



2022 General Shareholders' Meeting

Shareholder guide



2022 General Shareholders' Meeting date

The General Shareholders' Meeting will be held in the first call on 30 March 2022, at 12 noon, at Ronda de Atocha no. 2, 28012 Madrid, (premises of the Museo Nacional de Centro de Arte Reina Sofía) and, if necessary, in the second call on 31 March 2022, at the same time and place.



General Shareholders' Meeting venue

The General Shareholders' Meeting will be held at Ronda de Atocha no. 2, 28012 Madrid, (premises of the Museo Nacional de Centro de Arte Reina Sofía).

In all cases, and in view of the exceptional circumstances currently existing due to COVID-19, and with the purpose of safeguarding the general interests, health and safety of the shareholders, employees and other persons involved in the preparation and holding of the General Shareholders' Meeting, the Board of Directors of the Company, **recommends and urges the shareholders to make use of the means of representation and remote voting** (by postal correspondence or by electronic communication) **or to participate in the General Shareholders' Meeting by means of remote attendance and telematic voting in real time**, thus avoiding, as far as possible, physical attendance at the place where the General Shareholders' Meeting will be held.

Likewise, shareholders are informed that if, as a consequence of the development of the pandemic and the health situation, in the event that, between the notification and the date scheduled for holding the General Shareholders' Meeting, extraordinary circumstances (beyond the Company's control as a consequence of provisions issued by the competent authorities) were to arise that significantly restrict the possibility of meeting or holding the General Shareholders' Meeting in person, the General Shareholders' Meeting would be held exclusively by telematic means. That is to say, without the physical presence of the shareholders or their representatives, in accordance with the provisions for remote attendance in the notice of call.



Requirements to participate in the General Shareholders' Meeting

Only Enagás shareholders are eligible to attend the General Shareholders' Meeting or participate in it. The shares must be registered in the corresponding accounting register five (5) days before the date of the General Shareholders' Meeting, i.e. 25 March 2022, and this must be accredited by (a) the appropriate attendance card or b) the electronic attendance and voting certificate issued by the entity entrusted with the register of dematerialised shares or the authorised share certificates depository entity.



Participation in the General Shareholders' Meeting

Shareholders and their representatives may participate in the General Shareholders' Meeting as in previous years by:

- ▶ [Electronic vote](#) available on the Enagás website.
- ▶ By remotely attending and voting telematically in real time. A [remote attendance platform](#) has also been made available to shareholders to participate in the General Shareholders' Meeting, in which the General Shareholders' Meeting can be followed live, as well as vote and participate by sending their questions to the Board of Directors or notifications to the notary. The shareholder (or representative) must:
 - First [register](#) through the electronic voting, proxy and remote attendance application accessible through the website (www.enagas.es), "Shareholders and Investors", before 12:00 (CEST) on 30 March 2022.
 - Connect through the electronic voting, proxy and remote attendance application between 09:30 and 11:45 (CEST) on 30 March 2022 (if the General Shareholders' Meeting is held on the first call) or on 31 March 2022 (if, as expected, the General Shareholders' Meeting is held on the second call).
- ▶ Sending their vote or proxy vote signed by the shareholder by post to the following address: Att Oficina de Información al Accionista, Paseo de los Olmos 19, 28005 Madrid. A photocopy of the shareholder's ID must also be included.
- ▶ By voting at the Shareholder Information Office, submitting an attendance and voting card duly signed and filled out.
- ▶ By attending and voting at the meeting in person, with an attendance and voting card properly filled out and signed for the purpose. Registration of attendance and voting cards shall start at 10.00 am. Accreditations shall be accepted up to 12.00 pm.

In addition, the retransmission of the General Shareholders' Meeting can be freely accessed at the link that will be enabled for this purpose on the [Enagás website](#).

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

Those shareholders or representatives who want to participate in the General Shareholders' Meeting through electronic voting, the electronic forum or telematic support must have a valid electronic ID or electronic signature in order to access said systems.



Shareholder Information Office

The Shareholder Information Office is located at the Company's address, Paseo de los Olmos, 19, 28005 Madrid.

In the event that it is not possible to enable a physical place to locate the Shareholder Information Office, such as consequence of a change in the evolution of the health crisis caused by COVID-19, this will also be operational by telephone through the telephone number 900 100 399, from Monday to Friday from 10:00 a.m. to 2:00 p.m., or by email to accionistas@enagas.es.



Gift for participating in the General Shareholders' Meeting

Shareholders are informed that the Company, due to security measures, will not be able to deliver the usual gift at the time of the Meeting. However, the gift can be collected, from March 7 to March 30, both inclusive, at the Shareholders' Information Office at the Company's registered office located at Paseo de los Olmos 19, 28005 Madrid. Collection time is from 9.00 am to 2.00 pm, Monday to Friday, upon presentation of the attendance and voting card.



Attendance premium

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



Documentation regarding the General Shareholders' Meeting

All documentation regarding holding the General Shareholders' Meeting, as well as financial documentation is detailed and available on the [Enagás website](#):

- ▶ The 2021 Annual Accounts (Balance Sheet, Income Statement, Statement of Changes in Equity, Cash Flow-Statement and Notes), Management Report and Audit Report for both Enagás, S.A. and its Consolidated Group. The consolidated Management Report incorporates the Annual Report 2021 that contains the non-financial information statement related to the Group in 2021, in accordance with Law 11/2018 of December 28, concerning non-financial information and diversity.
- ▶ The full text of the Notice of General Shareholders' Meeting, setting out the resolutions proposed for adoption by the Board of Directors; and, if applicable, the supplement to the Notice of General Shareholders' 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.
- ▶ The attendance and voting card.
- ▶ Identity, curriculum vitae, and category of 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 articles 286, 297 1 b) and 506 of the Corporate Enterprises Act justifying the proposed authorisation of the Board of Directors to agree the share capital increase under the terms and subject to the limits of articles 297.1 b) and 506 of the Corporate Enterprises Act, one or more times, at a maximum amount equal to half of the capital existing at the time of the authorisation, within five years of the agreement of the Meeting; and to exclude, as applicable, the pre-emptive subscription right up to a limit of 10% of the share capital at the time of this authorisation.
- ▶ Text of the amendment to the Directors' Remuneration Policy for the 2022, 2023 and 2024 financial years that is submitted for the approval of the General Shareholders' Meeting as item 10 on the Agenda on the effects of Article 529 novodecies of the Corporate Enterprises Act and the report of the Sustainability, Appointments and Remuneration Committee regarding said amendment.
- ▶ Annual Report on Directors' Remuneration.
- ▶ The Annual Report 2021, which forms part of the Consolidated Management Report, considers the Group's relevant financial and non-financial information from 2018, meeting the requirements of Law 11/2018.
- ▶ Annual Corporate Governance Report (including the Report on the Activity Report of the Audit and Compliance Committee).
- ▶ The report issued by the Board of Directors on amendments made to the "Rules and Regulations of the Organisation and Functioning of the Board of Directors of Enagás, S.A."
- ▶ Annual Activity Report of the Sustainability, Appointments and Remuneration Committee.
- ▶ The report from the Audit and Compliance Committee on the independence of the external auditor.
- ▶ The report from the Audit and Compliance Committee on related-party transactions.
- ▶ The procedures for voting and granting proxies at the General Shareholders' Meeting by telematic means of communication and remote 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 complementary dividend corresponding to the 2021 financial year.

Said dividend will be paid on 7 July, which together with the interim dividend already paid, is equivalent to a total dividend of 1.70 euros/share in the 2021 financial year.



Sustainable Board

For the third year in a row, the Enagás General Shareholders' Meeting will be held as a sustainable event in accordance with the ISO 20121:2013 standard. This means that, from its planning to its development and conclusion, sustainable management criteria are followed in line with Enagás' commitment to sustainability, society and the environment, creating added value for its stakeholders within the framework of one of the most important events for the company.

To reduce the impacts and generate economic, environmental and social benefits in the environment of the event, Enagás has identified various measures to implement aligned with the priority Sustainable Development Goals (SDGs) for the company.

These measures include:

- ▶ Minimising the carbon footprint and energy consumption.
- ▶ Offsetting carbon emissions associated with holding the event through a forest protection project.
- ▶ Reducing the paper used for communications and replacing it with recycled paper or paper from sustainable forests.
- ▶ Promote the hiring of people with disabilities or at risk of exclusion.

This certification consolidates Enagás's position and commitment as a leading sustainability company, creating added value for its stakeholders within the framework of one of its most relevant events.

