SUCCESSION PLAN FOR THE CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER OF THE BOARD OF DIRECTORS OF ENAGÁS, S.A.

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1. INTRODUCTION

Pursuant to article 529 *sexies* of the consolidated text of the Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010, of 2 July (the "Corporate Enterprises Act"), the Board of Directors of listed companies must appoint a Chairman from among its members, who shall be the supreme party responsible for the effective functioning of the Board of Directors.

Furthermore, article 529 *quindecies*.3.f) of the Corporate Enterprises Act attributes the Appointments and Remuneration Committee of listed companies with the function of, *inter alia*, examining and organising the succession of the Chairman of the Board of Directors and the CEO of the company and, if appropriate, making proposals to the Board of Directors to ensure the succession is smooth and well-planned.

In the same vein, Technical Guide 1/2019 of the CNMV, of 20 February 2019, on appointments and remuneration committees further sets out in its sixth section the desirability that the Appointments and Remuneration Committee prepare a succession plan for the Chairman and the chief executive for the purpose of avoiding or reducing uncertainties that could affect the proper running of the Company, which shall be reviewed periodically to adapt it to the new needs and circumstances that may arise at any given time.

The foregoing has been set out in articles 45.f) of the Articles of Association, 25.2.k) of the Rules of the Organisation and Functioning of the Board of Directors (the "Board Regulations") of Enagás, S.A. ("Enagás" or the "Company") and 8.1 and 8.2.(iii).d) of the Rules of the Sustainability and Appointments Committee of the Company (the "Committee Rules").

Pursuant to the foregoing, the Board of Directors of the Company, at its meeting on 18 May 2026, as proposed by the Sustainability and Appointments Committee, agreed to approve this Succession Plan for the Chairman and the Chief Executive Officer of the Board of Directors of Enagás, S.A. (the "Succession Plan"), which replaces the Plan in force until now and which forms part of the corporate governance system of the Company.

2. PURPOSE

This Succession Plan establishes the different aspects, procedures and criteria for action to be followed by the competent bodies of the Company in relation to the succession of the Chairman and the Chief Executive Officer of the Board of Directors of Enagás, so that it takes place in an orderly and planned manner, without affecting the full functioning of the Board of Directors and Management of the Company, for the purpose of avoiding or at least reducing the uncertainties that could affect the proper functioning of these bodies, all in accordance with applicable regulations and best corporate governance practices.

3. BODIES RESPONSIBLE FOR THE PROCEDURE FOR SUCCESSION OF THE CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER

3.1. Sustainability and Appointments Committee

Without prejudice to the powers of the Board of Directors in the selection of its members, as regards the procedure for succession and appointment of the Chairman of the Board of Directors, in accordance with articles 529 *quindecies*.3.f) of the Corporate Enterprises Act, 25.2.k) of the Board Regulations and 8.2.(iii).d) of the Committee Rules, the Sustainability and Appointments Committee of the Company has, *inter alia*, the following power:

- To examine and organise the succession of the Chairman of the Board of Directors and the chief executive of the Company and, if appropriate, to make proposals to the Board of Directors to ensure the succession is smooth and well-planned, preparing and periodically reviewing a succession plan to that effect.

3.2. Board of Directors

Furthermore, pursuant to article 529 *sexies* of the Corporate Enterprises Act and article 5 of the Board Regulations, the Company's Board of Directors is the body responsible for the designation and revocation, *inter alia*, of the Chairman of the Board of Directors and the Chief Executive Officer.

3.3. Lead Independent Director

Pursuant to article 529 *septies* of the Corporate Enterprises Act and articles 37 of the Articles of Association and 18 of the Board Regulations, the Company's Board of Directors may designate, at the proposal of the Sustainability and Appointments Committee, a Lead Independent Director, whose appointment shall only be mandatory when the Chairman has executive status.

In this regard, pursuant to article 18.e) of the Board Regulations, in the event that Enagás has a Lead Independent Director, the Lead Independent Director shall be responsible for coordinating the Chairman succession plan.

3.4. Collaboration of independent experts

In the process of succession and appointment of the Chairman of the Board of Directors of Enagás, the Sustainability and Appointments Committee and the Board of Directors may, when they deem it appropriate, seek external advisory services in order to provide the succession and appointment process with the greatest possible objectivity and independence, ensuring in all cases the independence of the advice and the absence of conflicts of interest.

4. SUCCESSION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

4.1. Procedure

4.1.1. Case of advance knowledge of the Chairman of the Board of Directors stepping down

In the event that the Chairman of the Board of Directors notifies in advance his intention to resign or, for any reason, the Board of Directors becomes aware of a certain situation resulting in the resignation of the Chairman of the Board of Directors, the Secretary of the Board of Directors, once the decision of the Chairman to step down or the situation resulting in his departure has been confirmed, shall inform the Chairman of the Sustainability and Appointments Committee of the Company, to enable this committee to call a meeting as expeditiously as possible.

Within a deadline as short as possible given the singular nature of the meeting, the Sustainability and Appointments Committee shall formulate a specific proposal to the Board of Directors on his replacement, taking into account the special personal and professional skills of the candidate from the perspective of satisfying all the necessary conditions for the full exercise of the functions befitting the position of Chairman of the Board of Directors.

If a specific period of time elapses between the stepping down of the Chairman of the Board of Directors and the appointment of the person to replace him, in accordance with article 18 of the Board Regulations, the most senior Director shall temporarily assume the chairmanship of the Board of Directors until the Chairman is appointed by the Board, provided that the Board has not designated a Lead Independent Director.

If the appointment of the Chairman is linked to coverage of the vacancy created by the resignation of the Chairman, the Sustainability and Appointments Committee and the Board of Directors of the Company shall, if applicable, follow the procedure legally established in this regard for the appointment of a Director through the cooptation system, with subsequent ratification by the General Shareholders' Meeting of the Company.

4.1.2. Situation of unexpected resignation of the Chairman of the Board of Directors

In the event that the Chairman of the Board of Directors unexpectedly steps down from his position, either through resignation, incompatibility, impossibility of continuing in the performance of his duties or for any other reason, in accordance with article 18 of the Board Regulations, the most senior Director shall temporarily assume chairmanship of the Board of Directors until the Chairman is appointed by the Board, provided that the Board has not designated a Lead Independent Director.

In turn, the Secretary of the Board of Directors shall notify the Chairman of the Sustainability and Appointments Committee of the Company of the unexpected stepping down of the Chairman of the Board of Directors, to enable the Chairman of the Sustainability and Appointments Committee to call a meeting as expeditiously as possible, in application of the procedure set out in the foregoing section 4.1.1.

4.2. Criteria for the succession of the Chairman of the Board of Directors

Within the framework of the procedure established in the previous section, when proposing and deciding on the appointment of a new Chairman of the Board of Directors in the event of the Chairman stepping down from the position, the Sustainability and Appointments Committee and the Board of Directors of the Company must take into account the skills, knowledge and experience they deem necessary to exercise said position, taking into account the duties assigned to the Chairman of the Board of Directors by Law and the internal regulations of the Company. In all cases, the position of Chairman of the Board of Directors must be held by a non-executive Director.

In this regard, the Chairman of the Board of Directors must meet, at least, the following requirements:

- Adequate professional knowledge and experience to exercise his duties.
- Competence: the Chairman of the Board must possess adequate professional competence to exercise his duties.
- Leadership: the Chairman of the Board must be a person with leadership qualities that will enable him to properly exercise his functions as the supreme party responsible for the effective functioning of the Board of Directors.
- Professional prestige: the position of Chairman of the Board must be held by a person who enjoys recognised personal and professional prestige.
- Freedom of opinion: the Chairman of the Board must satisfy the conditions that enable him to act under the criteria of personal responsibility with freedom of opinion and independence.
- Knowledge and experience with regard to the Company's business and activity sector: the Chairman of the Board must have the aptitude and experience necessary to exercise his duties within the framework of the corporate purpose of Enagás.

- Commitment to compliance with the duties and obligations of Directors: the Chairman of the Board must satisfy the requirements necessary to deal with the demands arising from the general duties of Directors established in the applicable regulations, in the internal rules of Enagás and in this Succession Plan and, in particular, the duties of diligence and loyalty of Directors.

- Aptitude to carry out the functions that are legally and regulatorily attributed to the Chairman of the Board of Directors of Enagás, and more specifically, those concerning the organisation and performance of the Board of Directors and its Committees:

  – chair and direct the Board and ensure its effectiveness, making sure that sufficient time is devoted to discussing strategic issues, and agreeing and reviewing the refresher programmes for each Director, when circumstances so dictate; also ensuring that the Directors receive sufficient information beforehand to deliberate on the items on the Agenda; and stimulating the debate and the active participation of Directors during the sessions, defending their right to take a position; as well as convene meetings of the Board and submit a schedule of dates and matters to be discussed;

  – assume the chairmanship of all governing and administrative bodies of the Company;

  – organise and coordinate the regular assessment of the Board, as well as, if applicable, that of the Company's chief executive;

  – perform the different terms of reference with regard to the General Shareholders' Meeting;

  – in the case of being executive, to exercise effective management of the Company's business, always in accordance with the decisions and criteria set by the General Shareholders' Meeting and the Board of Directors, in the areas of their respective powers.

Notwithstanding the foregoing, the Chairman of the Board of Directors shall meet all the general requirements of suitability required of the members of the Board of Directors and shall not be subject to any grounds of incompatibility or prohibition legally and regulatorily provided for.

5. SUCCESSION OF THE CHIEF EXECUTIVE OFFICER

5.1. Procedure

5.1.1. Case of unexpected resignation of the Chief Executive Officer

In the event of the Chief Executive Officer stepping down, as well as in cases of resignation, incompatibility, impossibility of continuing in the performance of his duties or for any other reason, the provisions set out in section 5.2 below shall apply.

The Sustainability and Appointments Committee shall, within a deadline as short as possible, formulate a specific proposal to the Board of Directors regarding the appointment of the new Chief Executive Officer, taking into account the criteria referred to in section 5.3 below and following the requirements set out in the Board Regulations, the Diversity Policy of the Board of Directors and Selection of Directors and other applicable regulations.

If the appointment of the new Chief Executive Officer is linked to coverage of the vacancy created by the resignation, stepping down or unexpected incapacity of the Chief Executive Officer, the Sustainability and Appointments Committee and the Board of Directors of the Company shall act in accordance with the cooptation system, with subsequent ratification by the General Shareholders' Meeting of the Company, in the terms legally provided for.

When the succession of the Chief Executive Officer is addressed by the Board of Directors without the officeholder having stepped down, the Sustainability and Appointments Committee shall consult with the Chairman and the Chief Executive Officer of the Company on the organisation of the succession process.

5.1.2. Situation of temporary and unexpected incapacity of the Chief Executive Officer

In the event of temporary and unexpected incapacity of the Chief Executive Officer, the Chairman of the Board of Directors shall temporarily assume his duties or, failing that, the Director designated by the Board of Directors for this purpose, the Board adopting the pertinent resolutions in this regard.

5.2. Criteria for the succession of the Chief Executive Officer

When proposing and deciding on the appointment of the new Chief Executive Officer, the Sustainability and Appointments Committee and the Board of Directors of the Company must take into account the skills, knowledge and experience they deem necessary to exercise the position.

In this regard, the Chief Executive Officer must meet, in all cases, the following requirements:

- Adequate professional knowledge and experience in the Company’s activity sector sufficient for the exercise of his duties.
- Strategic leadership, guiding the senior management of the Company, for which he is ultimately responsible, in shaping the company as a competitive and adaptable organisation in a changing economic and technological environment.
- Resilience, demonstrating a strong capacity to adapt in the face of adverse situations or disruptive changes in the environment.
- Professional prestige, the position must be held by a person who enjoys recognised personal and professional prestige.
- Critical thinking and freedom of opinion: the Chief Executive Officer must satisfy the conditions that enable him to act under the criteria of personal responsibility with freedom of opinion and independence.
- Commitment to compliance with the duties and obligations of Directors: the Chief Executive Officer must satisfy the requirements necessary to deal with the demands arising from the general duties of Directors established in the applicable regulations and, in particular, the duties of diligence and loyalty of Directors.
- Aptitude to carry out the delegated powers granted by the Board of Directors to the Chief Executive Officer and, more specifically, the ordinary management of the Company’s business and the supervision and monitoring of the Group companies, periodically reporting thereon to the Board of Directors and, where appropriate, formulating resolution proposals on matters falling within the scope of his powers.

Notwithstanding the foregoing, the Chief Executive Officer shall meet all the general requirements of suitability required of the members of the Board of Directors and shall not be subject to any grounds of incompatibility or prohibition legally and regulatorily provided for.

6. GUARANTEES OF FULL EFFECTIVENESS AND FULFILMENT OF THEIR FUNCTIONS BY THE BOARD OF DIRECTORS AND MANAGEMENT OF THE COMPANY DURING THE PROCESS OF SUCCESSION OF THE CHAIRMAN AND/OR THE CHIEF EXECUTIVE OFFICER

The Succession Plan for the positions of Chairman of the Board of Directors and Chief Executive Officer, in accordance with the provisions set out in sections 4. and 5. above, ensures that at all times the full and effective functioning of the Board of Directors of Enagás as a collegiate body, as well as the ordinary and ongoing management of the businesses by the executive line of Enagás, shall be guaranteed.

At the same time, the application of the Succession Plan shall not affect the full functionality and exercise of their powers by the different Committees of the Company's Board of Directors.

Lastly, the Secretary of the Board of Directors and the General Secretariat of the Company shall ensure continuity of the advisory and information tasks related to these positions, and also ensure that the Board's actions comply with the applicable regulations and are in accordance with the corporate governance system of Enagás.

7. SUPERVISION AND UPDATING OF THE SUCCESSION PLAN

The Sustainability and Appointments Committee shall periodically review the procedure provided for in this Plan, agreeing, if necessary, to propose to the Board of Directors such modifications and updates as it deems appropriate at any time.

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ANNEX – VERSION CONTROL

Version	Date	Responsible	Approving Body
1	19/09/2016	Board Secretariat	Board of Directors
2	18/05/2026	Board Secretariat	Board of Directors