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> Composition of the Board of Directors of Naturgy Energy Group, S.A.

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The Board of Directors of Naturgy Energy Group, S.A. consists of the number of Directors determined by the Annual Meeting, within the limits set in the Articles of Association. The Annual Meeting held on 27 June 2018 established that there would be twelve (12) members of the Company's Board of Directors. The Secretary of the Board of Directors is not regarded as a Director.

Director	Nature of the post
<b>CHAIRMAN &amp; CEO:</b> REYNÉS MASSANET, Francisco	Executive
<b>DIRECTORS:</b>	
ADELL RAMÓN, Ramón	Independent <sup>4</sup>
ALCÁNTARA GARCÍA-IRAZOQUI, Enrique	Proprietary <sup>1</sup>

BELIL CREIXELL, Francisco	Independent
CHADWICK, Lucy	Proprietary <sup>3</sup>
ESTAPÉ, Isabel	Proprietary <sup>1</sup>
HERRERO STARKIE, Helena	Independent
RAO, Rajaram	Proprietary <sup>3</sup>
RIOJA S.à.r.l. (Mr Javier de Jaime Guijarro)	Proprietary <sup>2</sup>
SANTIAGO PONSÁ, Claudi	Independent
SAINZ DE BARANDA RIVA, Pedro	Independent
THEATRE DIRECTORSHIP SERVICES BETA, S.à.r.l. (Mr José Antonio Torre de Silva López de Letona)	Proprietary <sup>2</sup>

<sup>1</sup> developed by Criteria Caixa, S.A.U.

<sup>2</sup> developed by Rioja Acquisition S.à.r.l.

<sup>3</sup> developed by GIP III Canary 1 S.à r.l. (GIP)

<sup>4</sup> Coordinating Director

Link to the CNMV (<https://www.cnmv.es/portal/Consultas/DatosEntidad.aspx?nif=A-08015497&lang=en>)

## Mr. FRANCISCO REYNÉS MASSANET: Chairman & CEO

Current Chairman & CEO of Naturgy since February 2018.

He was previously Executive Vice Chairman and CEO of Abertis Infraestructuras, which he joined in 2009. From 2015 and until his appointment at Naturgy, he was also Chairman of the Board of Directors of Cellnex Telecom, where he led the company's flotation on the stock exchange.

Before working at Abertis, he was Managing Director of Criteria CaixaCorp, the industrial holding company of "La Caixa". From this position, he oversaw the Criteria's flotation on the stock exchange in

October 2007.

He began his professional career in the automotive industry, in which he worked for 10 years - firstly for the Volkswagen Group (in Spain and Germany) and then for Johnson Controls (in Germany, the UK, the USA and Spain). For seven years, he was also the Managing Director of Uniland, one of the largest cement families in Spain.

Besides these executive positions, he has experience as a member of various Boards of Directors at companies in several countries, such as Sanef, Eutelsat and Boursorama in France; Hispasat, Agbar, JCI and Adeslas in Spain; Arteris in Brazil; VíasChile in Chile; Enfida in Tunisia; Southern Cement in the UK; and Cementos Avellaneda in Argentina.

He received his degree in Industrial Engineering with a specialisation in mechanics from the Universitat Politècnica de Barcelona, and an MBA from IESE. He has also taken upper management courses in the US and Germany

He is chairman of the Board of Directors of Naturgy Energy Group, S.A..

**First appointment as Director:** 6 February 2018.

**Indirect shares:** 80.000

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## Mr. RAMÓN ADELL RAMÓN: Independent Director

Bachelor and Doctor in Economic and Business Sciences from the University of Barcelona. Lawyer. Auditor and Chartered Accountant and Financial Analyst. Professor of Financial Economics and Accounting (CU). Over his professional career he has held executive management roles in a number of companies, forming part of the team that promoted the creation and development of the Futures and Options Markets in Spain. He has published a variety of books and a numerous of articles about subjects relating with business economics and executive management. He is also a member of the Spanish Royal Academy of Economics and Finance and an Honorary Member of the European Council of Doctorate Degree Holders and Doctors Honoris Causa.

He is a member of the Naturgy Energy Group, S.A. Board of Directors, Chairman of the Appointments and Remuneration Committee, a member of the Audit Committee, and Coordinating Director.

**First appointment as Director:** 18 June 2010. **Re-elections:** 14 April 2011, 14 May 2015 and 27 June 2018.

### Posts in entities other than Naturgy Energy Group, S.A.

<b>Oryzon Genomics, S.A.</b>	Independent director and Chairman of the Appointments and Remuneration Committee
<b>Allianz, Cía. de Seguros y Reaseguros, S.A.</b>	Independent director and Chairman of the Audit Committee
<b>Fénix Directo, Cía. de Seguros y Reaseguros, S.A.</b>	Independent director and Chairman of the Audit Committee
<b>Polne, S.L.</b>	Independent director
<b>Planeta Formación y Universidades</b>	Member of the Advisory Board
<b>Centro de Estudios Internacionales (CIE)</b>	Member of the Advisory Board
<b>ESERP – School of Business and Social Sciences</b>	Member of the Scientific Council
<b>CEDE Foundation (Spanish Confederation of Directors and Executives)</b>	Vice President
<b>Spanish Association of Managers (AED)</b>	Honorary Chairman

**Direct shares:** 20.000

**D. ENRIQUE ALCÁNTARA GARCÍA-IRAZOQUI:**  
Proprietary Director for Criteria Caixa, S.A.U..

He holds a Law degree from the University of Barcelona and has been a State Attorney since 1972.

He has been Deputy Chairman of the Board of Directors and member of the Executive Committee of Caja de Ahorros y Monte de Piedad de Barcelona (1979 - 1991), First Deputy Chairman (1990 - 1991) and Second Deputy Chairman (1992 - 2000) of the Board of Directors of Caixa d'Estalvis i Pensions de Barcelona, "la Caixa", Deputy Chairman of the Board of Trustees of "la Caixa" Foundation (2000 - 2002), member of the Board of Directors (1993 - 2003), member of the Executive Committee (1999 - 2003) and member of the Audit and Control Committee (2002- 2003) of ACESA, Deputy Chairman of the Board of Directors and member of its Executive Committee of Saba, S.A., Trustee of Óscar Tusquets Blanca Foundation, member of the Board of Directors of Unión Fenosa, S.A., Trustee of Fundació Nou Mil·lenni and Secretary of the Board of Directors of Abertis Telecom, S.A. (2004 - 2011) and from 1993 to March 2020, he was a member of the Board of Directors of Naturgy Energy Group, S.A. and a member of its Audit Committee.

He is currently Partner and Administrator of Bufete Alcántara, S.L.P. and Partner of Brugueras, Alcántara & García-Bragado Abogados

**First appointment as Director:** 13 May 2021.

#### Posts in entities other than Naturgy Energy Group, S.A.

<b>UPCNET</b> , Serveis d'Accés a Internet de la Universitat Politècnica de Catalunya, S.L.U.	Secretary of the Board of Directors
<b>ITHINKUPC, S.L.U</b>	Secretary of the Board of Directors
<b>Vila Universitària S.L.</b>	Secretary of the Board of Directors
<b>Criteria Caixa, S.A.U.</b>	Member of the Board of Directors
<b>Fundació Politècnica de Catalunya</b>	Secretary of the Board of Trustees
<b>Fundació Universitat Autònoma de Barcelona</b>	Secretary of the Board of Trustees
<b>Fundació Factor Humà</b>	Secretary of the Board of Trustees

**Direct shares:** 29.770

## Mr. FRANCISCO BELIL CREIXELL. Independent Director.

Industrial engineering graduate from the Universitat Politècnica de Catalunya, having furthered his studies at the University of Pittsburgh (USA) and INSEAD in Fontainebleau (France), among others. He began his career at Bayer, where he rose to the position of highest responsibility. He subsequently joined Siemens, where he became Chief Executive Officer for South-west Europe. He has also been Chairman of the German Chamber of Commerce for Spain and Chairman of the Spanish Chemical Industry Federation.

He is a member of the Naturgy Energy Group, S.A. Board of Directors, Chairman of the Audit Committee and a member of the Appointments and Remuneration Committee.

**First appointment as Director:** 14 May 2015.

### Posts in entities other than Naturgy Energy Group, S.A.

<b>Uriach, S.A.</b>	Director
<b>Bertelsmann Foundation</b>	Trustee, Vice President
<b>Princesa de Girona Foundation</b>	Chairman
<b>CEDE Foundation</b>	Vice President
<b>Integralia Foundation</b>	Trustee
<b>Patrimonio Nacional</b>	Director
<b>Consejo Asesor Caixa Banca Privada</b>	Director

**Direct shares:** 18.925

## Mrs. LUCY CHADWICK: Proprietary Director for GIP III Canary 1 S.à r.l. (GIP)

Bachelor of Science in Psychology from the University of Exeter.

She is part of the GIP senior management and GIP's Head of ESG.

Previously, she was a General Director in the UK Department for Transport, with responsibility for international, environmental and safety policy and regulation. She has 19 years of government and infrastructure experience, and previously worked for Accenture for 13 years..

She is a member of the Naturgy Energy Group, S.A. Board of Directors and a member of the Audit Committee and Sustainability Committee

**First appointment as Director:** 16 March 2020. **Re-elected:** 26 May 2020

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## Mrs. ISABEL ESTAPÉ: Proprietary Director for Criteria Caixa, S.A.U.

Bachelor in Economic and Business Sciences with Outstanding Cum Laude from the University of Barcelona.

She has been a member of the Board of Directors of Criteria Caixa since its foundation.

Patroness of Fundación Bancaria "La Caixa" and member of its Executive Committee.

Currently she is notary in Madrid.

Academic of numbers of the Royal Academy of Economic and Financial Sciences.

She is a member of the Naturgy Energy Group, S.A. Board of Directors and a member of the Audit Committee and its Sustainability Committee.

**First appointment as Director:** 16 March 2020. **Re-elections:** 26 May 2020

**Direct shares:** 5.000

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## Mrs. HELENA HERRERO STARKIE: Independent Director

She has a degree in chemistry from the Complutense University of Madrid and has completed postgraduate studies in Management at the INSEAD Business School and the IESE Business School.

Currently she is responsible for the Southern European Market (France, Italy, Spain and Portugal) as well as Chairman and Chief Executive of HP in Spain since July 2012, and has worked at the company since 1982.

She is a member of the Naturgy Energy Group, S.A. Board of Directors, a member of the Audit Committee and the Chairwoman of the Sustainability Commission.

**First appointment as board member:** 4 May 2016. **Re-election:** 26 May 2020

#### Positions at entities other than Naturgy Energy Group, S.A.

<b>HP Printing and Computing Solutions, S.L.U.</b>	Chairwoman and Chief Executive
<b>I+E Innovación España Foundation</b>	Chairwoman
<b>AMCHAM</b>	Deputy Chair
<b>Spain-USA Council Foundation</b>	Board Member
<b>Princesa de Girona Foundation</b>	Trustee and Member of the Advisory Board
<b>American Business Council</b>	Member of the Board
<b>APD</b>	Governing Council member
<b>Junior Achievement Foundation</b>	Board Member
<b>SERES</b>	Executive Committee member
<b>Cotec Foundation</b>	Member of number
<b>CEOE Business Development Council</b>	Member
<b>Netmentora Madrid</b>	Board of directors member
<b>IESE Alumni</b>	Executive Committee member
<b>Madrid Futuro</b>	Board of directors member



## Mr. RAJARAM RAO: Proprietary director for GIP III Canary 1 S.à r.l.

Qualified Electronic and Telecommunications Engineer. He also has an MBA from the University of Delhi and a Master's in Finance from the London Business School.

He has previously worked in the Asia shares sales team at Kotak Securities (then a Goldman Sachs subsidiary) in Mumbai, India. He was a member of the project finance team at Barclays Capital in London and later director of the Investment Banking Division of Credit Suisse in London before joining GIP in 2006. He led GIP investments in Borkum Riffgrund, Compañía Logística de Hidrocarburos SA, East Indian Petroleum Limited, Naturgy, Gode Wind 1 Investor Holding GmbH, Saeta Yield, SA / Bow Power, SL, Transitgas AG and Vena Energy.

He joined GIP as a Director in 2006 and was appointed Partner in 2010. He leads GIP's energy investments globally and is a member of its Investment and Operations Committees.

He is a member of the Naturgy Energy Group, S.A. Board of Directors and a member of the Audit Committees.

**First appointment as Director:** 21 September 2016. **Re-elected:** 26 May 2020.

### Posts in entities other than Naturgy Energy Group, S.A.

<b>GIP</b>	Partner
<b>VENA ENERGY</b>	Member of the Board of Directors

## Mr. JAVIER DE JAIME GUIJARRO: Representative of the Proprietary Director of Rioja S.à.r.l.

Bachelor of Law from Universidad Pontificia de Comillas (ICADE) and MBA from the University of Houston (USA).

He joined CVC in 1997. He currently holds the position of Managing Partner, oversees the Private Equity business in Spain and Italy, and forms part of the Private Equity Board for Europe and North America of CVC Capital Partners. Before joining CVC, he worked for seven years at the British company 3i, two years at the London office as an Investment Controller and the remaining five years as Regional Director at the Madrid office.

He is an Independent Director on the Board of Directors of Promotora de Informaciones, S.A. (PRISA) and is also a member of the Board of Directors of Idcsalud Holding, S.L. and Helios Healthcare Spain, S.L., among others

Rioja S.à.r.l. forms part of the Naturgy Energy Group, S.A. Board of Directors and and Appointments and Remuneration Committee.

**First appointment of Rioja S.à.r.l.:** 1 August 2019.

#### **Positions in entities other than Naturgy Energy Group, S.A.**

<b>CVC Capital Partners, S.L.</b>	Director Partner and member of the Board of Directors
<b>CVC Capital Partners Luxembourg, S.à.r.l.</b>	Director
<b>Idcsalud Holding, S.L.</b>	Director
<b>Helios Healthcare Spain, S.L.</b>	Director
<b>Promotora de Informaciones, S.A.(PRISA)</b>	Director
<b>Deoleo, S.A.</b>	Representative of the Board of Directors of Theatre Directorship Service Beta, S.à.r.l.
<b>Cortefiel, S.A.</b>	Representative of the Board of Directors of Theatre Directorship Service Alpha, S.à.r.l.
<b>MEP Retail España, S.L.U.</b>	Representative of the Board of Directors of Theatre Directorship Service Alpha, S.à.r.l.
<b>Rioja Bidco Shareholdings, S.L.U.</b>	Representative of the Board of Directors of Theatre Directorship Service Alpha, S.à.r.l.

<b>Servet Shareholdings, S.L.</b>	Representative of the Board of Directors of Theatre Directorship Service Alpha, S.à.r.l.
<b>Masaria Investments, S.A.</b>	Representative of the Board of Directors of Theatre Directorship Service Alpha, S.à.r.l.
<b>Baranoa Directorship, S.L.</b>	Representative of the Board of Directors of Theatre Directorship Service Beta, S.à.r.l.
<b>Sub Lecta, S.A.</b>	Representative of the Board of Directors of Theatre Directorship Service Beta, S.à.r.l.
<b>Vitalia Plus, S.A.</b>	Representative of the Board of Directors of Theatre Directorship Service Alpha, S.à.r.l.
<b>Vivaly Inversiones Globales, S.L.</b>	Representative of the Board of Directors of Theatre Directorship Service Alpha, S.à.r.l.
<b>Compañía Logística de Hidrocarburos CLH, S.A.</b>	Representative of the Board of Directors of Theatre Directorship Service Alpha, S.à.r.l.
<b>Paidea Inversiones, S.A.</b>	Representative of the Board of Directors of CVC European Equity Partners LP

**Direct shares:** 1.197

## Mr. CLAUDI SANTIAGO PONSA: Independent Director

Master Degree in Computer Science from the Universidad Autónoma de Barcelona. International Executive Program from INSEAD (France). Post graduate studies at Georgetown University and Harvard Business School.

Since February, 2012, to June, 2020, Mr. Santiago was a Managing Partner and the Chief Operating Officer at First Reserve Corporation, the largest global Private Equity firm exclusively focused on Energy investments.

Prior joining First Reserve, Mr. Santiago spent 32 years in GE. In particular, since April, 1999 to December 2011, Mr. Santiago was Senior Vicepresident of GE and CEO of GE Oil&Gas.

Mr. Santiago is a Director of the Board at Naturgy Energy Group, S.A. and a member of the Appointments and Remuneration Committee, and the Sustainability Committee.

**First appointment:** 27 June 2018.

### Posts in Organisations other than Naturgy Energy Group, S.A.

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**FINAVES, IESE Business School (Barcelona)**

Director of the Board

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## Mr. PEDRO SAINZ DE BARANDA: Independent Director

Mining Engineer from Universidad de Oviedo, PhD in Engineering, Rutgers University of New Jersey and MBA from the Sloan School of Management in Massachusetts, Institute of Technology (MIT).

Ex-President of Otis Elevator Company and entrepreneur.

He spent most of his career at the United Technologies Corporation group, holding various positions including New Equipment Manager at Otis Méjico in 2001, Chairman and General Manager of Otis Portugal in 2002, Chief Executive Officer of ZARDOYA OTIS, S.A. in 2004 and Manager of Otis for Southern Europe and the Middle East in 2009. In 2012, he finally reached the position of Chairman & CEO of OTIS ELEVATOR COMPANY, a leading global company in the elevation sector with over 64,000 employees.

Founder of SAINBERG INVESTMENTS in 2015, a company specialising in control investments at small- and medium-sized enterprises.

Currently, he is a member of TK Elevator GmbH Board of Directors.

Is a member of the Naturgy Energy Group, S.A. Board of Directors, a member of the Audit and Control Committee and its Appointments, Remuneration and Corporate Governance Committee.

**First appointment:** 27 June 2018.

### Posts in Organisations other than Naturgy Energy Group, S.A.

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**Gestamp Automoción, S.A.**

Member of the Board of Directors

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**Princess of Asturias Foundation**

Patron

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## Posts in Organisations other than Naturgy Energy Group, S.A.

<b>Sainberg, S.L.</b>	Member of the Board of Directors
<b>Internacional Olivarera, S.A.</b>	Chairman of the Board of Directors
<b>Scalpers Fashion, S.L.</b>	Member of the Board of Directors
<b>Pedro Duro S.L.</b>	Sole Administrator
<b>Inversores de Tornón</b>	Administrator

**Indirect shares:** 20.000

## THEATRE DIRECTORSHIP SERVICES BETA, S.à.r.l. REPRESENTATIVE Mr. JOSÉ ANTONIO TORRE DE SILVA LÓPEZ DE LETONA. Proprietary Director Rioja Adcquisitions Sarl, S.L.U

Bachelor of Industrial Engineering from the School of Engineering of Universidad Pontificia de Comillas (ICAI) and MBA from Universidad de Navarra (IESE).

Partner of CVC Capital Partners in Madrid, a firm where he has worked since 2000. Before joining CVC, he worked for three years at BNP Paribas, where he formed part of the Acquisition Finance team at the Madrid office.

As representative of Theatre Directorship Beta, S.à.r.l., he sits on the Board of Directors of Exolum and Tendam.

THEATRE DIRECTORSHIP SERVICES BETA, S.à.r.l. forms part of the Naturgy Energy Group, S.A. Board of Directors and Audit Committee.

**First appointment of THEATRE DIRECTORSHIP SERVICES BETA, S.à.r.l.:** 18 May 2018.

## Positions in entities other than Naturgy Energy Group, S.A.

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**Tendam Retail, S.A., Tendam Brands S.A. and Tendam Fashion S.L.** Representative of the Board of Directors of Theatre Directorship Service Beta, S.à.r.l.

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**Compañía Logística de Hidrocarburos CLH, S.A.** Representative of the Board of Directors of Theatre Directorship Service Beta, S.à.r.l.

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### Sustainability

- > The environment ([https://www.naturgy.com/sostenibilidad/medio\\_ambiente](https://www.naturgy.com/sostenibilidad/medio_ambiente))
- > With society ([https://www.naturgy.com/sostenibilidad/con\\_la\\_sociedad](https://www.naturgy.com/sostenibilidad/con_la_sociedad))
- > Governance ([https://www.naturgy.com/conocenos/la\\_gobernanza](https://www.naturgy.com/conocenos/la_gobernanza))



### Relevant information

- > Innovation (<https://www.naturgy.com/innovacion>)
- > Energy ([https://www.naturgy.com/conocenos/actividad\\_y\\_energias](https://www.naturgy.com/conocenos/actividad_y_energias))
- > Corporate responsibility ([https://www.naturgy.com/sostenibilidad/responsabilidad\\_corporativa](https://www.naturgy.com/sostenibilidad/responsabilidad_corporativa))
- > Press room ([https://www.naturgy.com/sala\\_de\\_prensa](https://www.naturgy.com/sala_de_prensa))



### More information

- > Annual Reports

- ([https://www.naturgy.com/accionistas\\_e\\_inversores/la\\_sociedad/informes\\_anuales](https://www.naturgy.com/accionistas_e_inversores/la_sociedad/informes_anuales))
- > Stock market prices ([https://www.naturgy.com/accionistas\\_e\\_inversores/accionistas/cotizaciones](https://www.naturgy.com/accionistas_e_inversores/accionistas/cotizaciones))
  - > Financial calendar
- ([https://www.naturgy.com/accionistas\\_e\\_inversores/la\\_sociedad/calendario\\_financiero](https://www.naturgy.com/accionistas_e_inversores/la_sociedad/calendario_financiero))
  - > Quarterly results
- ([https://www.naturgy.com/accionistas\\_e\\_inversores/inversores/resultados\\_trimestrales](https://www.naturgy.com/accionistas_e_inversores/inversores/resultados_trimestrales))



### Recommended websites

- > Naturgy Foundation (<http://www.fundacionnaturgy.org/>)
  - > UFD (<http://www.ufd.es>)
  - > Nedgia (<http://www.nedgia.es/>)
- > GPG (<https://www.globalpower-generation.com/es/>)
  - > Sedigas (<https://www.sedigas.es/>)
  - > Renewable gas (<https://www.gasrenovable.org/>)
    - > Gasnam (<http://gasnam.es/>)
- > Criteria Caixa ([https://www.criteriacaixa.com/home/home\\_en.html](https://www.criteriacaixa.com/home/home_en.html))
  - > GIP (<http://global-infra.com/>)
  - > CVC (<https://www.cvc.com/>)
  - > Sonatrach (<https://www.sonatrach.es/>)

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