company's website, complete with details of how it has been put into practice and the identities of the relevant interlocutors or those charged with its implementation.

Notwithstanding legal obligations to disclose inside information and other types of regulated information, the company must also have a general policy regarding the reporting of economic-financial, non-financial and corporate information through the channels it deems appropriate (media, social media or other channels) to enhance the dissemination and quality of the information available to the market, investors and other stakeholders.

Compliant [  ]      Partially compliant [  ]      Explain [  ]

5. The board of directors should not make a proposal to the general meeting for the delegation of powers to issue shares or convertible securities without pre-emptive subscription rights for an amount exceeding 20% of capital at the time of such delegation.

When the Board approves the issuance of shares or convertible securities without pre-emptive subscription rights, the company should immediately post a report on its website explaining the exclusion as envisaged in company legislation.

Compliant [ X ]      Partially compliant [ ]      Explain [ ]

6. Listed companies drawing up the following reports on a voluntary or compulsory basis should publish them on their website well in advance of the ordinary general meeting, even if their distribution is not obligatory:

- a) Report on auditor independence.
- b) Reports of the operation of the audit committee and the appointments and remuneration committee.
- c) Report of the audit committee on related party transactions.

Compliant [ X ]      Partially compliant [ ]      Explain [ ]

7. The company should broadcast its general meetings live on the corporate website.

The company must have mechanisms in place to enable proxy voting and remote voting and also, if they are large-caps and to the extent proportionate, to attend and to actively participate in the General Shareholders' Meeting.

Compliant [ X ]      Partially compliant [ ]      Explain [ ]

8. The Audit Committee must make sure that the annual accounts which the Board of Directors presents to the General Shareholders' Meeting are prepared in accordance with accounting regulations. In those cases where the auditor has included any qualification in its audit report, the Chairman of the Audit Committee must clearly explain the opinion of the Audit Committee in terms of its content and scope at the General Shareholders' Meeting. A summary of this opinion will be made available to the shareholders at the time of publication of the notice of the meeting, along with other Board proposals and reports.

Compliant [ X ]      Partially compliant [ ]      Explain [ ]

9. The company should disclose its conditions and procedures for admitting share ownership, the right to attend general meetings and the exercise or delegation of voting rights, and display them permanently on its website.

Such conditions and procedures should encourage shareholders to attend and exercise their rights and be applied in a non-discriminatory manner.

Compliant  Partially compliant  Explain

10. When an accredited shareholder exercises the right to supplement the agenda or submit new proposals prior to the general meeting, the company should:

- a) Immediately circulate the supplementary items and new proposals.
- b) Disclose the model of attendance card or proxy appointment or remote voting form duly modified so that new agenda items and alternative proposals can be voted on in the same terms as those submitted by the board of directors.
- c) Put all these items or alternative proposals to the vote applying the same voting rules as for those submitted by the Board of Directors, with particular regard to presumptions or deductions about the direction of votes.
- d) After the general meeting, disclose the breakdown of votes on such supplementary items or alternative proposals.

Compliant  Partially compliant  Explain  Not applicable

11. In the event that a company plans to pay for attendance at the general meeting, it should establish a general, long-term policy in this respect.

Compliant  Partially compliant  Explain  Not applicable

12. The board of directors should perform its duties with unity of purpose and independent judgement, affording the same treatment to all shareholders in the same position. It should be guided at all times by the company's best interests, understood as the creation of a profitable business that promotes its sustainable success over time, while maximising its economic value.

In pursuing the corporate interest, it should not only abide by laws and regulations and conduct itself according to principles of good faith, ethics and respect for commonly accepted customs and good practices, but also strive to reconcile its own interests with the legitimate interests of its employees, suppliers, customers and other stakeholders, as well as with the impact of its activities on the broader community and the natural environment.

Compliant  Partially compliant  Explain

13. The Board of Directors should be of an optimal size to promote its efficient functioning and maximise participation. The recommended range is between five and fifteen members.

Compliant  Explain

14. The Board of Directors must approve a policy aimed at encouraging an appropriate composition of the Board of Directors and which:

- a) Is concrete and verifiable.
- b) ensures that proposals for appointment or re-election are based on a prior analysis of the skills required by the Board of Directors;
- c) and that it encourages diversity of knowledge, experience, age and gender. Measures that encourage the company to have a significant number of senior female managers are considered to favour gender diversity.

The results of the prior analysis of the skills required by the board should be written up in the appointments committee's explanatory report, to be published when the general meeting is convened that will ratify the appointment and re-election of each director.

The appointments committee should run an annual check on compliance with this policy and set out its findings in the annual corporate governance report.

Compliant  Partially compliant  Explain

15. Proprietary and independent directors should constitute an ample majority on the board of directors, while the number of executive directors should be the minimum practical bearing in mind the complexity of the corporate group and the ownership interests they control.

The number of female directors should represent at least 40% of the members of the Board of Directors by the end of 2022 and onwards, and before that it must not be less than 30%.

Compliant  Partially compliant  Explain

At present, five (5) of the fifteen (15) members of the Board of Directors of Enagás are women: MS MARIA TERESA ARCOS SANCHEZ, MS NATALIA FABRA PORTELA, MS ANA PALACIO VALLELERSUNDI, MS ISABEL TOCINO BISCAROLASAGA and MS PATRICIA URBEZ SANZ representing 33.33% of Enagás' Board of Directors. Also, MS MARIA TERESA ARCOS SANCHEZ, MS NATALIA FABRA PORTELA and MS ISABEL TOCINO BISCAROLASAGA are members of the Audit and Compliance Committee, MS PATRICIA URBEZ SANZ is a member of the Sustainability, Appointments, and Remuneration Committee, and MS ANA PALACIO VALLELERSUNDI is Independent Leading Director and chairs the Sustainability, Appointments, and Remuneration Committee. Following the proposed appointments agreed at Enagás' General Shareholders' Meeting on May 27, 2021, the Board reduces its number of members to 15. The percentage of Independent Directors increased to 73.33% (11 out of 15), while the percentage of female directors increased to 33.33% (5 out of 15).

Thus, the Board of Directors complies with all the recommendations in terms of size and composition currently set out in the CNMV's Good Governance Code for Listed Companies and is in an excellent position to reach the target of 40% of women on the Board recommended by the Code by 2022. Against this background, as of the date of this report, the Chairman of the Board has pledged that the Board of Directors will align itself with the recommendation regarding size and gender diversity set out in the CNMV's Corporate Governance Code at the General Shareholders' Meeting to be held in 2022.



Therefore, the renewals planned for the Enagás Board of Directors for the year 2022 will be carried out taking into account this objective of reaching a proportion of 40% of female directors.

16. 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.

Compliant [ X ]    Explain [ ]

17. Independent directors should be at least half of all board members.

However, when the company does not have a large market capitalisation, or when a large cap company has shareholders individually or concertedly controlling over 30% of capital, independent directors should occupy, at least, a third of Board places.

Compliant [ X ]    Explain [ ]

18. Companies should disclose the following director particulars on their websites and keep them regularly updated:

- a) Background and professional experience.
- b) Directorships held in other companies, listed or otherwise, and other paid activities they engage in, of whatever nature.
- c) Statement of the Director class to which they belong, in the case of proprietary directors indicating the shareholder they represent or have links with.
- d) Dates of their first appointment as a board member and subsequent re-elections.
- e) Shares held in the company, and any options on the same.

Compliant [ X ]    Partially compliant [ ]    Explain [ ]

19. The Annual Corporate Governance Report, with prior verification by the Appointments, Remuneration and CSR Committee is to provide an explanation for the reasons Proprietary Directors were appointed at the behest of shareholders whose stake in the company is less than 3% of share capital, and reasons given for the rejections of formal requests for board representation from shareholders whose equity interest is equal to or greater than that of other shareholders who have successfully requested the appointment of Proprietary Directors.

Compliant [ ]      Partially compliant [ ]      Explain [ ]      Not applicable [ X ]

20. Proprietary directors are to submit their resignation when the shareholder whom they represent fully disposes of their stake. They shall also do so, in the appropriate number, when that shareholder reduces their stake to a level requiring a reduction in the number of its proprietary directors.

Compliant [ X ]      Partially compliant [ ]      Explain [ ]      Not applicable [ ]

21. The board of directors should not propose the removal of independent directors before the expiry of their tenure as mandated by the articles of association, except where just cause is found by the board, based on a report from the appointments and remuneration committee. In particular, it shall be understood that there is just cause when the director takes on new offices or assumes new obligations that prevent him from devoting the time necessary to perform the duties of the office of director, breaches the duties inherent to his position or is affected by one of the circumstances that cause him to lose his independent status in accordance with the provisions of applicable law.

The removal of independent directors may also be proposed as a consequence of offers for the takeover, merger or similar corporate actions affecting the company that may involve a change in the company's capital structure, whenever such changes in the board of directors arise under application of the proportionality criterion pointed out in Recommendation 16.

Compliant [ X ]      Explain [ ]

22. Companies are to stipulate rules obliging directors to report and, where appropriate, resign when situations arise that affect them, whether or not related to their actions at the company itself, that may harm the credit and reputation of the company. In particular, they are to inform the Board of Directors of any criminal cases for which they are under investigation, and of their legal proceedings.

If it has been informed of or has otherwise learned of any of the situations mentioned in the preceding paragraph, the Board should examine the case as soon as possible and, in view of the specific circumstances, decide, after a report from the Appointments and Remuneration Committee, whether or not to adopt any measure, such as opening an internal investigation, asking the director to step down from their duties or propose their dismissal. It must be reported in the annual corporate governance report, unless special circumstances warrant it, in which case the details must be put down in the minutes. This is without prejudice to the company' disclosures, where appropriate, when the relevant measures are taken.

Compliant [  ]      Partially compliant [  ]      Explain [  ]

23. All directors are to clearly express their opposition when they consider that any proposal subject to the decision of the board of directors may be detrimental to corporate interests. The independent directors and other directors who are not affected by the potential conflict of interest are to voice their opposition in a special manner whenever such decisions may be of detriment to shareholders not represented on the board of directors.

When the Board makes material or reiterated decisions about which a Director has expressed serious reservations, then he or she must draw the pertinent conclusions. Directors resigning for such causes should set out their reasons in the letter referred to in the next recommendation.

The terms of this recommendation also apply to the secretary of the board, even if he or she is not a director.

Compliant [  ]      Partially compliant [  ]      Explain [  ]      Not applicable [  ]

24. When, either through resignation or by resolution of the general meeting, a director leaves their position before the end of their mandate, they shall properly explain the reasons for their resignation. Non-executive directors shall write down their opinion on the reasons why, if applicable, the General Shareholders' Meeting relieves them of their duties, in a letter to be sent to all members of the Board of Directors.

Aside from reporting such facts in the annual corporate governance report, insofar as it is relevant for investors, the Company must announce the departure as soon as possible, including sufficient reference to the reasons or circumstances provided by the Director.

Compliant [  ]      Partially compliant [  ]      Explain [  ]      Not applicable [  ]

25. The Appointments Committee should ensure that non-executive directors have sufficient time available to discharge their responsibilities effectively.

The board of directors regulations should lay down the maximum number of company boards on which directors can serve.

Compliant  Partially compliant  Explain

26. The Board should meet with the necessary frequency to properly perform its functions, eight times a year at least, in accordance with a calendar and agendas set at the start of the year, to which each Director may propose the addition of initially unscheduled items.

Compliant  Partially compliant  Explain

27. Director absences should be kept to a strict minimum and quantified in the annual corporate governance report. In the event of absence, directors should delegate their powers of representation with the appropriate instructions.

Compliant  Partially compliant  Explain

28. When Directors or the secretary express concerns about some proposal or, in the case of Directors, about the company's performance, and such concerns are not resolved at the meeting, they should be recorded in the minute book if the person expressing them so requests.

Compliant  Partially compliant  Explain  Not applicable

29. The company should provide suitable channels for directors to obtain the advice they need to carry out their duties, extending if necessary to external assistance at the company's expense.

Compliant  Partially compliant  Explain

30. Regardless of the knowledge directors must possess to carry out their duties, they should also be offered refresher programmes when circumstances so advise.

Compliant  Explain  Not applicable

31. The agendas of board meetings should clearly indicate on which points directors must arrive at a decision, so they can study the matter beforehand or gather together the material they need.

For reasons of urgency, the chairman may wish to present decisions or resolutions for board approval that were not on the meeting agenda. In such exceptional circumstances, their inclusion will require the express prior consent, duly recorded in the minutes, of the majority of directors present.

Compliant [ X ]      Partially compliant [ ]      Explain [ ]

32. Directors should be regularly informed of movements in share ownership and of the views of major shareholders, investors and rating agencies on the company and its group.

Compliant [ X ]      Partially compliant [ ]      Explain [ ]

33. The Chairman, as the person charged with the efficient functioning of the Board of Directors, in addition to the functions assigned by law and the company's Articles of Association, should prepare and submit to the Board a schedule of meeting dates and agendas; organise and coordinate regular evaluations of the Board and, where appropriate, the company's Chief Executive Officer; exercise leadership of the Board and be accountable for its proper functioning; ensure that sufficient time is given to the discussion of strategic issues, and approve and review refresher courses for each Director, when circumstances so advise.

Compliant [ X ]      Partially compliant [ ]      Explain [ ]

34. When an independent leading director has been appointed, the articles of association or board of directors regulations should grant him or her the following powers over and above those conferred by law: chair the board of directors in the absence of the chairman or vice chairman give voice to the concerns of non-executive directors; maintain contacts with investors and shareholders to hear their views and develop a balanced understanding of their concerns, especially those that have to do with the company's corporate governance; and coordinate the chairman's succession plan.

Compliant [ X ]      Partially compliant [ ]      Explain [ ]      Not applicable [ ]

35. The board secretary should strive to ensure that the board's actions and decisions are informed by the governance recommendations of the good governance code of relevance to the company.

Compliant [ X ]      Explain [ ]

36. The Board in full should conduct an annual assessment, adopting, where necessary, an action plan to correct weakness detected in:
- The quality and efficiency of the Board's operation.
  - The performance and membership of its committees.
  - The diversity of board membership and competences.
  - The performance of the chairman of the board of directors and the company's chief executive.
  - The performance and contribution of individual directors, with particular attention to the chairman of board committees.

The evaluation of board committees should start from the reports they send the board of directors, while that of the board itself should start from the report of the appointments committee.

Every three years, the Board of Directors should engage an external facilitator to aid in the assessment process. This facilitator's independence should be verified by the Appointments Committee.

Any business dealings that the facilitator or members of its corporate group maintain with the company or members of its corporate group should be detailed in the annual corporate governance report.

The process followed and areas evaluated should be detailed in the annual corporate governance report.

Compliant  Partially compliant  Explain

37. When there is an executive committee, it should include at least two non-executive directors, at least one of whom should be independent; and its Secretary should be the Secretary to the Board of Directors.

Compliant  Partially compliant  Explain  Not applicable

38. The board should be kept fully informed of the business transacted and decisions made by the executive committee. To this end, all board members should receive a copy of the committee's minutes.

Compliant  Partially compliant  Explain  Not applicable

39. All members of the audit committee, particularly its chairperson, should be appointed with regard to their knowledge and experience on accounting, auditing, and financial and non-financial risk management.

Compliant  Partially compliant  Explain

40. Listed companies should have a unit in charge of the internal audit function, under the supervision of the audit committee, to monitor the effectiveness of reporting and control systems. This unit should report functionally to the board's non-executive chairman or the chairman of the audit committee.

Compliant  Partially compliant  Explain

41. The head of the unit responsible for the internal audit function should present the annual work plan to the audit committee for approval by the committee or the Board, report directly to it on its implementation, including any issues and limitations on scope arising in the course of its implementation, the results and follow-up of its recommendations, and submit an activities report at the end of each year.

Compliant  Partially compliant  Explain  Not applicable

42. The audit committee should have the following functions over and above those legally assigned:

1. With respect to internal control and reporting systems:
  - a) Oversee and evaluate the preparation and integrity of financial and non-financial information, and the control and management systems for financial and non-financial risks relating to the Company and, as applies, its group, including operational, technological, legal, social, environmental, political and reputational risks or corruption and anti-bribery risks, making sure that regulatory requirements are met, that the consolidation scope is properly defined, and that accounting criteria are correctly applied.
  - b) Monitor the independence of the unit handling the internal audit function; propose the selection, appointment, and removal of the head of the internal audit service; propose the service's budget; approve or propose approval to the Board of the annual internal audit orientation and work plan, ensuring that it focuses primarily on the main risks the company is exposed to (including reputational risks); receive regular report-backs on its activities; and verify that senior management is acting on the findings and recommendations of its reports.
  - c) Prepare and oversee a mechanism that allows employees and other persons related to the company, such as directors, shareholders, suppliers, contractors or subcontractors to report potentially significant irregularities, including financial and accounting irregularities, or irregularities of any other nature, concerning the company and which come to light within the company or its group. These mechanisms must guarantee confidentiality and, invariably, cover situations where cases may be reported anonymously, respecting the rights of the whistleblower and the accused.
  - d) In general, see to it that the policies and systems established for internal control are effectively implemented in practice.
2. With regard to the external auditor:
  - a) In the event of resignation of any external auditor, the committee should investigate the issues giving rise to the resignation.
  - b) Ensure that the remuneration of the external auditor does not compromise its quality or independence.
  - c) Ensure that the company notifies any change of external auditor through the CNMV, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for the same.
  - d) Ensure that the external auditor has a yearly meeting with the board in full to inform them of the work undertaken and developments in the company's risk and accounting positions.
  - e) Ensure that the company and the external auditor adhere to current regulations on the provision of non-audit services, limits on the concentration of the auditor's business and other requirements concerning auditor independence.

Compliant [ X ]

Partially compliant [ ]

Explain [ ]



43. The audit committee should be empowered to meet with any company employee or manager, even ordering their appearance without the presence of another senior officer.

Compliant [ X ]      Partially compliant [ ]      Explain [ ]

44. The Audit Committee should be informed of any fundamental changes or corporate transactions the company is planning, so the committee can analyse the operation and report to the Board beforehand on its economic conditions and accounting impact and, when applicable, the exchange ratio proposed.

Compliant [ X ]      Partially compliant [ ]      Explain [ ]      Not applicable [ ]

45. The risk control and management policy should identify or determine at least:

- a) The different types of financial and non-financial risks the company is exposed to (including operational, technological, legal, social, environmental, political, reputational and those related to corruption), with the inclusion under financial or economic risks of contingent liabilities and other off-balance-sheet risks.
- b) A multi-tier risk control and management model, which will include a specialised risk committee where required according to industry regulations or where the company deems it appropriate.
- c) The risk level the company sees as acceptable.
- d) The measures in place to mitigate the impact of risk events should they occur.
- e) The internal reporting and control systems to be used to control and manage the above risks, including contingent liabilities and off-balance-sheet risks.

Compliant [ X ]      Partially compliant [ ]      Explain [ ]

46. That under the direct supervision of the audit committee or, as the case may be, of a specialised committee of the board of directors, there is an internal function of risk control and management exercised by a unit or internal department of the company that has been assigned expressly the following functions:

- a) Ensure the proper functioning of the risk control and management systems and, in particular, that all important risks affecting the company are identified, managed and quantified adequately.
- b) Participating actively in the preparation of risk strategies and in key decisions about their management.
- c) Ensure that risk control and management systems mitigate risks adequately within the framework of the policy defined by the board of directors.

Compliant [ X ]      Partially compliant [ ]      Explain [ ]

47. Members of the Appointments and Remuneration Committee - or of the appointments committee and remuneration committee, if separately constituted - should have the right balance of knowledge, skills and experience for the functions they are called on to discharge. The majority of their members should be independent directors.

Compliant  Partially compliant  Explain

48. Large cap companies should operate separately constituted appointments committees and remuneration committees.

Compliant  Explain  Not applicable

The amendments to the Articles of Association proposed by the Board of Directors for the 2015 General Shareholders' Meeting included the amendment to article 45 to allow the split of the Sustainability, Appointments and Remuneration Committee into two separate committees. The Board of Directors will study the opportunity to separate the Sustainability, Appointments and Remuneration Committee into two separate committees.

49. The appointments committee should consult with the board's chairman and chief executive officer, especially on matters relating to executive directors.

When there are vacancies on the board, any director may approach the appointments committee to propose candidates that it might consider suitable.

Compliant  Partially compliant  Explain

50. The remuneration committee should operate independently and have the following functions in addition to those assigned by law:

- a) Propose to the board the standard conditions for senior managers contracts.
- b) Monitor compliance with the remuneration policy set by the company.
- c) Periodically review the remuneration policy for directors and senior managers, including share-based remuneration systems and their application, and ensure that their individual compensation is proportionate to the amounts paid to other directors and senior managers in the company.
- d) Ensure that possible conflicts of interest do not undermine the independence of any external advice offered to the committee.
- e) Verify the information on remuneration of directors and senior management contained in the various corporate documents, including the annual report on directors' remuneration.

Compliant  Partially compliant  Explain

51. The remuneration committee should consult with the chairman and chief executive, especially on matters relating to executive directors and senior managers.

Compliant  Partially compliant  Explain

52. The terms of reference of supervision and control committees should be set out in the Board of Directors regulations and aligned with those governing legally mandatory Board Committees as specified in the preceding sets of recommendations. They should include at least the following terms:
- a) Committees should be formed exclusively by non-executive directors, with a majority of independents.
  - b) Committees should be chaired by an independent director.
  - c) The board should appoint the members of such committees with regard to the knowledge, skills and experience of its directors and each committee's terms of reference; discuss their proposals and reports; and provide reports on their activities and work at the first board plenary following each committee meeting.
  - d) They may engage external advice, when they feel it necessary for the discharge of their functions.
  - e) Meeting proceedings should be recorded/notified in the minutes and a copy made available to all board members.
- Compliant [ X ]      Partially compliant [ ]      Explain [ ]      Not applicable [ ]

53. The task of supervising compliance with the company's policies and rules on environmental, social and corporate governance issues and internal codes of conduct should be assigned to one board committee or split between several, which could be the audit committee, the appointments committee, the sustainability committee or the corporate social responsibility committee or any other specialised committee that the Board of Directors, in exercise of its powers of self-organisation, has decided to create. Such a committee must be made up solely of non-executive directors, the majority of whom should be independent and should be specifically assigned the minimum functions indicated in the following recommendation.
- Compliant [ X ]      Partially compliant [ ]      Explain [ ]

54. The minimum functions referred to in the above recommendation are as follows:
- a) Overseeing compliance with corporate governance rules and the company's internal codes of conduct, also ensuring that the corporate culture is aligned with its purpose and values.
  - b) Overseeing the application of the general policy for reporting economic-financial, non-financial and corporate information, reporting to shareholders and investors, proxy advisers and other stakeholders. Oversight of the way in which the company communicates with and relates to small and medium sized shareholders.
  - c) Evaluation and periodic review of the corporate governance system and the company's environmental and social policies, to confirm that they fulfil its mission of promoting the corporate interest and catering, as appropriate, to the legitimate interests of other stakeholders.
  - d) Monitoring that the company's practices in environmental and social matters are aligned with the set strategy and policies.
  - e) Monitor and assess the processes of liaising with different stakeholders.

Compliant [  ]      Partially compliant [  ]      Explain [  ]

55. Ensure that sustainability policies in environmental and social matters identify at least:
- a) The principles, commitments, objectives and strategy with regard to shareholders, employees, customers, suppliers, social issues, the environment, diversity, fiscal responsibility, respect for human rights and the prevention of corruption and other illegal conduct;
  - b) the methods or systems for monitoring compliance with policies, associated risks and their management.
  - c) Mechanisms for monitoring non-financial risk, including those related to ethics and business conduct.
  - d) Channels for stakeholder engagement, participation and dialogue.
  - e) Responsible communication practices that prevent the manipulation of information and protect the company's honour and integrity.

Compliant [  ]      Partially compliant [  ]      Explain [  ]

56. Directors' remuneration should be sufficient to attract and retain individuals with the desired profile and compensate the commitment, abilities and responsibility that the post demands, but not so high as to compromise the independent judgement of non-executive directors.

Compliant [  ]      Explain [  ]

57. Variable remuneration linked to the company and the director's performance, the award of shares, options or any other right to acquire shares or to be remunerated on the basis of share price movements, and membership of long-term savings schemes such as pension plans should be confined to executive directors.

The company may consider the share-based remuneration of non-executive directors provided they retain such shares until the end of their mandate. The above condition will not apply to any shares that the director must dispose of to defray costs related to their acquisition.

Compliant  Partially compliant  Explain

58. In the case of variable awards, remuneration policies should include limits and technical safeguards to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of the markets or the company's sector, or circumstances of that kind.

In particular, variable remuneration items should meet the following conditions:

- a) Be subject to predetermined and measurable performance criteria that factor the risk assumed to obtain a given outcome.
- b) Promote the long-term sustainability of the company and include non-financial criteria that are relevant for the company's long-term value, such as compliance with its internal rules and procedures and its risk control and management policies.
- c) Be focused on achieving a balance between the delivery of short, medium and long-term objectives, such that performance-related pay rewards ongoing achievement, maintained over sufficient time to appreciate its contribution to long-term value creation. This will ensure that performance measurement is not based solely on one-off, occasional or extraordinary events.

Compliant  Partially compliant  Explain  Not applicable

59. For variable remuneration components to be paid it must be properly verified that the performance or other pre-defined conditions have been effectively met. In the annual report on directors' remuneration, companies shall include the criteria for the time required and the methods for such verification, depending on the nature and characteristics of each variable component.

Companies must also consider introducing a malus clause based on the deferral for a sufficient period of time of the payment of a part of the variable components, in which they are totally or partially forfeited if an event occurs prior to the time of payment whereby it is deemed advisable to do so.

Compliant  Partially compliant  Explain  Not applicable

60. Remuneration linked to company earnings should bear in mind any qualifications stated in the external auditor's report that reduce their amount.

Compliant  Partially compliant  Explain  Not applicable

61. A major part of executive directors' variable remuneration should be linked to the award of shares or financial instruments whose value is linked to the share price.

Compliant  Partially compliant  Explain  Not applicable

62. Once the shares, options or financial instruments which are part of the remuneration systems have been allocated, executive directors should not be able to transfer ownership or exercise them until at least three years have elapsed.

This is unless the director maintains, at the time of the transfer or exercise, a net economic exposure to share price changes of a market value equivalent to an amount of at least twice their annual fixed remuneration through the ownership of shares, options or other financial instruments.

This exception shall not apply to shares that the director may need to dispose of to cover the costs related to their acquisition or to cope with extraordinary situations that require it, in this latter case depending on the favourable opinion of the Appointments and Remuneration Committee.

Compliant  Partially compliant  Explain  Not applicable

The General Shareholders' Meeting held on March 29, 2019 passed a three-year long-term incentive plan (2019-2021), to be paid in 2022, based on the fulfilment of the objectives and metrics established in the plan. In the case of executive directors, this incentive may involve, as a maximum, the delivery of shares equivalent to 150% of their annual fixed remuneration (50% per year), provided they maintain ownership of the shares until 2024, when the shares become freely disposable.

63. Contractual arrangements should include provisions that permit the company to reclaim variable components of remuneration when payment was out of step with the director's actual performance or based on data subsequently found to be misstated.

Compliant  Partially compliant  Explain  Not applicable

64. Payments for termination or expiry of the contract should not exceed an amount equivalent to two years of the director's total annual remuneration and should not be paid until the company confirms that said director has met the conditions or criteria established for their collection.

For the purposes of this recommendation, termination or contractual termination payments include any payments whose accrual or payment obligation arises as a result of or in connection with the termination of the director's contractual relationship with the company, including amounts not previously vested in long-term savings schemes and amounts paid under post-contractual non-competition agreements.

Compliant [  ]      Partially compliant [  ]      Explain [  ]      Not applicable [  ]

The contracts of the executive directors establish a termination indemnity equivalent to two years of their annual remuneration, as explained in section A.1 of the Directors' Remuneration Report for the current year.

The contracts of the executive directors are dated prior to the amendment of this recommendation on June 20, 2020. As of the date of this report, these contracts have not yet been adapted to the provisions of the second paragraph of this recommendation.

**H. OTHER INFORMATION OF INTEREST**

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1. If you consider that there is any material aspect or principle relating to corporate governance practices followed by your company that has not been addressed in this report and which is necessary to provide a more comprehensive view of the corporate governance structure and practices at the company or group, explain briefly.
2. You may include in this section any other information, clarification or observation related to the above sections of this report.

Specifically, indicate whether the company is subject to corporate governance legislation from a country other than Spain and, if so, include the compulsory information to be provided when different from that required by this report.

3. Also state whether the company voluntarily subscribes to other international, sectoral or other ethical principles or standard practices. If applicable identify the **code and date of adoption**. In particular, it will mention whether or not it has adhered to the Code of Good Tax Practices, of July 20, 2010:

The Board of Directors of Enagás, S.A., unanimously agreed to the Company signing up to the Code of Good Tax Practices, promoted by the Large Companies Forum and the AEAT. The company joined on April 21, 2017 and the Company complies with its contents.

This report includes the following Appendices in an attached document.

APPENDIX I. - Explanatory notes.

APPENDIX II.- Activity Report of the Audit and Compliance Committee, 2021.

APPENDIX III.- Audit opinion on Internal Control over Financial Reporting ("ICFR"), 2021.

APPENDIX IV.- Audit opinion on the Annual Corporate Governance Report, 2021.

APPENDIX V.- Annual Corporate Governance Report, 2021 (English version).

This annual corporate governance report was approved by the company's Board of Directors at its meeting held on:

[ 14/02/2022 ]

List whether any directors voted against or abstained from voting on the approval of this Report.

[ ] Yes

[  ] No



## **H. OTHER INFORMATION OF INTEREST:**

### **APPENDIX I,**

### **EXPLANATORY NOTES**

#### **EXPLANATORY NOTE ON SECTION A.2.**

The list of direct and indirect holders of significant stakes set out in section A.2 of this Report includes those significant shareholders who on December 31, 2021 qualified as such in the relevant official register of the Spanish National Securities Market Commission (CNMV). The foregoing is independent of the question of whether or not the issuer received timely notice from any relevant shareholder in pursuance of Article 23 of Royal Decree 1362/2007, of October 19.

#### **EXPLANATORY NOTE ON SECTION A.3.-**

The table for this section uses information published in the Official Registers of the CNMV, in accordance with the communication filed by the Company's Directors.

#### **EXPLANATORY NOTE ON SECTION A.6**

This refers to Mr Bartolomé Lora Toro as the natural person representative of the Director of the Sociedad Estatal de Participaciones Industriales (SEPI).

#### **EXPLANATORY NOTE ON SECTION A.8.-**

At the date of preparation of this report, the SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI), in addition to having a seat on the Board, also had a significant holding (5%) in the share capital of Enagás, S.A.

SEPI cannot exercise control over Enagás, S.A. as it is not in any of the circumstances set out in Article 5 of the Spanish Securities Market Act 24/1988, of July 28 (hereinafter "LMV").

Accordingly, no natural or legal person exercises or could exercise control over Enagás, S.A in accordance with Article 5 of the LMV.

#### **EXPLANATORY NOTE ON SECTION A.9.-**

On March 27, 2015, the General Shareholders' Meeting authorised the Board of Directors to buy its own shares for a maximum of 5 years.

On March 29, 2019, the General Shareholders' Meeting approved a long-term incentive plan for 2019-2021 ("ILP 2019-2021") which included the delivery of shares to the Executive Directors, the members of the Management Committee and senior management of the Company and its group of companies, and April 23, 2019, the Board of Directors approved the Long-Term Incentive Regulations which established the standards for the application of the aforementioned plan.

Pursuant to the foregoing and in accordance with the company's treasury share policy approved by the Board of Directors on April 18, 2016, the Board approved a programme to buy back own shares on April 23, 2019, allowing the purchase of a maximum of 405,084 shares under the programme. The repurchase was entrusted to a financial intermediary of recognised competence to do so on behalf of the company, independently and without its influence.

In execution of the above, the company proceeded to repurchase the maximum number permitted under the repurchase plan approved on April 23, 2019, which, added to the remaining shares (96,862) resulting from the settlement of the previous ILP 2016-2018, giving a current figure of 501,946 own shares.

#### **EXPLANATORY NOTE ON SECTION A.12.-**

Further text of section 2 of the 31 additional provision of the Hydrocarbons Sector Law 34/1998, of October 7 (hereinafter, also called "LSH"):

(...) "For the purposes of calculating the stake in that shareholding structure, in addition to the shares or other securities held or acquired by entities belonging to its same group, as defined by Article 4 of Act 24/1988, of July 28, on the Securities Market, stakes shall be attributed to one and the same natural or legal person when they are owned by:

- a) Those parties who act in their own name but on behalf of that natural or legal person in a concerted fashion or forming a decision-making unit with them. Unless proven otherwise, the members of a governing body shall be presumed to act on account of or in concert with that legal person.
- b) To partners with whom it exercises control over a dominant company in accordance with Article 4 of the LMV".

In any event, regard shall be had to the proprietary ownership of the shares and other securities and the voting rights attached to each.

Non-compliance with the limit on interests in the share capital referred to in this Article shall be deemed a very serious breach in accordance with the terms set out in Article 109 of this Law. Responsibility shall lie with the natural or legal persons found to be the owners of the securities or whoever the excess interest in the share capital or in the voting rights can be attributed to, pursuant to the provisions of the preceding paragraphs. Whatever the case, the penalty system stipulated herein will apply.

Enagás, S.A. may not transfer the shares of the subsidiaries carrying out regulated activities to third parties".

Meanwhile, section 3 of Additional Provision 31 of this law states that:

“The restrictions of shareholding percentages and non-transfer of the shares referred to in this provision are not applicable to other subsidiaries that ENAGÁS, S.A. may constitute for business activities other than transmission, regulated by Article 66 of Law 34/1998, of October 7, on the Hydrocarbons Sector, management of the transmission network and technical management of the national gas system”.

Restrictions under the Company’s Articles of Association:

In accordance with the aforementioned legal provision, Article 6 bis of Enagás’ Articles of Association (“Limitations on holdings in share capital”) establishes that:

“No natural or legal person may hold a direct or indirect stake of more than 5% in the equity capital of the company, nor exercise voting rights in such company of over 3%. Under no circumstances may such shareholdings be syndicated. Those parties that operate within the gas sector, including those natural or legal persons that directly or indirectly possess equity holdings in the former of more than 5%, may not exercise voting rights in the Company of over 1%. These restrictions do not apply to direct or indirect interests held by public sector enterprises. Under no circumstances may share capital be syndicated.

Likewise, the combined total of direct or indirect holdings owned by parties that operate within the natural gas sector may not exceed 40%.

For the purposes of calculating the stake in that shareholding structure, the Hydrocarbons Industry Act shall apply.

Enagás may not transfer to third parties shares of the subsidiaries included in its Group that undertake transmission and technical management of the system, which are regulated businesses under Hydrocarbons legislation”.

**EXPLANATORY NOTE ON SECTION C.1.3.-**

In the table relating to External Proprietary Directors, in the SEPI profile, it lists its natural person representative as Mr Bartolomé Lora Toro.

**EXPLANATORY NOTE ON SECTION C.1.9.-**

The Chief Executive Officer, Mr Marcelino Oreja Arburúa, has been delegated the following powers:

A) Jointly and severally.

1. Collect whatever is payable to him for any reason, in bills, cheques, promissory notes, or by deposit in a bank account, by public or private bodies in the European Union, other international organisations, by central, regional, provincial, local

government authorities, executive agencies, government depositaries and, in general, by any private natural or legal person in the public or private sectors; establish and settle balances, determine the form of payment of amounts owed to the Company, grant extensions of deadlines, set payment terms and conditions; cash orders of payment from the central, regional or local government tax authorities, including receiving from central government tax offices or other agencies money in cash or any means that represents it and accept the refund of amounts paid in tax.

2. Represent the Company in dealings with third parties, whether natural or legal, public or private, and before all kinds of authorities, public officials, boards and collegiate bodies, chambers, committees, associations, public property registers, companies registers, or public registers of any other kind, trade unions, mutual insurance companies, executive or non-executive agencies, whether autonomous or otherwise, directorates, regional offices of any kind of central, regional, provincial or local government authorities and any other public entities of any level or jurisdiction, whether Spanish or otherwise, whatever their name or nature; exercise any rights, remedies, claims and defences relating to the Company; formulate petitions and in connection with all types of proceedings, file claims and appeals of any kind, including motions for reconsideration and appeals for review, in which the Company has an interest, either in proceedings initiated by the Company or in those of others that directly or indirectly affect the Company; file them, take part in the processing of them; formulate and respond to representations, propose and examine evidence; apply for stays and adjournments; discontinue and abandon or in any other way withdraw from them, at any stage of the proceedings; execute and enforce agreements, detachments and return of documents; request and respond to certificates and summonses, be they governmental, notarial or of any other nature; request certificates, depositions and authentic copies; take delivery from public authorities, including post and telegraph offices and customs officers, of all kinds of papers, objects, goods and consignments in general addressed to the company, executing any notarial instruments or documents under hand required for such withdrawal or dispatch.

3. Make formal appearances in representation of the Company before courts and tribunals of any branch or level, whether in the civil, criminal, administrative, social or labour or any other jurisdiction, and before any arbitrator or arbitration body, of all levels, both domestic and foreign, whatever their territorial scope, and before any other authority, justice system, prosecutor's office, boards, centres, offices, departments, panels, bodies and officers belonging to the judiciary and the administration of justice, of any branch and level, and before them make sworn or ordinary statements and respond to interrogatories in court under non-determinative oath; initiate, pursue and complete as principal, defendant, partner in joinder of parties, coadjutor or in any other capacity, all types of judicial proceedings before any jurisdiction; file, pursue and waive appeals of any kind, including governmental and administrative appeals, and motions for reconsideration, rehearing, appeals for review to the same or a higher court, applications to the Supreme Court on the ground of manifest injustice of a previous decision, appeals against refusal of leave to appeal, actions to have decisions declared void, appeals on the ground on lack of jurisdiction, actions for enforcement of rights or any other legally permitted ordinary or extraordinary

appeals, and the abandonment, discontinuance or any other form of withdrawal from proceedings in which the Company has an interest, as well as all kinds of proceedings, including conciliation proceedings, with or without a pre-trial settlement, proceedings of voluntary jurisdiction, governmental, notarial, mortgage and tax proceedings and, accordingly, to bring, respond to and pursue through all their formalities and levels until their conclusion all kinds of actions, claims, complaints, criminal actions, accusations, pleas and defences, and exercise any other causes of action, ratifying them whenever personal ratification is required; choose venues and submit implicitly or explicitly to jurisdictions; give evidence as a legal representative at any of the aforementioned proceedings, petition for stays of proceedings; make, request, receive and comply with summonses, notifications, citations and service of process; apply for joinders, attachments, cancellations, enforcements, dispossessions, filings, auctions of assets, statements and assessments of costs; raise issues of jurisdiction and preliminary issues; challenge witnesses; furnish and challenge evidence, waive evidence and the transfer of proceedings to another court; agree to favourable rulings; provide and withdraw payment bonds and deposits as and when required by the court; provide sureties, make judicial deposits and, in both cases, request they be refunded as and when appropriate, and execute and enforce court rulings.

4. Attend, speak and vote at meetings that are held in bankruptcy proceedings, whether fault-based or otherwise, and in temporary receivership proceedings and arrangements with creditors while they remain in force, approve and challenge creditors' claims and their ranking, appoint and accept appointments as receivers and administrators, appoint representatives; accept and reject debtors' proposals and appoint members of conciliation bodies.

5. Confer powers on court representatives and counsel, freely chosen by him, with general powers for litigation and special powers freely established in each case, including those of responding to interrogatories in court, reaffirming positions, withdrawing and abandoning actions, signing such public or private documents as may be necessary for the exercise of such powers.

6. Enter into contracts of any kind with central, regional, provincial and local government authorities and executive agencies and, in general, with any natural or legal person in the public or private sectors, including contracts for works, supplies and services (excluding regasification, gas transmission and storage, and gas supply contracts); arrange auctions, calls for bids, competitive tendering, direct procurement or any other legal form of procurement; sign proposals and procurement specifications, award contracts and accept contract awards, sign the related contracts and any public and private documents that may be required for their formalisation, fulfilment or performance and discharge.

7. Take the necessary steps to establish arrangements with central, regional, provincial and local government authorities and their agencies concerning all kinds of public prices, levies, whether they be charges, taxes or rates, that affect the Company, agree to such arrangements and for this purpose approve, agree to and sign any covenant, contract or accord referring thereto.

8. Buy, sell, lease, purchase under a preferential right, assign, subrogate, contribute, encumber, exchange unconditionally or subject to conditions, at a declared price, deferred or paid in cash, all kinds of goods and real estate; establish, accept, modify, acquire, dispose of, defer, terminate and cancel, fully or

partially, payment bonds, pledges and other security interests in favour of third parties.

9. Lease property as the lessor or lessee thereof.

10. Enter into finance lease agreements, subject to such terms and conditions as he may freely determine.

11. Buy, sell, lease, purchase under a preferential right, assign, subrogate, contribute, encumber, exchange unconditionally or subject to conditions, at a declared price, deferred or paid in cash, all kinds of real estate; establish, accept, modify, acquire, dispose of, defer, terminate and cancel mortgages, easements and other rights in rem over real estate, whether of common law or foral law, and also prohibitions, conditions and all kinds of restrictions on real estate; provide real estate collateral guarantees in favour of third parties.

12. File declarations of construction and cultivation, definition and demarcation of boundaries, grouping together, aggregation, segregation and division of property, and organise buildings under condominium arrangements.

13. Apply for official franchises and authorisations, permits and licences, and complete all the formalities to obtain them, and to renew, amend or cancel them as may be necessary or appropriate.

14. Negotiate and establish with owners affected by future gas installations, whether or not there are compulsory purchase proceedings pending, the imposition of rights of way for pipelines and ancillary components and the purchase of land on which to install gas distribution and regulation chambers or other components that depend on or belong to the networks of the Company granting the power of attorney, arranging for this purpose such mutually agreed transactions, clauses and prices that he considers to be fair, and signing public and private documents of any kind, regardless of the amount involved, and cancel rights of way fully or partially.

15. Initiate any proceedings for compulsory purchase in which the Company has an interest, make formal appearances thereat and make the representations that he considers appropriate, request and conduct expert appraisals, request and receive compensation and, in general, participate in such proceedings in all formalities and appeals related thereto without limitation, executing and signing for the purpose public or private documents of any kind.

16. With regard to proceedings for compulsory purchase, imposition of rights of way and temporary occupation governed by the Law and Regulations on Compulsory Purchase that are instituted by the Company granting power of attorney for the construction of gas pipelines, networks and branches and ancillary installations, they may:

a) Formulate requests and petitions, request and respond to certificates and summonses of all kinds, request affidavits, certificates and certified copies in which the Company has an interest, in dealings with natural and legal entities in the public or private sectors, without any exception.

b) Make and withdraw deposits of any kind, including cash, at public entity depositaries of any kind and those held by natural or legal persons, at any of their offices and agencies.

- c) Attend the drawing up of official records of facts and events prior to and after the completion of compulsory purchase actions.
- d) Group together, aggregate, segregate and divide real estate, making the filings relating thereto with the relevant Property Registers.
- e) Arrange for the imposition of rights of way and title restrictions and for the acquisition and occupation by mutual agreement of property and rights affected by the laying of gas pipelines, their networks and branches and ancillary installations, fixing prices and conditions.
- f) Discharge or redeem any charges or liens affecting the properties, fixing the price and conditions of such redemption.
- g) Authorise, and as appropriate, empower by granting power of attorney to such persons as he considers appropriate to represent the Company at the official recording of facts and events prior to and at the time of the occupation of properties affected by compulsory purchase proceedings.

17. Enter into contracts with any natural or legal persons in the public or private sectors for the long-term provision of services of regasification, transmission and storage, procurement of points of entry to the Company's gas system, gas supply and any other contract for the provision of services connected with the gas business and ancillary activities.

18. Enter into contracts with any natural or legal persons in the public or private sectors for the short-term provision of services of regasification, transmission and storage, procurement of points of entry to the Company's gas system, gas supply, connection to installations and any other contract for the provision of services connected with the gas business and ancillary activities.

19. Set up, merge, change the corporate form, dissolve and wind up, take part in the enlargement or modification, of any kind of companies, partnerships, Economic Interest Groupings, European Economic Interest Groupings and joint ventures, represent the Company in them, attend or take part in all kinds of meetings, holding office and appointing officers and representatives as he considers appropriate; contribute to commercial companies all kinds of assets, receiving in payment the relevant shares, equity interests, scrip certificates, convertible or non-convertible debentures, option rights or shares and, in the case of dissolution, the relevant assets. Establish share syndication agreements.

20. Apply for entries to be made at the Property and Companies Registers; send, receive and respond to summonses and notifications and request notarial certificates of all kinds, signing certificates of attendance and any other formality connected with them.

21. Apply for the registration of trademarks and trade names, patents of invention and introduction, utility models and other modalities of industrial property, or challenge and denounce any attempted or effective misappropriation of the name, trademarks and countersigns of Company products and counterfeits of them, initiating and pursuing the appropriate proceedings and making formal appearances in proceedings initiated by others, making statements, providing proof and petitioning as appropriate.

22. Acquire and dispose of intellectual and industrial property rights.

23. Organise, direct and inspect all of the Company's services and installations and verify audits of Company funds.

24. Hire and dismiss personnel employed by the Company, of whatever kind and category, appoint and remove them from their duties, stipulating their pay, duties and tasks, and the remuneration payable for extraordinary services.

25. Grant loans and credits to Company staff and agree subsequent renewals, alterations, subrogations and cancellations thereof.

26. Grant payment bonds and personal and in rem guarantees to Company staff as surety for the fulfilment of personal and mortgage loan contracts granted to Enagás personnel.

27. Negotiate and sign on behalf of the Company any kind of general or partial collective agreements and any other type of pact, agreement or arrangement with the Company staff, trade unions or administrative or judicial authorities that are competent in matters of labour and social security.

28. Issue any kind of certificates, identity cards and other documents with the details of Company staff that are contained in the company record books and files.

29. Sign all documentation to do with social security, accidents at work insurance, enrolments and dis-enrolments, filings and changes; initiate and pursue claims before the Spanish National Institute of Social Security and offices thereof, mutual insurance companies, benefit societies and insurance companies.

30. Make formal appearances and represent the Company in dealings with the regional traffic department and offices thereof, in order to register, transfer and scrap any type of vehicle belonging to the Company and to register and de-register them as appropriate.

31. Take delivery of letters, certificates, dispatches, parcels, postal orders and declared value items from communications offices, and of goods and property shipped from shipping companies, customs and agencies. Receive, open, answer and sign any kind of correspondence and keep the Company's books in accordance with the law.

32. Sign any public or private documents that may be necessary in order to jointly and severally exercise the powers granted hereunder as effectively as possible.

33. Request and obtain electronic signature certificates from authorised providers of certification services and use the electronic signature whenever he considers it appropriate in accordance, at all times, with the applicable rules on electronic signatures.

34. Grant such powers of attorney as he considers necessary, being able to confer each and every one of the aforementioned powers granted hereunder or part of them on such person or persons as he considers appropriate. He may also revoke the powers granted by the Board of Directors, by himself or by other Company bodies.

The powers included in this section must be exercised by Group B as legal representative, together with any of the authorised legal representatives in accordance with the following deeds executed before the Madrid Notary Public Mr Pedro de la Herrán Matorras: (i) deed dated June 13, 2012 number 1,291 of the



filing system, registered on Company sheet M-6113, entry 728; (ii) deed dated June 27, 2013, number 1,493 of the filing system, registered on Company Sheet M-6113, entry 752; -(iii) deed dated September 10, 2013, number 2,023 of the filing system registered on Company Sheet M-6113, entry 763; (iv) deed dated September 13, 2017, number 1,915 of the filing system, registered on Company Sheet M-6113, entry 816. The terms of these powers of attorney are as follows:

Jointly with another authorised signee from Group B or from I Group A, up to a limit of 30,000.000 C, except for power of attorney 12, which can be jointly executed for any amount with another I authorised signee from Group B or from Group C.

Jointly with another authorised signee from Group C up to a limit of 20,000,000 euros.

The aforementioned powers (be they joint and several, joint) cannot be exercised in one or more of the following circumstances exist, which are considered LIMITATIONS on the powers delegated here:

I. Making investments or transactions of any type that, due to their high amount or special characteristics, represent a strategic or special fiscal risk for the Company.

II. Creation or acquisition of shares in special purpose vehicles or entities resident in jurisdictions considered tax havens, and any other transactions or operations of a similar type that, by their nature, might impair the transparency of the Company or the Group.

III. Performing transactions that the Company or the companies perform with the members of the Board of Directors under the terms set forth in Articles 229 and 230 of the Corporate Enterprise Act, or with shareholders who, individually or jointly with others, hold a significant stake, including shareholders represented on the Company's Board of Directors or the boards of other companies belonging to the same group or with persons associated with them.

However, this limitation will not be applicable in one of the following two cases:

A) When, in the opinion of the legal representative, there are urgent circumstances that require the transaction or make it advisable; or

B) When the transactions simultaneously meet the following three characteristics:

1st They are governed by standard form contracts applied on an across-the-board basis to a large number of customers.

2nd They go through at market. generally set by the person supplying the goods or services.

3rd Their amount does not exceed 1% of the Company's annual revenue.

IV. Carry out any action that, in accordance with the Corporate Enterprises Act, is a non-delegable power either of the Board of the Company or of the Board of Directors of the Company.

B) Jointly.

1. Enter into all types of banking arrangements including: factoring, leasing, lease financing, reverse factoring and any other similar banking arrangements with any Spanish or foreign bank, including the Bank of Spain and the branches thereof, the European Investment Bank, the Spanish Official Credit Institute, registered savings banks, savings banks, post office savings banks, the Confederation of Spanish Savings Banks, the General Deposit Fund or any other similar Spanish or foreign trading, transfer, exchange or credit institution.
2. Open, monitor, cancel or drawn down from ordinary current accounts or credit, sight or fixed-term deposit accounts, secured through a security interest, personal guarantee, pledged securities or trade notes, with or without a guarantee.
3. With regard to ordinary current accounts or credit, sight or fixed-term deposit accounts opened on behalf of the Company, write personal cheques, issue bank drafts, issue bank cheques, perform bank transfers or use any other accepted payment system or mechanism; pay in or withdraw voluntary or required amounts and deposits of cash or securities, signing any documentation required to perform such transactions.
4. Issue, cash, accept, endorse, receive, sign, intervene, challenge, pay and negotiate any type of bills of exchange, letters of credit, non-credit or credit facilities, promissory notes, cheques and other bank bills, commercial bills, bank giros or bills of exchange.
5. Obtain and award loans or credits, with or without collateral or personal guarantees, including the pledging of securities, and arrange subsequent renewals, amendments and subrogations. Acquire and extend credits.
6. Request, cancel and withdrawn personal and collateral-backed sureties, guarantees and payment bonds.
7. Enter into discounting arrangements for promissory notes issued by the company with banks and financial institutions authorised to perform discounting, and enter into a loan or other financing arrangements represented by promissory notes with these entities; contract agency services to facilitate such financing arrangements.
8. Buy and sell shares, debentures, bonds, stakes and any other type of security or instrument, and collect any yield from these.
9. Pay in bearer cheques paid to the Company, signing the reverse, for the sole purpose of paying them into the current accounts held with the Bank of Spain, and other banks, credit institutions and savings banks.
10. Arrange transfers between current and credit accounts or loan accounts set up in the Company's name through bank transfers, bank cheques or any other accepted payment system or mechanism in all types of banks, including the Bank of Spain, savings banks and other credit institutions, both Spanish and foreign.

11. Award and accept loans to/from subsidiaries and affiliates and the parent company.
12. Make payments to settle invoices for gas purchases and settle taxes by personal cheque, bank giro or transfer, bank cheque or any other accepted payment system or mechanism from ordinary current accounts and credit, sight or fixed-term deposit accounts opened by the Company, to which end any type of document may be signed.
13. Sign any public or private documents that may be necessary in order to jointly exercise the powers granted hereunder as effectively as possible.

#### **EXPLANATORY NOTE ON SECTION C.1.10.-**

The Director Mr Marcelino Oreja Arburúa also holds the position of Director of MIBGAS Derivatives, S.A., a company that is not part of the Enagás Group and in which Enagás S.A. holds a 19.4% stake.

The Director Mr Marcelino Oreja Arburúa also holds the position of Director of Tallgrass Energy G.P., a company that is not part of the Enagás Group and in which Enagás S.A. holds a 30.2% indirect stake.

#### **EXPLANATORY NOTE ON SECTION C.1.11.-**

SEPI has representation on the Board of Directors of the listed company EBRO FOODS, S.A. through ALYCESA (a 91.96%-owned subsidiary of SEPI).

#### **EXPLANATORY NOTE ON SECTION C.1.14.-**

During financial year 2021, the total remuneration of the senior Management of the Company amounted to 5,576 thousands of euros. This includes the remuneration received by the Director of Internal Audit (Ms Rosa Sánchez Bravo).

#### **EXPLANATORY NOTE ON SECTION C.1.15.-**

*(continued):*

##### ❖ Amendment to Article 8 (“Appointment of Directors”)

Paragraph 2 of this article states that “only legal persons belonging to the public sector may be appointed as Board Members and access the Board in representation of a part of the share capital”, in accordance with the provisions of the twelfth additional provision of Law 5/2021.

##### ❖ Amendment to Article 13 (“Duties of the Director”)

Section a) (“General duty of diligence”) is completed with the provision “They must in all cases subordinate their own interests to the interests of the Company”, contained in Article 225.1 LSC, as amended by Law 5/2021.

Likewise, drafting clarifications are included in sections b) (“Duty of loyalty”) and d) (“Persons related to the Directors”) to coordinate the conflict of interest regime with Article 36 of the Company’s Articles of Association. In particular:

- It is expressly introduced that the Board of Directors is responsible for setting the “individual” remuneration of the Directors for the performance of executive duties, subject to a report from the Sustainability, Appointments, and Remuneration Committee, in accordance with article 529 octodécies.3 LSC, as amended by Law 5/2021.
- The obligation for the Sustainability, Appointments and, Remuneration Committee to previously report to the Board on the individual determination of the remuneration of the Directors in their capacity as such, in accordance with the provisions of article 529 septdécies.3 LSC, is added.
- With respect to the remuneration policy, the provisions relating to its content, approval, validity and publicity regime are modified, in accordance with article 529 novodécies LSC.
- Section 2 of Article 16 is adapted to the new wording of Article 529 novodécies.7.b) LSC, establishing that, in the event that the Annual Directors’ Remuneration Report is rejected by the Shareholders’ Meeting, the Company may only continue to apply the policy in force on the date of the Shareholders’ Meeting until the next Ordinary Shareholders’ Meeting.
- Lastly, the paragraph “except for any remuneration expressly approved by the General Shareholders’ Meeting” in the last paragraph of Article 16.2 of the Regulations is eliminated, since, in accordance with the new legal regime, the General Shareholders’ Meeting cannot approve remuneration outside the remuneration policy and, therefore, any remuneration outside or different from that provided for in the policy will require an amendment to the policy.

❖ Amendment of Article 19 bis (“Contracts of Executive Directors”)

A technical precision is incorporated, eliminating “if applicable” with regard to the remuneration policy, since it is mandatory for listed companies to have this policy, in accordance with the provisions of article 529 novodécies LSC.

❖ Amendment of Article 25 (“The Sustainability, Appointments, and Remuneration Committee”) A new section is included within the competencies related to the remuneration of the Board Members and Senior Management, including the functions of the Committee to report to the Board of Directors on (i) the individual determination of the remuneration of each Director in their capacity as such; and (ii) the individual determination of the remuneration of each Director for the performance of the executive duties attributed to him/her; in accordance with the provisions of the new wording of articles 529 septdécies.3 and 529 octodécies.3 LSC, respectively.

❖ Amendment to Article 26 (“The Audit and Compliance Committee”)

The functions of the Committee are completed, on the one hand, in letter c) of section 3, with respect to the power to report to the Board of Directors in advance on the

financial information and the directors' report, which shall include the mandatory non-financial information, in accordance with the new article 529 quaterdecies.4.h).1 LSC; and, on the other hand, in letter e), with respect to related-party transactions, in accordance with article 529 quaterdecies.4.g) LSC.

❖ Amendment to Article 27 ("Relations with Shareholders")

In paragraph 6, a drafting clarification is included, replacing "LSC" with "Corporate Enterprises Act".

❖ Amendment to Article 28 ("Relations with the markets")

The reference to quarterly financial reporting in section 2 is deleted, since it is no longer mandatory following the suppression by Law 5/2021 of Article 120 of the Securities Market Act, which is no longer in force, without prejudice to the fact that the Company may continue to prepare quarterly reports on a voluntary basis.

## **EXPLANATORY NOTE ON SECTION C.1.16.-**

### **DURATION IN CHARGE AND CO-OPTION:**

Article 10 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors stipulates that Directors may hold office for a period of four years, and may be re-elected for similar periods. Directors appointed by co-option will perform their duties until the date of the first General Meeting, or until the date of the following meeting, if the vacancy arises after the General Meeting has been convened and before it is held.

### **RE-ELECTION OF DIRECTORS:**

Article 11 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors stipulates that the Sustainability, Appointments and Remuneration Committee, responsible for evaluating the quality of work and dedication to their offices of the Directors proposed during the previous term of office, shall provide the information required to assess proposals for re-election of non-Independent Directors presented by the Board of Directors to the General Meeting and proposals for the re-election of Independent Directors.

Proposals for re-election shall always be accompanied by a report from the Board justifying the competencies, experience and merits of the candidate. This report shall be attached to the minutes of the General Meeting or of the Board.

As a general rule, appropriate rotation of Independent Directors should be ensured. For this reason, when an Independent Director is proposed for re-election, the circumstances making this Director's continuity in the post advisable must be justified.

## REMOVAL:

Directors shall leave their post after the first General Meeting following the end of their term of appointment and in all other cases in accordance with the law, the Articles of Association and these Regulations (Article 12.1 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors).

The Board of Directors shall not propose the removal of Independent Directors before the expiry of their tenure as established on the Articles of Association, except where just cause is found by the Board, based on a report from the Sustainability, Appointments and Remuneration Committee. In particular, it shall be understood that there is just cause when the Director takes on new offices or assumes new obligations that prevent them from devoting the time necessary to perform the duties of the office of Director, breaches the duties inherent to their position or is affected by one of the circumstances that cause them to lose their independent status in accordance with the provisions of applicable legislation (Art. 12.3 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors).

## **EXPLANATORY NOTE ON SECTION C.1.30.-**

### In relation to the financial year 2021:

Enagás' Audit Committee, in accordance with section 4.e) of the Corporate Enterprises Act, has established the appropriate relations with the Accounts Auditor, in order to receive all the information necessary to assess its independence, as well as to evaluate the process of carrying out the audit of the accounts. The External Auditor has not informed Enagás of any issue concerning lack of independence. In turn, the Accounts Auditor appeared before the Board of Directors on the occasion of the approval of the six-monthly interim Financial Statements and of the preparation of the Annual Accounts. The External Auditor did not inform of any issue concerning lack of independence.

Likewise, the Internal Audit Department submitted each and every one of the services provided by the auditor of Enagás, S.A. and its tax consolidation group during the financial year 2021 to the Audit and Compliance Committee, in its different meetings, for its approval:

- On February 22, 2021, the Internal Audit Department submitted the amount of fees to be received for those recurrent services that Ernst & Young will provide to Enagás, S.A. and its tax consolidation group during financial year 2021 to the Audit and Compliance Committee for its approval.
- On April 15, 2021, the Internal Audit Department submitted fees for additional services that had to be undertaken by the External Auditor for the Committee's approval. These were fees which were not known at the beginning of the year, plus certain minor variations arising from an increase in fees due to the advance of the deadline for the provision of a recurring service.

- In all the Committee meetings held in 2021, the Audit Department's activity report included the total fees for services commissioned from the external auditor which were approved during the year, plus a preliminary report on the ratio of non-audit services, to submit it for its approval.

The Auditor also informed the Audit and Compliance Committee at its various sessions in 2021 about independence issues:

- At the meeting of the Audit and Compliance Committee on February 22, 2021, the External Auditor presented its conclusions on the audit of the annual accounts of Enagás, S.A. and its consolidation group at December 31, 2020, and submitted the Letter of Independence to the Audit and Compliance Committee.
- At the meeting of the Audit and Compliance Committee on April 15, 2021, the External Auditor presented the Auditor's Independence Report in relation to the separate annual accounts of Enagás Financiaciones, S.A.U. for the year ended December 31, 2020, given its status as a Public Interest Entity and in accordance with applicable auditing standards.
- At the meeting of the Audit and Compliance Committee held on July 26, 2021, the external auditor presented in the limited review report of the Interim Condensed Consolidated Financial Statements of Enagás and its Subsidiaries as of June 30, 2021, its compliance with the independence requirements, identifying no circumstances that could pose a threat.
- At the meeting of the Audit and Compliance Committee held on October 21, 2021, the external auditor, in the presentation of the conclusions of the limited review of the third quarter, expressed compliance with the independence requirements and did not identify any circumstances that could pose a threat.
- At the meeting of the Audit and Compliance Committee on December 20, 2021, the external auditor, in the presentation of the preliminary conclusions on the closing of financial year 2021, expressed how it had complied with ethical and independence regulations, with regulations applicable to the audit of annual accounts in Spain, and with procedures implemented by Ernst & Young, aimed at identifying and assessing any threats that may arise from circumstances related to audited companies, including incompatibility problems and, where appropriate, applying necessary safeguards measures. Finally, in relation to the annual accounts of Enagás, S.A. and its consolidated group, he stated that all audit and non-audit services to be performed are subject to presentation to and pre-approval by the Audit and Compliance Committee.

- On February 14, 2022, the External Auditor sent the Committee a written confirmation of its independence in connection with the audit of the accounts for the financial year 2021, stating that:

“The team in charge of the audit and the Auditing Company, with the extensions that apply to them, have complied with the independence requirements applicable under audit regulations in force in Spain.”

They conclude by stating “...No circumstances have been identified that, either individually or as a whole, could prove a significant threat to our independence and would require the application of safeguards or could prove to be causes of incompatibility.”

Lastly, the Audit and Compliance Committee of Enagás, S.A. and its subsidiaries, pursuant to the provisions of article 529 quaterdecies 4.f) of the Corporate Enterprises Act, issued its report on the independence of the auditor of Enagás S.A. and its subsidiaries during the financial year 2021 on February 14, 2022, prior to issuing the audit report. This report expresses an opinion on the independence of the accounts auditors, and contains a reasoned assessment of the provision of each and every one of the services rendered by the External Auditor, assuring that these do not impair its independence, under prevailing law and regulations for the auditing of accounts.

This report was duly published on the Company's website, in accordance with recommendation 6. A) of the Good Governance Code of Listed Companies.

With regard to the **mechanisms introduced to preserve the independence of financial analysts, investment banks and ratings agencies**, we should mention that Enagás regulates the framework for its relations with shareholders, analysts, investors, proxy advisers and other stakeholders through its Policy on Communication of information, contacts and involvement with shareholders, institutional investors, proxy advisers and other Enagás stakeholders, approved by the Board of Directors. Specifically, this policy, in line with the principles of good governance and corporate values, is developed through general principles of action such as: transparency and truthfulness of the information, continuity, accessibility and immediacy, the implementation of a general communication strategy for financial, non-financial and corporate information, promoting the trust of shareholders, protecting their rights and promoting their participation, equal treatment and non-discrimination and compliance with current legislation and the Enagás Corporate Governance System and the assumption and updating of the good governance recommendations, principles and best practices, etc.

In line with Enagás' Corporate Governance System, the Board of Directors has put in place systems allowing for regular information exchange with shareholders on topics such as investment strategy, assessment of performance figures, the



composition of the Board of Directors and management efficiency. Under no circumstances can this information create situations of privilege or attribute special advantages with regard to the other shareholders. In addition, within the scope of its activities the Finance Department provides investment banks with the information they need.

To this end, Enagás has an Investor Relations Area, to permanently deal with enquiries or suggestions from analysts and institutional investors, professionals or qualified persons, rating agencies, bondholders, as well as those from socially responsible investors (SRI), by providing a telephone number and email address for this purpose.

Enagás' shareholders, institutional investors, analysts and other stakeholders can access complete and updated information through the following communication channels: the Investor Relations Department, the Communication and Public Affairs Office, the Shareholder Information Office, Enagás' corporate website ([www.enagas.es](http://www.enagas.es)), social media, General Shareholders' Meeting, and road shows.

As stipulated in article 5 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors of Enagás, the Board shall adopt and execute all acts and measures required to ensure transparency of the company with regard to the financial markets, uphold the proper formation of prices for the company's and its subsidiaries' shares, and perform all functions attending the company's status as a listed company pursuant to current laws and regulations.

Finally, Article 8 of the Regulations of the Audit and Compliance Committee of Enagás, in relation to Corporate Governance, Internal Codes and Regulatory Compliance establishes that this Committee is responsible for supervising compliance with the rules of corporate governance and the Internal Codes of Conduct, ensuring that the corporate culture is in line with its purpose and values and, in particular, with the Internal Code of Conduct on matters relating to the Securities Markets in force at any given time and these Regulations, and for making the necessary proposals for their improvement. In fulfilling this duty, the Audit and Compliance Committee liaises with the Sustainability, Appointments and Remuneration Committee in considering Company Directors' and managers' compliance with the Code.

It also assists with drafting the Annual Corporate Governance Report, especially in areas concerning transparency of information and conflicts of interests.

#### **EXPLANATORY NOTE ON SECTION C.1.32.-**

As disclosed in note 4.6 c) to the Annual Accounts, Law 22/2015 on the Audit of Accounts establishes that non-audit services provided by the auditor must be less than 70% of the average fees paid for audit services for four consecutive years. The amount of non-audit services rendered by the auditor of accounts (Ernst &

Young, S.L.) amounts to 33% of the audit service fees invoiced during 2021 (26% for the Group).

### **EXPLANATORY NOTE ON SECTION C.1.39**

In accordance with Article 529 octodecies of Corporate Enterprises Act, the Board is informed of the main terms and conditions of Director's contracts in the Remuneration Policy and Remuneration Report that is submitted to the Board every year.

### **EXPLANATORY NOTE ON SECTION C.2.1.-**

#### **AUDIT AND COMPLIANCE COMMITTEE** *(continued)*:

The duties and responsibilities of the Audit and Compliance Committee are:

- (i) With regards to the financial statements and other accounting information**
- a) Overseeing and assessing the preparation and presentation of financial and non-financial information on the Company and the Group, and checking compliance with regulatory requirements, the due definition of the consolidation scope and the correct application of accounting standards and, in particular, knowing, understanding and monitoring the efficiency of the Internal Control over Financial Reporting (ICFR) system.
  - b) Examining the information on activities and results of the Company which is prepared and published periodically in accordance with the prevailing regulations relating to the securities markets, seeking to ensure transparency and exactness in the information.
  - c) Reporting to the Board of Directors on recommendations or comments it deems necessary on the application of accounting criteria, internal control systems and any other relevant matter, and in particular, to present recommendations or proposals to the Board of Directors to safeguard the integrity of such financial information.
  - d) Informing the Board of Directors, prior to their preparation, on the Annual Accounts and the Management Report, which shall include the mandatory non-financial information, as well as on financial and non-financial information which the Company must periodically disclose.
  - e) Ensure that the Annual Accounts presented by the Board of Directors to the General Shareholders' Meeting are prepared in accordance with accounting regulations. In those cases where the auditor has included any qualification in its audit report, the Chairman of the Committee should clearly explain the opinion of the Audit and Compliance Committee at the General Shareholders' Meeting in terms of its content and scope. A summary of this opinion will be

made available to the shareholders at the time of publication of the notice of the meeting, along with other Board proposals and reports.

- f) The Board of Directors must properly explain any departure from the Audit and Compliance Committee's prior Report in the Annual Accounts finally authorised for issue.
- g) Assessing any proposals made by senior managers regarding changes in accounting practices.

### **(ii) Competencies relating to legality**

- a) Reporting to the Board of Directors prior to it approving the creation or acquisition of shares in special purpose vehicles and/or entities resident in jurisdictions considered tax havens, and any other transactions or operations of a similar nature that, by their nature, might impair the transparency of the company or the Group.
- b) To report on related-party transactions that must be approved by the General Shareholders' Meeting or the Board of Directors under the terms provided for in Article 14 bis of the Rules and Regulations on the Board of Directors and supervise the internal procedure established by the Company for transactions whose approval has been delegated by the Board.
- c) Preparing a report on related-party transactions, for posting on the Company's website, sufficiently in advance of the Ordinary Shareholders' Meeting.
- d) Receiving and analysing information on the fiscal criteria applied by the Company during the year, particularly with regard to the degree of compliance with corporate tax policy, prior to the preparation of the Annual Accounts.

### **(iii) Competencies relating to the Internal Audit unit**

- a) Seeing to the proper operation of the internal audit as well as ensuring the independence of the unit that performs internal audit functions, which reports functionally to the Chairman of the Committee. It also ensures the smooth running of internal control and information systems submitting recommendations and proposals to the Board of Directors, with related monitoring periods, as it deems appropriate.

The head of the unit responsible for the internal audit function shall submit to the Committee its annual work plan, report directly to it on its implementation, including any incidents and limitations to the scope of its implementation, the results and the follow-up of its recommendations, and submit a report on its activities at the end of each financial year.

- b) Ensuring the unit has sufficient resources and suitably qualified personnel for optimum performance of the function.

- c) Approving the Internal Audit Plan and related work plans, and proposing the annual budget for this, ensuring that activity focuses mainly on the most significant risks facing the Company (including reputational risks).
- d) Supervising the Company's Internal Audit services, receiving regular information on its activities and verifying that senior management takes its conclusions and recommendations into account.
- e) Making proposals to the Board of Directors on the selection, appointment and removal of the head of Internal Audit.
- f) Assessing annually the functioning of the internal audit unit and the performance of their duties by its head, for which purpose the opinion of the executive management will be sought.

**(iv) Competencies relating to the relationship with the external auditor**

■ With regards to the **appointment, re-election and replacement of the accounts auditor**:

- a) Taking responsibility for the selection process, pursuant to applicable legislation, and, for this purpose it shall:

1°. define the procedure for selecting the auditor;

2°. issue a reasoned proposal containing at least two alternatives for the selection of the auditor, except in the case of re-election.

- b) Report on the remuneration of the external auditors and other contract conditions.
- c) Propose the selection, appointment, re-election or replacement of the external auditors of the Enagás Group to the Board of Directors for presentation at the General Shareholders' meeting.
- d) As applicable, ensure that the Company notifies any change of external auditor to the CNMV, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for the same.

■ With regard to the **independence of the external auditors and absence of causes for prohibition and incompatibility**:

- a) Regularly gather information from the external auditor on the auditing plan and its implementation, in addition to preserving their independence in the exercise of their duties.
- b) Liaise with the external auditors to obtain information on any issues that could compromise the latter's independence. Specifically, the discrepancies that may arise between the auditor of accounts and Company management for review by the Committee, and any other discrepancies relating to the audit process, as well as the possible safeguard measures to

be adopted, discussing the significant weaknesses detected in internal control with the auditor of accounts, and never jeopardising the independence of the audit in order to be able to conclude on the level of confidence and reliability of the system.

- c) Receive those other communications provided for in audit legislation and audit standards.
  - d) Proceed with the authorisation of services other than those prohibited, in accordance with prevailing regulations.
  - e) Ensure that the Company and the External Auditor adhere to current regulations on the provision of non-audit services, limits on the concentration of the auditor's business and, in general, other requirements concerning auditor independence.
  - f) Ensure that the fees of the external auditor do not threaten their quality and independence, and are not based on any form of contingency, as well as establish an indicative limit on the fees that the auditor may receive annually for non-audit services.
  - g) In the event of resignation of the Accounts Auditor, the Committee should investigate the issues giving rise to the resignation.
  - h) Receive the annual statement from the external auditors on their independence with respect to the Enagás Group (included in the delivery of the supplementary report) or entities directly or indirectly related to it, in addition to detailed and individual information on additional services of any kind rendered to these entities by the external auditor or by persons or entities related to it, in conformity with audit regulations.
  - i) Issue an annual report, prior to the issue of the audit report, giving an opinion on whether the independence of the auditors is compromised. This report shall include in all cases a reasoned assessment of each additional service rendered, as referred to in the previous section, that could compromise the independence of the Accounts Auditor, considered separately and in their totality, other than statutory audits and how they relate to the requirement of independence or to the audit regulations and shall be published on the website of the Company sufficiently in advance of the date of the Ordinary General Shareholders' Meeting.
  - j) Establish a maximum term of auditor engagement, ensuring a gradual rotation with the main audit partners.
- With regard to **audit reports**:
- a) Review the content of audits, limited review reports of interim financial statements and other required reports of statutory auditors prior to their issue in order to prevent qualifications.

- b) Supervise the responses of senior management to its recommendations, mediating and arbitrating in the event of any disagreement with regard to the principles and criteria applicable to the preparation of the financial statements.
- c) Foster and ensure that the external auditor who audits the individual and/or consolidated Annual Accounts takes full responsibility for the audit report issued, even when other external auditors audit the annual accounts of affiliates.
- d) Report to the General Shareholders' Meeting on the audit results, explaining that this process contributes to the reliability of the financial information, and on the role performed by the Committee in this process.
- e) Ensure that the external auditors have a yearly meeting with the Board of Directors in full to inform them of the work undertaken and developments in the Company's risk and accounting positions.
- f) Make a final assessment of the external auditors' performance and how they have contributed to the quality of the audit and the integrity of the financial reporting.

**(v) Competencies relating to the Company's risk control and management function**

- a) Overseeing and assessing the effectiveness of the control and management systems for financial and non-financial risks relating to the Company and its Group, including operational, technological, legal, social, environmental, political and reputational risks or corruption and anti-bribery risks, so that any such risks are adequately mitigated within the framework of the Company's internal policy. Submitting recommendations or proposals to the Board of Directors to improve these systems along with the corresponding deadline for dealing with them.
- b) In particular, the company shall have a risk control and management unit, supervised by the Audit and Compliance Committee, which shall, among other functions, ensure the proper functioning of the risk control and management systems and, in particular, identify, manage and adequately quantify all material risks affecting the company; actively participate in the development of the risk strategy and major decisions on its management; and ensure that the risk control and management systems adequately mitigate risk under the policy defined by the Board of Directors, and ensure that they are effectively implemented in practice.
- c) Assessing the Company's risks and examine the analyses of risks that affect the business, which are set out in the internal risk policies. This periodic information is prepared in accordance with internal rules, including the

identification, measurement and establishment of management measures for the key risks affecting the Company.

- d) Reporting to the Board of Directors on any risks uncovered, with an assessment thereof, and any key issues concerning risks. In particular, reassessing, at least annually, the list of the most significant financial and non-financial risks and assess their tolerance level, proposing their adjustment to the Board, if necessary.
- e) Holding at least one meeting annually with the senior managers of the business units in which they explain business trends and the related risks.

**(vi) In relation to Corporate Governance, Internal Codes and Compliance**

- a) Reporting in advance to the Board of Directors on structural and corporate changes that the Company plans to carry out, their economic conditions and their accounting impact and, in particular, where appropriate, the proposed exchange ratio.
- b) Overseeing compliance with corporate governance rules and with the Internal Codes of Conduct, ensuring that the corporate culture is aligned with its purpose and values, and, in particular, with the Internal Code of Conduct in matters relating to the Securities Markets in force at any given time and with these Regulations, and making the necessary proposals to improve them. In fulfilling this duty, the Audit and Compliance Committee liaises with the Sustainability, Appointments and Remuneration Committee in considering Company Directors' and managers' compliance with the Code.
- c) Overseeing a mechanism that allows employees and other persons related to the Company, such as directors, shareholders, suppliers, contractors or subcontractors to report potentially significant irregularities, including financial and accounting irregularities, or irregularities of any other nature, concerning the Company and which may come to light within the Company or its Group. These mechanisms must guarantee confidentiality and, invariably, cover situations where cases may be reported anonymously, respecting the rights of the whistleblower and the accused, providing regular information about how the mechanisms function, being able to propose appropriate actions to improve them and reduce the risk of irregularities in the future, always observing prevailing data protection regulations and the basic rights of the parties concerned.
- d) Preparing an Annual Activity Report of the Audit and Compliance Committee, which will form part of the corporate governance report, and which will be published on the Company's website sufficiently in advance of the Ordinary General Meeting.
- e) Assisting with drafting the Annual Corporate Governance Report, especially in areas concerning information transparency and conflicts of interests.

### **(vii) Competencies relating to the compliance function**

- a) Ensuring the independence of the compliance unit.
- b) Ensuring that the compliance unit performs its mission and competences with regard to regulatory compliance and the prevention and correction of behaviour that is illegal or fraudulent or otherwise breaches the Enagás Group Code of Ethics.
- c) Ensuring that the compliance unit has the human and material resources needed for optimum performance of its functions.
- d) Providing information and putting forward proposals to the Board of Directors regarding the selection, appointment, reappointment and dismissal of the head of Compliance.

### **(viii) In relation to shareholders**

- a) Providing information on issues within the scope of its duties at the General Meeting.

## **SUSTAINABILITY, APPOINTMENTS AND REMUNERATION COMMITTEE**

*(continued):*

The duties and responsibilities of the Sustainability, Appointments and Remuneration Committee are:

### **(i) Powers relating to the composition of the Board**

- a) To evaluate the competencies, knowledge and experience required on the Board of Directors. To this end, it shall determine the functions and capacities required of the candidates to fill each vacancy, and evaluate the precise amount of time and degree of dedication necessary for them to effectively perform their duties, while ensuring that Non-Executive Directors have sufficient time available to properly perform their functions, in accordance with the Board Diversity and Director Selection Policy.

The Committee will draw up and regularly update a matrix with the necessary competences of the Board and which defines the skills and knowledge of the candidates for Directors, in particular executive and independent Directors.

- b) Reviewing the structure of the Board of Directors, as well as the criteria that must be reported, the statutory renewal of Directors, the incorporation of new members, guaranteeing that their access to the



Board does not affect the Company's status as transmission grid operator, in accordance with the provisions of the applicable regulations on hydrocarbons. Likewise, any other aspect related to its composition that it considers appropriate will be reviewed, making the necessary proposals to the Board of Directors.

- c) Establishing a representation objective for the underrepresented gender on the Board of Directors and to draw up guidelines on how to achieve this objective, also proposing to the Board of Directors the policy of diversity of directors, based on the criteria of age, disability, training, professional experience and gender, among others.
- d) Reviewing periodically the category of the Directors.

**(ii) Powers relating to the selection of Directors and Senior Managers**

- a) To forward to the Board of Directors proposed appointments of Independent Directors for them to be designated by co-option or subject to the decision of the General Shareholders' Meeting, as well as on proposals for their re-election or removal by the General Shareholders' Meeting.
- b) To report proposed appointments of the remaining Directors for them to be designated by co-option or subject to the decision of the General Shareholders' Meeting, as well as on proposals for their re-election or removal by the General Shareholders' Meeting.
- c) To report to the Board of Directors concerning proposals for the removal of Directors when situations arise that affect them and which may compromise the good name and reputation of the Company, according to prevailing laws or the internal regulations of the Company.
- d) The Committee shall verify on an annual basis compliance with the Board Diversity and Director Selection Policy approved by the Board of Directors.
- e) To report on proposals for the appointment and removal of Senior Managers.
- f) To submit proposals to the Board of Directors regarding the Company's organisational structure and the creation of Senior Management positions that it considers necessary for better and more efficient management of the Company, as well as the guidelines regarding the appointment, career selection, promotion and dismissal of Senior Management, to ensure the Company has, at all times, highly qualified personnel suitable for the management of its activities.

**(iii) Powers relating to the offices of the Board**

- a) To report on the appointment of the Chairman and Vice Chairman of the Board of Directors.
- b) To report on the appointment and dismissal of the Secretary and Vice

Secretary of the Board of Directors.

- c) To propose the appointment of the Independent Leading Director.
- d) To examine and organise the succession of the Board of Director's Chairperson and the Company's CEO and, if appropriate, to make proposals to the Board to ensure the succession is smooth and well planned, drawing up and regularly reviewing a succession plan to that effect.

**(iv) Powers relating to the remuneration of Directors and Senior Managers**

- a) To propose to the Board of Directors the remuneration policy for Directors and Senior Managers, verifying that this is observed. To this end, the committee will periodically review the remuneration policy for Directors and Senior Management and ensure that their individual remuneration is proportional to that paid to the other Directors and Senior Management of the Company.
- b) To propose to the Board of Directors the individual remuneration and other contractual conditions of the Executive Directors, verifying that they are consistent with the remuneration policies in force.
- c) To propose to the Board of Directors the basic conditions of the Senior Management contracts, verifying that they are consistent with the remuneration policies in force.
- d) To verify information on remuneration of Directors and senior managers contained in the various corporate documents, including the Annual Report on Directors' Remuneration.

**(v) Competencies relating to the corporate governance of the Company and corporate social responsibility**

- a) To report to the Board on general policy concerning Sustainability and Good Corporate Governance, ensuring the adoption and effective application of best practices, both those which are compulsory and those that are in line with generally accepted recommendations. To this end, the Committee shall be responsible for the following functions:
  - (i) To submit to the Board the initiatives and proposals it deems appropriate and provide information on proposals submitted to the Board and information the Company releases to shareholders annually regarding these issues.
  - (ii) Assess and periodically review the Company's corporate governance system and the Company's environmental and social policy to ensure that they fulfil their mission of promoting the corporate interest and take into account, as appropriate, the legitimate interests of other stakeholders.

- (iii) Oversee the application of the general policy for reporting economic-financial, non-financial and corporate information, reporting to shareholders and investors, proxy advisers and other stakeholders. Oversight of the way in which the Company communicates with and relates to small and medium sized shareholders.
- (iv) See to it that the Company's practices in environmental and social matters are aligned with the set strategy and policies.
- (v) To oversee and assess the processes of liaising with different stakeholders.

In particular, the Committee shall ensure that sustainability policies in environmental and social matters identify at least:

- Principles, commitments and targets in matters relative to shareholders, employees, customers, suppliers, social welfare issues, the environment, diversity, fiscal responsibility, respect for human rights and the prevention of illegal conducts.
  - Methods or systems for monitoring compliance with policies, associated risks and their management.
  - Mechanisms for monitoring non-financial risk, including those related to ethics and business conduct.
  - Channels for stakeholder engagement, participation and dialogue.
  - Responsible communication practices that prevent the manipulation of information and protect the Company's honour and integrity.
- 
- b) To report to the Board of Directors on measures to be taken in the event of breach of these Board Regulations or the Internal Code of Conduct on matters relating to the securities markets on the part of Directors or other persons subject to those rules. In performing this duty, the Sustainability, Appointments and Remuneration Committee shall work in coordination with the Audit and Compliance Committee wherever appropriate.
  - c) To prepare an Annual Report on the activities of the Sustainability, Appointments and Remuneration Committee, which shall be published on the Company's website sufficiently in advance of the Ordinary General Shareholders' Meeting.
  - d) To ensure that any conflicts of interest do not impair the independence

of external advisers to the Committee in connection with the performance of its duties.

**(vi) Other competencies**

- a) To spearhead, where appropriate, together with the Independent Leading Director, the annual evaluation of the performance of the Board and its Committees, and to provide the Board with the results of its assessment together with a proposal for an action plan or with recommendations to correct possible deficiencies detected or to improve performance.
- b) To design and organise regular programmes to update Directors' knowledge.

**EXPLANATORY NOTE ON SECTION D.5.-**

The criteria used by Enagás for reporting information on significant operations carried out by the Company with other entities in the same group is as follows:

1. Significant operations with other entities in the Group shall be reported provided that they are not eliminated in the consolidation process.
2. Of the operations that are not eliminated in the consolidation process, a report shall be made of those that do not simultaneously meet the following three conditions:
  - a. Their amount does not exceed 1% of the company's annual revenues.
  - b. They are part of the company's ordinary traffic, with ordinary traffic understood to mean those activities related to transmission, storage and regasification.
  - c. They are carried out at prices or rated under normal market conditions.

**EXPLANATORY NOTE ON SECTION D.6.-**

*(continued):*

In addition, and pursuant to article 14 bis of the Rules and Regulations of the Organisation and Functioning of the Board of Directors the Company must adopt the following measures concerning transactions carried out with related parties:

*"...2. The Audit and Compliance Committee shall issue a report prior to the approval of a Related-Party Transaction by the General Shareholders' Meeting or by the Board of Directors. In this report, the Committee must assess whether the transaction is fair and reasonable from the point of view of the Company and, if applicable, of the shareholders other than the related party, and give an account of the assumptions on which the assessment is based and the methods used.*

*The members of the Audit and Compliance Committee affected by the Related-Party Transaction may not participate in the preparation of the report.*

*This report shall not be mandatory in connection with the execution of Related-Party Transactions whose approval has been delegated by the Board of Directors in the cases legally permitted and provided for in these Regulations.*

*3. In those cases in which, in accordance with the provisions of section 3 of this article, the Board of Directors delegates the approval of Related-Party Transactions, the Board of Directors itself shall establish an internal reporting and periodic control procedure to verify the fairness and transparency of these transactions and, if applicable, compliance with the applicable legal criteria.*

*4. In relation to Related-Party Transactions whose approval corresponds to the General Shareholders' Meeting, the proposed approval resolution adopted by the Board of Directors shall be submitted to the General Shareholders' Meeting with the indication of whether it has been approved by the Board of Directors with or without the vote against of the majority of the Independent Directors.*

*5. The Board of Directors shall ensure public disclosure of the performance of Related-Party Transactions entered into by the Company or companies of its Group, the amount of which reaches or exceeds either 5% of total assets or 2.5% of the annual amount of the Company's turnover.*

*To this end, an announcement, with the legally stipulated content, must be published in an easily accessible place on the Company's website and, in turn, it must be communicated to the National Securities Market Commission. The announcement shall be published and notified, at the latest, at the time the Related-Party Transaction is entered into and shall be accompanied by the issued report, if applicable, by the Audit and Compliance Committee.*

*Likewise, Related-Party Transactions shall be reported in the Annual Corporate Governance Report and in the periodic public information under the terms set forth in the applicable regulations..."*

With regard to possible conflicts of interest, all those described as being subject to this Internal Code of Conduct must:

- Notify the Board of Directors, through the Secretary, of any possible conflicts of interest to which they may be subject due to family relationships, their personal assets and liabilities or any other reason. Communications must be made within fifteen (15) days and, in any case, before the decision that may be affected by the potential conflict of interest is taken.
- Keep the information updated, taking into account any modification or cessation of previously reported situations as well as the emergence of new conflicts of interest.
- Refrain from participating in any decision-making process that may be affected by such a conflict of interest with the Company.

The Audit and Compliance Committee is the body responsible for regulating and resolving any conflicts of interest that may arise and, pursuant to Article 26 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors, is assigned the following duties:

*3.e.) Reporting on Related-Party Transactions that must be approved by the General Shareholders' Meeting or the Board of Directors under the terms provided for in Article 14 bis of these Regulations and supervise the internal procedure established by the Company for transactions whose approval has been delegated by the Board.*

*3.s) Overseeing compliance with corporate governance rules and the company's Internal Codes of Conduct, also ensuring that the corporate culture is aligned with its purpose and values.*

### **EXPLANATORY NOTE ON SECTION E.3.-**

*(continued):*

- 8) Other risks: The company is also exposed to cross-cutting risks that do not correspond to a single risk category but may be correlated with several of them, namely risks related to the three pillars of sustainability: environmental, social and governance (abbreviated as ESG). Regarding climate change risk, further details are included in the Group's management report, chapter 'Climate Action and Energy Efficiency'.
- 9) Given the dynamic nature of the business and its risks, and despite having a risk control and management system that responds to the best international recommendations and practices, it is not possible to guarantee that some risk is not identified in the risk inventory of the Company.

**APPENDIX II**

**REPORT ON THE ACTIVITIES OF THE AUDIT AND COMPLIANCE**

**COMMITTEE, 2021**

# Annual Activity Report

## Audit and Compliance Committee

14/02/2022



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## 1

# Composition, attendance and operation

On December 31, 2021, the composition of the Audit and Compliance Committee was as follows:

**CHAIRMAN**

Mr José Montilla Aguilera

**Independent**

Appointment: 2020

**MEMBER**

Ms Isabel Tocino Biscarolasaga

**Independent**

Appointment: 2014

**MEMBER**

Mr José Blanco Lopez

**Independent**

Appointment: 2020

**MEMBER**

Ms Natalia Fabra Portela

**Independent**

Appointment: 2021

**MEMBER**

Ms María Teresa Arcos Sánchez

**Independent**

Appointment: 2021

**MEMBER**

Sociedad Estatal  
de Participaciones  
Industriales (SEPI),  
represented by  
its Vice President

Mr Bartolomé  
Lora Toro

**Proprietary**

Appointment: 2008

**SECRETARY**

Mr Rafael Piqueras Bautista

During 2021, the following changes have taken place in the composition of the Audit and Compliance Committee, which were approved by the Board of Directors.

- Appointment of the independent Director Mr Jose Montilla Aguilera as Chairman, replacing Ms Isabel Tocino Biscarolasaga, who stepped down as Chairwoman of the Committee as the maximum period allowed under Spanish law had elapsed.
- Resignation of the Board Members Mr Martí Parellada Sabata, Ms Rosa Rodríguez Díaz and Mr Luis Garcia del Río at the end of their four-year statutory term of office.
- Appointment of Ms Natalia Fabra Portela and Ms María Teresa Arcos Sánchez as independent directors, in order to fill the existing vacancies.

The Board of Directors appointed the new members of the Audit and Compliance Committee taking account of their knowledge, skills and experience in accounting, auditing and financial and non-financial risk management.

All information on the Directors, including their work experience, can be found on the [Enagás corporate website](#) .

## ATTENDANCE

Pursuant to the provisions of the Audit and Compliance Committee Regulations, the Committee held its meetings in accordance with the Annual Calendar of Activities approved by the Committee at the beginning of the year.

During 2021, eight meetings were held: four ordinary, three preparatory and one extraordinary.

These meetings were attended by all members of the Audit and Compliance Committee, except in one case at the meeting held on July 26, when the absence of one of its members was duly justified.

## COMMITTEE OPERATION

*The Committee conducted its activity in 2021 following the best practices of Corporate Governance and the recommendations of both the Good Governance Code of Listed Companies of June 2020, and the Technical Guide 3/2017 on Audit Committees in public interest entities dated June 27, 2017*

In accordance with the provisions of the corporate texts, the Audit and Compliance Committee was assisted by the Internal Audit

Director, Ms Rosa Sánchez Bravo, in her duties as advisor to the Committee.

In addition, during 2021, at the invitation of the Chairman of the Committee, the Committee requested the presence of certain Company senior managers to discuss matters within their competence in accordance with the agenda. Specifically, it was attended by the Chief Executive Officer, Mr Marcelino Oreja Arburúa and the Financial General Manager of Enagás, Mr Borja García-Alarcón Altamirano, as well as by the Sustainability and Risk Director and the Compliance Director.

Likewise, the representatives of the external auditor, Ernst & Young, S.L., attended the ordinary and preparatory meetings of the Committee.

The documentation relative to each meeting, as well as the agenda and the minutes from the previous meeting, were given to Committee members sufficiently in advance.

Ordinarily, after each Audit and Compliance Committee meeting, the Chairman of the Committee reports to the Board of Directors in a meeting held the same day, with regard to the actions taken and matters addressed in each Committee meeting.

## 2

## Audit and Compliance Committee regulation

*The Audit and Compliance Committee is governed by the provisions of applicable laws and regulations, the provisions contained in the Articles of Association, the Rules and Regulations for the Organisation and Functioning of the Board of Directors of Enagás, S.A., as well as the Regulations of the Audit and Compliance Committee, dated on December 20, 2021*

These documents are available on the website.

The main functions and tasks performed during 2021 by the Audit and Compliance Committee are summarised in the following basic categories, which are set out in detail in article 8 of the Committee Regulations:

### 2.1. ANNUAL ACCOUNTS AND OTHER FINANCIAL AND NON-FINANCIAL INFORMATION

i. Overseeing and assessing the preparation and

presentation of financial and non-financial information on the Company and the Group, and checking compliance with regulatory requirements, the due definition of the consolidation scope and the correct application of accounting standards and, in particular, understanding and monitoring the efficiency of the Internal Control over Financial Reporting (ICFR) system.

- ii. Examining the information on activities and results of the Company which is prepared and published periodically in accordance with the prevailing regulations relating to the securities markets, seeking to ensure transparency and exactness in the information.
- iii. Informing the Board of Directors of any recommendations or comments that it deems necessary on the application of accounting

criteria, internal control systems, submitting recommendations or proposals to the Board of Directors aimed at safeguarding the integrity of the financial and non-financial information.

- iv. Reporting to the Board, prior to their formulation, on the annual accounts and the management report, which shall include the mandatory non-financial information, as well as any economic-financial and non-financial information that must be made public periodically.
- v. Certifying that the Annual Accounts presented by the Board of Directors to the General Shareholders' Meeting are prepared in accordance with accounting regulations.
- vi. Assessing any proposals made by senior managers regarding changes in accounting practices.

## 2.2. EXTERNAL AUDITOR

### WITH REGARD TO THEIR INDEPENDENCE:

- i.** Regularly gather information on the auditing plan and its implementation, in addition to preserving their independence in the exercise of their duties.
- ii.** Establishing appropriate relations with the external auditor to receive information on any matters that may threaten its independence, in particular any discrepancies that may arise between the accounts auditor and Company management, for consideration by the Committee, and any others related to the process of implementation of the accounts audit, as well as any possible safeguards to be adopted.
- iii.** Proceeding with the authorisation of services other than those prohibited, in accordance with prevailing regulations.
- iv.** Ensuring that the Company and the external auditor adhere to current regulations on the provision of non-audit services, limits on the concentration of the auditor's business and, in general, other requirements concerning auditor independence.

- v.** Ensuring that the fees of the external auditor do not threaten their quality and independence, and are not based on any form of contingency, and establish an indicative limit on the fees that the auditor may receive annually for non-audit services.
- vi.** Receiving the annual statement from the external auditor on their independence with respect to the Enagás Group or entities directly or indirectly related to it, in addition to detailed and individual information on additional services of any kind rendered to these entities, and the corresponding fees received, by the external auditor or by persons or entities related to it. All of this is in accordance with the provisions of the regulations governing the accounts auditing activity.
- vii.** Issuing an annual report, prior to the issue of the audit report, giving an opinion on whether the independence of the auditors is compromised.  
This report contains a reasoned assessment of the provision of each and every one of the services rendered by the auditor, ensuring that they do not compromise the independence of the auditor, both individually and overall,

in accordance with the provisions of the regulations governing the auditing of accounts. This report will be published on the Company's website sufficiently in advance of the Ordinary General Meeting of the Company.

- viii.** Establishing a maximum duration for the audit task, guaranteeing a gradual rotation of the signing partner in accordance with the Audit Act.

### IN RELATION TO THE ACCOUNTS AUDIT PROCESS AND OTHER LIMITED REVIEWS OF INTERIM FINANCIAL STATEMENTS:

- i.** Reviewing the contents of audit reports, reports on limited review of interim financial statements and other statutory reports required of the auditors of accounts prior to their issuance, in order to prevent qualifications.
- ii.** Supervising the responses of senior management to its recommendations, and mediating and arbitrating in the event of any disagreement with regard to the principles and criteria applicable to the preparation of the financial statements.
- iii.** Fostering and ensuring that the external auditor who audits the individual and/or consolidated annual accounts takes full responsibility for

the audit report issued, even when the annual accounts of affiliates are audited by other external auditors.

- iv. Reporting to the General Shareholders' Meeting on the audit results, explaining that this process contributes to the reliability of the financial information, and on the role performed by the Committee in this process.
- v. Ensuring that the external auditor has a yearly meeting with the Board of Directors to inform them of the work undertaken and developments in the Company's risk and accounting positions.
- vi. Conducting an annual assessment of the auditor's performance and how it has contributed to the quality of the audit and the integrity of the financial reporting.

### 2.3. INTERNAL AUDIT

- i. Overseeing the proper operation of internal audit and ensuring the independence of the Company's internal audit function, ensuring the provision of sufficient resources and suitably qualified personnel for the optimum performance of its duties.

- ii. Approving the Internal Audit Plan, their related work plans and the annual budget for this, ensuring that the activity focuses mainly on the most significant risks facing the Group, including reputational risks.
- iii. Supervising the internal audit services, receiving regular information on their activities and verifying that senior management takes their conclusions and recommendations into consideration.
- iv. Annually assess the internal audit function and the performance of its functions by its manager, for which purpose it shall seek the opinion of executive management.

### 2.4. RISK CONTROL AND MANAGEMENT

- i. Overseeing and assessing the effectiveness of the control and management systems for financial and non-financial risks relating to the Company and its Group, including operational, technological, legal, social, environmental, political and reputational risks or corruption and anti-bribery risks, so that any such risks are adequately mitigated within the framework of the Company's internal policy. Submitting recommendations or proposals to

the Board of Directors to improve these systems along with the corresponding deadline for dealing with them.

- ii. Supervising the Risk Control and Management Unit, whose functions will include ensuring the proper functioning of the risk control and management systems. Participating actively in the preparation of risk strategies and in key decisions about their management.
- iii. Evaluating the Company's risks and examining the analyses of risks that affect the activities of the Company.
- iv. Reporting to the Board of Directors on the risks detected and the assessment thereof, as well as any other relevant risk-related matters, reassessing the most significant financial and non-financial risks at least once a year.

### 2.5. COMPETENCIES RELATING TO LEGALITY

- i. Reporting to the Board of Directors prior to it approving the creation or acquisition of shares in special purpose vehicles or entities resident in tax havens.

- ii. Reporting on related-party transactions that must be approved by the General Shareholders' Meeting or the Board of Directors in accordance with Article 14 bis of the Board's Regulations and supervise the internal procedure established by the Company for transactions whose approval has been delegated by the Board.
- iii. Preparing a report on related-party transactions, for posting on the Company's website, sufficiently in advance of the Ordinary Shareholders' Meeting.
- iii. Receiving and analysing information on the tax-related criteria applied by the Company during the year, particularly with regard to the degree of compliance with the corporate tax policy, prior to the preparation of the Annual Accounts.

## 2.6. CORPORATE GOVERNANCE, INTERNAL CODES AND COMPLIANCE

- i. Reporting in advance to the Board of Directors on operations involving structural and corporate modifications planned by the Company.

- ii. Supervising compliance with the rules of corporate governance and the Internal Codes of Conduct, ensuring that the corporate culture is aligned with its purpose and values and, in particular, with the Internal Code of Conduct on matters relating to the securities markets, acting in coordination with the Sustainability, Appointments and Remuneration Committee.
- iii. Overseeing a mechanism that allows employees and other persons related to the Company to report potentially significant irregularities, including financial and accounting irregularities, or irregularities of any other nature, concerning the Company and which may come to light within the Company or its Group. Such mechanisms must guarantee confidentiality of the parties concerned.
- iv. Preparing this Annual Activity Report of the Audit and Compliance Committee that will form a part of the Annual Corporate Governance Report.
- v. Assisting with drafting the Annual Corporate

Governance Report, especially in areas concerning information transparency and conflicts of interest.

## 2.7. COMPLIANCE

- i. Ensuring the independence of the compliance function.
- ii. Ensuring that the compliance function performs its mission and competences with regard to regulatory compliance and the prevention and correction of behaviour that is illegal or fraudulent or otherwise breaches the Enagás Code of Ethics.
- iii. Ensuring that the compliance function is provided with the necessary staff and material resources needed for the optimum performance of its duties.

## 2.8. SHAREHOLDERS

- i. Providing information on issues within the scope of its duties at the General Meeting.

## 3

## Activities of the Audit and Compliance Committee in 2021

*During 2021, the Audit and Compliance Committee effectively executed its schedule of actions, in accordance with the recommendations of the Technical Guide and the Good Governance Code of Listed Companies*

The most relevant activities conducted by the Audit and Compliance Committee in 2021 are summarised below.

### WITH REGARD TO FINANCIAL AND NON-FINANCIAL INFORMATION

#### INFORMATION TO THE BOARD OF DIRECTORS ON ENAGÁS' ANNUAL ACCOUNTS FOR FINANCIAL YEAR 2020

In its meeting held on February 22, 2021, the Committee analysed and debated the 2020 annual accounts, reporting favourably on them to the Board of Directors, which proceeded to prepare the annual accounts for the year ending December 31, 2020 under the terms set out by the Committee.

The Committee also verified that the Non-Financial Information Statement, which is included in the Management Report of the Consolidated Annual Accounts, included all the reporting required by Law 11/2018, of December 28 on non-financial information and diversity, reporting in this regard to the Board of Directors.

Finally, the consolidated accounts for 2020, together with the Management Report, were approved by the General Shareholders' Meeting on May 27, 2021.

#### SUPERVISION OF THE 2021 INTERIM FINANCIAL STATEMENTS

Throughout 2021, in accordance with the recommendations on good governance, the Committee has reviewed the interim financial statements on the occasion of the quarterly and half-yearly closing, based on the reports provided by the Financial General Manager and the external auditor.

The Committee views this activity to be of vital importance in maintaining strict control of the Company's accounts and thus to facilitate the issuance of an unqualified audit report at year-end.

As a result of its work, the Committee presented at its meetings in April and October 2021 reports to the Board of Directors regarding the interim economic and financial information of Enagás and the economic and financial information for the first half of 2021.

#### INTERNAL CONTROL OVER FINANCIAL REPORTING SYSTEM ("ICFR")

During 2021, the Committee monitored, through the information provided by the external auditor, internal auditor and the Finance Department, the effectiveness of the Internal Control over Financial Reporting System (ICFR).

Specifically, on February 22, 2021, the external auditor issued a favourable report to the Committee on



the ICFR Certification as of December 31, 2020, not detecting any significant weaknesses.

During 2021, the Finance Department and the Internal Audit Department reported on the implementation of minor improvement recommendations detected in the 2020 ICFR certification.

On February 14, 2022, the auditor reported to the Audit and Compliance Committee that, in its opinion, the Group had an effective ICFR system in place in 2021.

The Committee subsequently informed the Board of Directors of this certification, and of the non-existence of relevant recommendations.

#### **INTERNAL CONTROL OVER NON-FINANCIAL REPORTING SYSTEM (“ICNFR”).**

On February 22, 2021, the external auditor informed the Committee of the issuance of a Report on Agreed Procedures on the Internal Control of Non-Financial Reporting (“ICNFR”) System, not having detected any material event.

Likewise, and in relation to 2021, the auditor has reported an agreed-upon procedures report on the ICNFR, not having detected the existence of relevant recommendations.

#### **FORMULATION AND APPROVAL OF THE ENAGÁS ANNUAL ACCOUNTS FOR 2021**

With regard to the approval of the 2021 individual and consolidated annual accounts, the accounts auditor gave a favourable report to the Audit and Compliance Committee on February 14, 2022, leading to their subsequent preparation by the Board of Directors.

On February 14, 2022, the Committee reported favourably to the Board on the consolidated Non-Financial Information Statement, which was included in the Enagás Group’s Management Report for 2021.

The consolidated accounts for 2021, together with the management report, will be submitted for approval at the General Shareholders’ Meeting, which is expected to be held in the coming months.

Finally, the Committee verified that the published financial and non-financial information for 2021 was in line with the approved information.

#### **OTHER FINANCIAL INFORMATION**

During 2021, the Committee assessed and monitored other financial information such as the follow-up of the 2021 budget, the progress of the financial statements, the progress of the 2022 budget and certain reports related to key audit issues.

#### **WITH REGARD TO THE EXTERNAL AUDITOR AUDIT PROCESS**

In accordance with the established agenda, the external auditor participated in the four ordinary meetings held by the Committee, and in the preparatory meetings held in 2021 to prepare for the end of the accounting period. This has allowed the Committee to adequately perform its duty to serve as a communication channel between the Board of Directors and the external auditor.

In addition, the external auditor reported to the Board of Directors in its meetings on two occasions: February 22, 2021 and July 26, 2021.

At the meetings held by the Committee in 2021, the external auditor provided detailed information on the planning and progress of their work.

On May 27, 2021, the former Chairwoman of the Committee informed the General Shareholders’ Meeting of the favourable outcome of the audit of the 2020 annual accounts, explaining how this had contributed to ensure the integrity of the financial information, as well as the functions that the Committee has performed during this process.

### **ANALYSIS OF THE INDEPENDENCE OF THE ACCOUNTS AUDITOR BY THE AUDIT AND COMPLIANCE COMMITTEE**

During the meetings held in 2021, the Committee:

- a) Reviewed and approved all the services rendered by the external auditor, to check that they complied with the requirements established in the Regulations of the Audit and Compliance Committee, the Audit Act 22/2015, the European Regulation 537/2014, and in the procedure for the contracting and relations with the external auditor.
- b) Verified the relationship between the fees received by the auditor during the fiscal year for non-audit services and that those related to audit services do not exceed 70% of the average fees paid for audit services in the last three years.

At December 31, 2021, the percentage of non-audit services out of the amount of audit fees was 33% for the Enagás consolidated group (26% including services rendered by other group auditors).

Likewise, the external auditor EY informed the Committee that it had not detected any circumstance that could constitute grounds for incompatibility in terms of independence in accordance with the

provisions of the Audit Act 22/2015 and European Regulation 537/2014.

At the meeting held on February 22, 2021, the external auditor delivered to the Audit and Compliance Committee their Accounts Auditor Independence Statement certifying fulfilment of the independence requisites set out in the applicable laws.

On February 14, 2022, the Audit and Compliance Committee issued the Accounts Auditor Independence Report in which a favourable opinion was expressed as to the independence of the external auditor. This report is available on the website.

#### **EXTERNAL AUDITOR PERFORMANCE ASSESSMENT**

In February 2022, the Committee carried out an assessment of the external auditor's performance during financial year 2021 and of its contribution to the integrity of the financial and non-financial information, considering, among other matters, its performance before the Committee, as well as the opinion gathered from the different areas.

#### **WITH REGARD TO THE INTERNAL AUDITOR**

The Committee supervised the Company's Internal Audit services, ensuring their independence and

effectiveness throughout 2021.

At its meeting on February 22, 2021, the Committee evaluated and approved the Internal Annual Audit Plan and Budget for 2021, verifying how the plan covered the Company's most relevant risks and ensuring that the function had sufficient and adequate resources to carry out its duties and to execute that plan.

Likewise, in this session, the Internal Audit Department presented the Annual Activity Report of internal audit carried out during 2020.

At all meetings held during 2021, the Committee received regular information on the internal audit activity, allowing it to have exhaustive control over the recommendations identified in its Audit Reports and verifying the degree of progress of the Annual Plan and the degree of implementation of its recommendations by the areas.

In 2021, the Committee worked with a quarterly internal audit plan, proposing and approving the addition of new work to the Plan. This ensured that the existing control framework was adequately covered at all times in relation to emerging and key risks, thereby maximising the contribution of Internal

Audit to the achievement of the objectives and Strategic Plan.

The Committee also continued to follow the specific work of Internal Audit in relation to the COVID-19 pandemic, such as the review of all initiatives undertaken by the Company to mitigate the impact of the pandemic.

The Committee informed the Board of Directors after each Audit and Compliance Committee meeting.

In December 2021, the Committee approved an update of the General Internal Audit Regulations, the Internal Audit Function Manual and the Internal Audit Code of Ethics, in order to adapt these regulations to the new tools and activities implemented as part of the function's digital transformation project.

Lastly, it carried out an assessment of the performance of the duties and responsibilities assumed by both the Internal Audit Director and the internal audit function as a whole. The evaluation questionnaire assesses aspects such as the strategic positioning of the function, good governance and auditor independence, as well as performance in the execution of its duties through the year, in its dual role as internal auditor and trusted advisor to the Committee.

### **WITH REGARD TO RISK CONTROL AND MANAGEMENT**

The Audit and Compliance Committee monitored the effectiveness of the risk control and management systems.

The Sustainability and Risk Director informed the Committee about the status of the Company's risk control and management, as well as the level of compliance with the defined risk limits at its four ordinary meetings, as well as at the preparatory meetings.

The Audit and Compliance Committee has monitored the reports submitted by the Sustainability and Risk Department, taking into account emerging risks, as well as different stressed scenarios of probability of occurrence and impact, and no relevant impacts have been detected at any time.

These analyses were updated at least quarterly during 2021.

In addition, the Chief Executive Officer together with the Sustainability and Risk Director have reported at quarterly meetings on the risks associated with each of the possible relevant transactions occurring during 2021.

The Chairman of the Committee reported to the Board of Directors on all these matters after each Committee meeting.

### **WITH REGARD TO THE COMPETENCES RELATING TO LEGALITY**

#### **RELATED-PARTY TRANSACTIONS**

On February 22, 2021, the Audit and Compliance Committee issued a report on related-party transactions, which was made available to shareholders at the time of the call to the General Shareholders' Meeting held on May 27, 2021.

On February 14, 2022, the Committee was informed of the related-party transactions carried out in 2021, in accordance with the provisions of the Protocol on Related Party Transactions and the new regulation established in the revised text of the Corporate Enterprises Act in relation to this matter.

On the same date, the Annual Report on related party transactions was issued and made available to the shareholders at the time of convening the General Shareholders' Meeting.

#### **FISCAL TRANSPARENCY REPORT**

In 2017, the Board of Directors approved Enagás'

accession to the Code of Good Tax Practises (CBPT) adopted in the Forum for Large Companies, in which the State Tax Administration Agency (AEAT) participates, as Enagás acted in compliance with this Code in 2021.

In accordance with the recommendations of the CBPT, on October 21, 2021, the Committee was informed by the Financial General Manager of the policies applied in 2020, as well as compliance with the tax strategy. This Annual Tax Transparency Report describes in particular: the company's tax strategy, main business areas, corporate structure, dividend policy, the group's financial position and other matters of particular tax importance that arose during the year.

This report was approved by the Board on October 21 and presented to the AEAT on October 29, 2021.

### **WITH REGARD TO CORPORATE GOVERNANCE AND COMMUNICATIONS WITH THE REGULATOR**

#### **ANNUAL CORPORATE GOVERNANCE REPORT**

The Committee reported favourably to the Board of Directors on the Annual Corporate Governance Report (ACGR) for 2020, dated February 22, 2021, and on the ACGR for 2021, dated February 14, 2022.

### **WITH REGARD TO COMPLIANCE**

On February 22, 2021, the Committee approved the Compliance Department's budget for 2021 and evaluated the Compliance Report for 2020.

At the February meeting, the Committee was also informed of the actions of the Ethics Committee, details of complaints received through the ethics channel, as well as the monitoring of initiatives included in the Sustainable, Ethical and Compliance Management Plan for 2021.

At the February meeting, the Committee also approved a proposal to update the Code of Conduct of the Technical Manager of the System, the Model for the Defence of Competition and the update of the Enagás Mexico Crime Prevention Model, documents that were finally approved by the Board.

In accordance with article 20.2 of the Internal Code of Conduct, the Secretary of the Board of Directors informed the Audit and Compliance Committee of the degree of compliance and incidents relating to the application of the Internal Code of Conduct (RIC) in matters of the securities market.

The Committee was informed about the Activity Report on a quarterly basis by the Director of Compliance.

### **WITH REGARD TO THE ACTIVITY OF THE AUDIT AND COMPLIANCE COMMITTEE**

On February 22, 2021, the Committee approved the Annual Activity Report of the Committee for 2020, and reported to the Board on the same date.

Communication between the Audit and Compliance Committee, the external auditor, the internal auditor and the other areas has been continuous and fluid. During 2021, the former Chairwoman and the current Chairman have held various working sessions in advance of the Committee meetings to enhance their knowledge of matters within the Committee's remit.

Also on December 20, 2021, the Board of Directors approved the updating of the regulations governing the activities of the Audit and Compliance Committee to bring it into line with the amendments to Article 529 quaterdecies 4.g) of the Corporate Enterprises Act, as amended by Act 5/2021, on related party transactions.

## 4

## Performance assessment of the Audit and Compliance Committee

*Pursuant to the provisions of the Regulations of the Audit and Compliance Committee, the Board of Directors and the Audit and Compliance Committee underwent a quality and efficiency assessment of the performance of their functions and competencies during 2021, by an external consultant, using the applicable regulations and best practices in corporate governance as the evaluation reference framework*

The result of this assessment highlighted the fact that the Audit and Compliance Committee performs its duties in accordance with the best corporate governance practices.

The results of this assessment were approved by the Board of Directors on February 14, 2022.

## 5

## Progress made in 2021 and priorities for 2022

*The Audit and Compliance Committee has made progress in its performance during financial year 2021, in accordance with best practices*

During financial year 2021, the Committee held informative sessions on the following matters:

- New mercantile regime for related party transactions in accordance with the revised text of the Corporate Enterprises Act.
- Law 7/2021, of May 20, on climate change and energy transition.

The Committee has made progress during 2021, implementing certain improvements:

- Significant increase in the duration of meetings.
- Inclusion in the annual activity calendar of slots for the intervention of the different areas.

During 2021, a training session was held to welcome the incoming Board Members, in which the following subjects were addressed:

- Main duties and responsibilities of the Audit and Compliance Committee.
- Financial highlights.
- Other more business-focused topics such as those related to the Technical Management of the System and the transmission, regasification and storage activities.

During 2022, work will continue in a cross-cutting and coordinated manner, with the objectives of digital transformation, strengthening internal control in relation to cybersecurity risks and sustainability.

# 6

## Conclusions

As reflected in this report, during the course of financial year 2021, the Audit and Compliance Committee addressed the analysis and assessment of the main issues and aspects within its remit, in accordance with the best practices of Corporate Governance and the recommendations of both the Good Governance Code of Listed Companies, revised in June 2020, and the Technical Guide

3/2017 on Audit Committees of public interest entities, dated June 27, 2017, reporting on the most relevant issues to the Board of Directors of the Company.

This report was drawn up by the Audit and Compliance Committee on February 14, 2022 and approved by the Board of Directors on the same day.

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The Secretary to the Board  
of Directors of Enagás S.A.  
**Rafael Piqueras Bautista**

**Enagás S.A.**  
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**APPENDIX III**

**AUDIT OPINION ON INTERNAL CONTROL OVER FINANCIAL  
REPORTING ("ICFR"), 2021**

**Independent Assurance Report on the "Information Regarding  
Internal Control over Financial Reporting (ICFR) System"**

**ENAGÁS, S.A.**

**2021**

## INDEPENDENT ASSURANCE REPORT ON THE "INFORMATION REGARDING THE INTERNAL CONTROL OVER FINANCIAL REPORTING (ICFR) SYSTEM"

Translation of a report and financial statements originally issued in Spanish. In the event of discrepancy, the Spanish-language version prevails

To the shareholders of ENAGÁS S.A.:

### Scope of the work

We have examined the accompanying information on the Internal Control over Financial Reporting (ICFR) system of ENAGÁS S.A. and subsidiaries (the "Group") contained in Section F of the Annual Corporate Governance Report for the year ended December 31, 2021.

### Criteria applied by ENAGÁS, S.A.

The aforementioned system is based on the rules and policies defined by the Boards of Directors of ENAGÁS, S.A., in accordance with the guidelines established by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in its Internal Control-Integrated Framework (2013) report.

A system of internal control over financial reporting is a process designed to provide reasonable assurance on the reliability of financial information in accordance with the accounting principles and standards applicable to it. A system of internal control over financial reporting includes policies and procedures that: (i) enable the records reflecting the transactions performed to be kept accurately and with a reasonable level of detail, (ii) guarantee that these transactions are performed only in accordance with the authorizations established; (iii) provide reasonable assurance that transactions are recognized appropriately to enable the preparation of the financial information in accordance with the accounting principles and standards applicable to it; and (iv) provide reasonable assurance in relation to the prevention or timely detection of unauthorized acquisition, use or sale of the company's assets that could have a material effect on the financial information. In view of the limitations inherent to any system of internal control over financial reporting, certain errors, irregularities, or fraud might not be detected. Also, the projection to future periods of an evaluation of internal control is subject to risks, including the risk that internal control may be rendered inadequate as a result of future changes in the applicable conditions or that there may be a reduction in the future of the degree of compliance with the policies or procedures established.

### Directors' Responsibility

The Directors of ENAGÁS, S.A. are responsible for maintaining the System of Internal Control over Financial Reporting included in the consolidated financial statements and for evaluating its effectiveness.

## **Our responsibility**

Our responsibility is to issue an independent assurance report on the effectiveness of the System of Internal Control over Financial Reporting (ICFR) based on the work performed by us and on the evidence we have obtained.

We conducted our engagement in accordance with International Financial Reporting Standards as adopted by the European Union and the other provisions of the regulatory financial reporting framework applicable to the Group. We have carried out our reasonable assurance work in accordance with the requirements established by the International Standard on Assurance Engagements (ISAE) 3000 revised, "Assurance Engagements Other than Audits or Reviews of Historical Financial Information" issued by the International Auditing and Assurance Standards Board (IAASB) of the International Federation of Accountants (IFAC) as agreed with ENAGÁS, S.A. on September 30, 2021. Those standards require that we plan and perform our engagement to obtain reasonable assurance about whether, in all material respects, the financial information contained in the ENAGÁS' Group consolidated financial statements is presented in accordance with International Financial Reporting Standards as adopted by the European Union and the other provisions of the regulatory financial reporting framework applicable to the Group, and to issue a report. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risk of material misstatement, whether due to fraud or error.

We believe that the evidence we have obtained is sufficient and appropriate to provide a reasonable basis for our opinion.

## **Independence and quality control**

We have complied with the independence and other Code of Ethics requirements for accounting professionals issued by the International Ethics Standards Board for Accountants (IESBA), which are based on the fundamental principles of integrity, objectivity, professional competence, due care, confidentiality and professional behaviour.

Our Firm applies the International Standard on Quality Control No 1 (ISQC 1) and therefore maintains a global system of quality control, which includes documented policies and procedures in relation to compliance with ethical requirements, professional standards and applicable legislation.

Reasonable assurance work includes comprehension of internal control over financial information contained in the financial statements; risk evaluation regarding possible material errors within them; tests and evaluations on design and daily effectiveness of the system and the use of any other procedures we considered necessary.

## Conclusion

In our opinion, at December 31, 2021, the Group had, in all material respects, an effective System of Internal Control over Financial Reporting contained in its consolidated financial statements, and this internal control system is based on the rules and policies defined by the Board of Directors of ENAGÁS, S.A. in accordance with the guidelines established by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in its Internal Control-Integrated Framework (2013) report. Also, the disclosures contained in section F of the Annual Corporate Governance Report at December 31, 2021 comply, in all material respects, with the requirements established in article 540 of the Corporate Enterprises Act, ECC order /461/2013 of March 20, Circular 3/2021, of September 28, which amends Circular 1/2020, of October 6, which amends Circular 7/2015, of December 22, Circular 5/2013, of June 12, and Circular 2/2018 of June 12 of the Spanish National Securities Market Commission (CNMV).

This report can under no circumstances be considered an audit report carried out in accordance with prevailing audit regulations in Spain.

Nevertheless, in accordance with prevailing audit regulations in Spain, we have audited the consolidated financial statements of Enagás, S.A. and subsidiaries for the year ended December 31, 2021, prepared by the directors in accordance with the International Financial Reporting Standards as adopted by the European Union, and other financial reporting framework provisions applicable to the Enagás Group in Spain and our report issued on February 16, 2022 on the consolidated financial statements expressed an unqualified opinion.

ERNST & YOUNG, S.L.



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José Agustín Rico Horcajo

February 16, 2022

**APPENDIX IV**

**AUDIT OPINION ON THE ANNUAL CORPORATE GOVERNANCE  
REPORT, 2021**

**Independent Assurance Report on the "Information Regarding  
the Annual Corporate Governance Report"**

**ENAGÁS, S.A.**

**2021**



## INDEPENDENT ASSURANCE REPORT ON THE "INFORMATION REGARDING THE ANNUAL CORPORATE GOVERNANCE REPORT"

Translation of a report and consolidated financial statements originally issued in Spanish. In the event of discrepancy, the Spanish-language version prevails

To the shareholders of ENAGÁS, S.A.:

### Scope of the work

We have been engaged by ENAGÁS, S.A. to perform a reasonable assurance engagement, here after referred to as the engagement, to report on ENAGÁS' Annual Corporate Governance Report contained in ENAGÁS' Management Report as of December 31, 2021.

### Criteria applied by ENAGÁS, S.A.

In preparing the Annual Corporate Governance Report, ENAGÁS applied the article 540 of the Corporate Enterprises Act, ECC order /461/2013 of March 20, Circular 3/2021, of September 28, which amends Circular 1/2020, of October 6, which amends Circular 7/2015, of December 22, Circular 5/2013, of June 12, and Circular 2/2018 of June 12 of the Spanish National Securities Market Commission (CNMV).

### Responsibility of the Board of Directors

The directors of ENAGÁS, S.A. are responsible for the preparation, content, and presentation of the accompanying Annual Corporate Governance Report. This responsibility includes designing, implementing, and maintaining the internal control deemed necessary to ensure that the Annual Corporate Governance Report is free of material misstatement due to fraud or error.

### Our responsibility

Our responsibility is to issue an independent reasonable assurance report on the Annual Corporate Governance Report based on the work performed by us and in the evidence we have obtained.

We have carried out our reasonable assurance work in accordance with the requirements established by the International Standard on Assurance Engagements (ISAE) 3000 revised, "Assurance Engagements Other than Audits or Reviews of Historical Financial Information" issued by the International Auditing and Assurance Standards Board (IAASB) of the International Federation of Accountants (IFAC) as agreed with ENAGÁS' Group on September 30, 2021.

Reasonable assurance work includes comprehension of the Annual Corporate Governance Report contained in the financial statements; risk evaluation regarding possible material errors within it; tests and evaluations on design and the use of any other procedures we considered necessary. We believe that the evidence we have obtained is sufficient and appropriate to provide a reasonable basis for our opinion.



For those recommendations of the Unified Good Corporate Governance Code that have not been implemented by the Company, the Directors of ENAGÁS, S.A. offer the explanations that they consider appropriate. In relation to said explanations, we have verified that the assertions contained in the Annual Corporate Governance Report do not contradict the evidence obtained from the application of the procedures described above.

Also, as regards the system of Internal Control over Financial Reporting (ICFR) (see section F of the accompanying Annual Corporate Governance Report), we verified the existence of the corresponding report issued by the Company's auditor. That report stated that the work was performed in accordance with the requirements established in International Standard on Assurance Engagements (ISAE) 3000 "Assurance Engagements Other than Audits or Reviews of Historical Financial Information" issued by the International Auditing and Assurance Standards Board (IAASB) of the International Federation of Accountants (IFAC) for the issuance of reasonable assurance reports.

### **Independence and quality control**

We have complied with the independence and other Code of Ethics requirements for accounting professionals issued by the International Ethics Standards Board for Accountants (IESBA), which are based on the fundamental principles of integrity, objectivity, professional competence, due care, confidentiality, and professional behaviour.

Our Firm applies the International Standard on Quality Control No 1 (ISQC 1) and therefore maintains a global system of quality control, which includes documented policies and procedures in relation to compliance with ethical requirements, professional standards and applicable legislation.

### **Conclusion**

In our opinion, the content of the accompanying Annual Corporate Governance Report for the year ended December 31, 2021 of ENAGÁS, S.A. has been prepared, in all material respects, with the requirements established in article 540 of the Corporate Enterprises Act, ECC order /461/2013 of March 20, Circular 3/2021, of September 28, which amends Circular 1/2020, of October 6, which amends Circular 7/2015, of December 22, Circular 5/2013, of June 12, and Circular 2/2018 of June 12 of the Spanish National Securities Market Commission (CNMV).

This report can under no circumstances be considered an audit report carried out in accordance with prevailing audit regulations in Spain.

ERNST & YOUNG, S.L.



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José Agustín Rico Horcajo

February 16, 2022