



GENERAL SHAREHOLDERS' MEETING 2023

SHAREHOLDER GUIDE

Date of the General Shareholders' Meeting

The General Shareholders' Meeting will be held at first call on March 29, 2023 at 12:00 noon at calle Eduardo Dato 20, 28010 Madrid (Auditorio Mutua Madrileña), and, if appropriate, at **second call on March 30**, 2023, at the same venue and time.

Venue for the Meeting

The General Shareholders' Meeting will be held at calle Eduardo Dato 20, 28010 Madrid (in the Auditorio Mutua Madrileña).

In line with our sustainable goals for the 2023 General Meeting, we recommend the attendees make use of public transport:

By Metro:



- Rubén Darío, line 5, 100 metres away
- Núñez de Balboa, lines 5 and 9, 850 metres away
- Gregorio Marañón, lines 7 and 10, 850 metres away

By bus:



- Castellana - Rubén Darío stop, lines 5, 14, 27, 45 and 150
- Almagro - Rubén Darío stop, line 7
- Rubén Darío stop, lines 40 and 147

Requirements for participation in the Meeting

To attend and participate in the General Meeting, you must be an Enagás shareholder. The shares must be registered in the corresponding accounting register five (5) days prior to the date of the Meeting. Proof must be provided by one of the following documents:

- (a) the appropriate attendance card
- (b) The electronic attendance and voting certificate issued by the entity entrusted with the register of book entries or the authorised share certificates depository entity.

Participation in the Meeting

Shareholders and their proxies may participate in the Meeting as in previous years through the following options:

- Electronic voting available on the [Enagás website](#).
- By sending your vote or proxy signed by the holder of the shares by post to the Shareholders' Office (*see section "Shareholders' Office" for postal address*). **A photocopy of the identity card of the holder of the shares must also be included.**
- Voting at the Shareholders' Office (*see section "Shareholders' Office" for postal address*) with the attendance and voting card duly signed and completed for this purpose. In addition, the National ID Card of the holder of the shares will be requested to verify the ownership of the voting cards.
- On the day of the Meeting of Shareholders, by accessing the [online attendance platform](#), where you can follow the event live, as well as vote and participate by sending your questions to the Board of Directors or notifications to the Notary Public. The shareholder (or proxy) must:
 - Register in advance through the electronic voting and proxy application and telematic assistance accessible through the website (www.enagas.es), section "Shareholders and Investors", **from the date of publication of the notice of call and no later than twenty-four (24) hours prior to the date and time scheduled for the General Meeting.** That is, at 12:00 noon on March 28, 2023 if the General Meeting is held on first call and at **12:00 noon on March 29, 2023 if, as scheduled, the General Meeting is held on second call.**
 - **Connect through the electronic voting and proxy application and telematic attendance between 9:30 a.m. and 11:45 a.m.** on March 29, 2023, if the Meeting is held on first call, or **on March 30, 2023, if, as is foreseeable, the Meeting is held on second call.**

In addition, the General Shareholders' Meeting may also be broadcast openly on the link that will be provided for this purpose on the [Enagás website](#).

As in previous years, the [e-Forum platform](#) will also be made available to shareholders on the company's website.

Shareholders or proxy holders who wish to participate in the General Meeting through electronic voting, electronic forum and, if duly notified, telematic attendance, must have a valid electronic National ID Card or electronic signature in order to access these systems.

Shareholders' Office

The Shareholders' Office is located at the Company's registered office: (place)



Paseo de los Olmos, 19, 28005 Madrid



March 16-29 (both inclusive).



Monday to Friday, 10 am to 2 pm and 4 pm to 6 pm

The Shareholders' Office will also be available by telephone on (+34) 900 100 399 from Monday to Friday from 10 am to 3 pm or by e-mail at accionistas@enagas.es.

Gift in the Meeting

The commemorative gift for the General Shareholders' Meeting 2023 can be collected from March 16 until March 29 inclusive at the **Shareholders' Office** (see section "Shareholders' Office" for postal address) on presentation of the attendance and voting card.

The gift that Enagás will give to shareholders participating in the Meeting consists of a set of bottles of extra virgin olive oil and sherry vinegar D.O. and two pâtés from the Extremadura region.

Attendance bonus

Enagás does not distribute any type of attendance bonus at its General Shareholders' Meeting.

Documentation concerning the Meeting

All the documentation relating to the holding of the Meeting, as well as financial documentation, is detailed and available on the [Enagás website](#):

- The 2022 Annual Accounts (balance sheet, income statement, statement of changes in equity, cash flow statement and notes to the financial statements), Directors' Report and Audit Report for both Enagás and its Consolidated Group. The consolidated Directors' Report incorporates the 2022 Annual Report containing the statement of non-financial information relating to the Group in 2022, in accordance with Law 11/2018 of December 28, on non-financial information and diversity.
- The full text of the Notice of the General Meeting, setting out the resolutions proposed for adoption by the Board of Directors; and, if applicable, the supplement to the Notice of the General Meeting and the proposals as presented by the shareholders along with any documentation attached.
- Total number of shares and voting rights at the date of the Notice.
- Sample of attendance, delegation and voting card.
- Identity, curriculum vitae, and category of the members of the Board of Directors nominated for appointment or re-election, along with the proposal and reports as referred to in Article 529 decies of the Corporate Enterprises Act.
- Report issued by the Board of Directors for the purposes of article 286 of the Corporate Enterprises Act, justifying the amendments to the Articles of Association referred to in item 6 of the agenda.
- Report issued by the Board of Directors justifying the amendments to the Rules and Regulations of the Annual General Meeting referred to in item 7 of the agenda.
- Annual Report on Directors' Remuneration.
- 2022 Annual Report, which forms part of the consolidated Management Report and includes the Group's relevant financial and non-financial information, in response to the requirements of Law 11/2018.
- Annual Corporate Governance Report, which includes the Report on the Activities of the Audit and Compliance Committee.

- Report issued by the Board of Directors on the amendments made to the "Rules and Regulations of the Organisation and Functioning of the Board of Directors of Enagás, S.A."
- Activity report of the Sustainability and Appointments Committee.
- Activity report of the Remuneration Committee.
- Report from the Audit and Compliance Committee on the independence of the external auditor.
- Report from the Audit and Compliance Committee on related-party transactions.
- The procedures for voting and granting proxies at the General Shareholders' Meeting by remote means of communication and telematic attendance and voting approved by the Board of Directors.
- The rules of use of the "Electronic Shareholder Forum" approved by the Board of Directors.

Dividend Payment

During the General Shareholders' Meeting, a vote will be taken to approve the payment of a final dividend of 1.032 euros gross per entitled share for the financial year 2022.

The dividend will be paid on July 6, 2023 which, together with the dividend already paid on December 21, 2022 of 0.688 euros gross per share, amounts to 1.72 euros/share.

Sustainable Meeting

For the fourth consecutive year, Enagás' General Shareholders' Meeting has been certified by AENOR as a sustainable event in accordance with the ISO 20121:2013 standard. This means that, from its planning through to its development and conclusion, sustainable management criteria are followed, in line with Enagás' commitment to sustainability, society and the environment. This commitment has been reflected in the General Shareholders' Meeting.

To reduce impacts and generate economic, environmental and social benefits in the event environment, Enagás has identified different measures to be implemented in line with the Sustainable Development Goals that are priorities for the company.

These measures include the following:

- Promote gender-equal recruitment and inclusive work.
- Facilitate access to the General Shareholders' Meeting for people with all kinds of needs.
- Minimise the carbon footprint and energy consumption.
- Offset the carbon emissions associated with the event through a forest protection project.
- Use 100% renewable energy during the Meeting of Shareholders in the rented space.
- Promote the recruitment of people with disabilities or at risk of exclusion.

This certification consolidates Enagás' position as a leading company in sustainability, creating value-added for its stakeholders within the framework of one of its most important events.

