

**REGULATIONS
OF THE REMUNERATION COMMITTEE OF
ENAGÁS S.A.**

**Approved by the Board of Directors on December 19,
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REGULATIONS OF THE REMUNERATION COMMITTEE OF ENAGÁS, S.A.

ARTICLE 1.- PURPOSE AND SCOPE OF THE REGULATIONS.

1. The purpose of these regulations is to regulate the Remuneration Committee of the Board of Directors of Enagás, S.A. (the "**Company**"), spelling out the principles of its composition, operation, objectives and functions and the rules governing its legal and statutory activities.
2. The Regulations of the Remuneration Committee are approved by the Board of Directors, which shall adopt such measures as may be necessary to ensure the dissemination of the provisions of these regulations internally within the Company, among the shareholders and the investing public.
3. The competent administrative authorities must be notified upon the adoption of these regulations and, where appropriate, any amendment thereto, and it will be published on the Company's website.

ARTICLE 2.- INTERPRETATION, AMENDMENT, COMPLIANCE AND DISCLOSURE.

1. These regulations complete the rules applicable to the Remuneration Committee of the Board of Directors established in the Company's Articles of Association, in the Board Regulations and in current commercial legislation, particularly that relating to listed companies. The Remuneration Committee shall be subject to these regulations, and the rules and regulations of the Board of Directors shall be applicable on a supplementary basis.
2. It is the responsibility of the Board of Directors itself to resolve any doubts that may arise in connection with the application of these Regulations, in accordance with the general criteria for the interpretation of legal provisions and the spirit and purpose of the Company's Articles of Association. In addition, the Remuneration Committee may, in the exercise of its competences, interpret these regulations, provided that such interpretation is not out of alignment with the interpretation given by the Board of Directors. In this regard, the Remuneration Committee shall take into account the legally applicable regulations and the recommendations and criteria of good governance established by the supervisory bodies, and in particular, by the National Securities Market Commission.
3. If any contradiction arises between these Regulations and the Articles of Association or the Rules and Regulations of the Board of Directors, the

provisions of the Articles of Association will always prevail, first, or, secondarily, the Rules and Regulations of the Board of Directors.

4. Committee members, as well as the other members of the Board of Directors affected by it, are obliged to know and comply with these Regulations, for which purpose the Secretary to the Board of Directors will include them on the Director's website and publish them on the Company's corporate website.
5. The Committee must also ensure that these Regulations is fulfilled and that appropriate measures are taken to ensure that it is disseminated as necessary throughout the rest of the organisation.
6. These Regulations shall enter into force on the date of its approval.
7. The Regulations shall be reviewed periodically by the Board of Directors, taking into account the proposals made in this respect by the Remuneration Committee, and in accordance with the provisions of the following sections of this article.
8. The Chairperson of the Board of Directors, the Chairperson of the Remuneration Committee or a number equal to or greater than 25% of the total number of members of the Board of Directors may propose such amendments to the Board when circumstances arise which, in their opinion, are appropriate or necessary, in which case a report must be submitted justifying the causes and scope of the proposed amendment.

The Board of Directors shall be convened, by any means, by individual notification to each of its members. The proposal for amendment must necessarily be accompanied by the explanatory report.

ARTICLE 3.- QUANTITATIVE AND QUALITATIVE COMPOSITION OF THE REMUNERATION COMMITTEE.

1. In accordance with the provisions of Article 45 of the Articles of Association, the Remuneration Committee shall comprise at least three and no more than seven Directors, to be appointed by the Board of Directors.
2. Within the limits indicated above, the Committee may submit to the Board of Directors a proposal to modify the number of its members, so that it may discharge its duties more efficiently.
3. No Executive Director may sit on the Remuneration Committee and the majority of its members must be independent.
4. Both the Chairperson and the other Committee members will be persons with sufficient training and experience appropriate to the nature of the function to be performed within the Committee, and whenever possible,

efforts will be made to ensure that the members of the Committee, as a whole, are appointed taking into account their knowledge and experience in areas such as human resources and design of remuneration policies and plans.

Efforts will also be made to promote gender diversity and other criteria for diversity of membership of the Committee.

ARTICLE 4.- COMPOSITION OF THE REMUNERATION COMMITTEE.

1. The Committee Chairperson shall be selected from among the Independent Directors by the Board of Directors, and shall not have the casting vote.
2. The Board of Directors shall appoint the Secretary of the Committee, a position which may be held by the Secretary of the Board or by a Director who is a member of the Committee. The Secretary of the Committee, whether a Director or not, may be assisted or replaced in their absence by the Vice Secretary of the Board. A Non-Board Secretary shall not take part in the Committee's deliberations.
3. The Secretary of the Committee shall have the following functions:
 - a) The Secretary shall assist the Chairperson in their tasks and must provide for the proper functioning of the Committee, taking special care to assist the Committee Chairperson in planning its meetings, providing its members with the necessary advice and information with adequate notice, safeguarding documentation, properly setting forth the contents of the meetings in the Minute Books and attesting to the agreements of the Committee when appropriate.
 - b) The Secretary shall also be responsible for the formal and substantive legality of the Committee' actions and ensure that its governing procedures and rules are respected and regularly revised.
 - c) The Secretary, or where appropriate, the Vice Secretary of the Committee shall act as Legal Advisor when, in accordance with the legal provisions in force, a Legal Advisor must intervene in relation to the agreements, decisions and deliberations of this Committee.

ARTICLE 5.- DURATION AND TERMINATION OF TERM OF OFFICE.

1. The term of office of a member of the Committee shall be the same as the term of office of a Director.
2. Members of the Remuneration Committee shall vacate that office:
 - If they lose their status as Directors of the Company.
 - If so decided by the Board of Directors.

ARTICLE 6.- REMUNERATION OF COMMITTEE MEMBERS.

1. Members of the Remuneration Committee may be remunerated in accordance with the provisions of the Directors' Remuneration Policy.
2. This remuneration shall be approved in the same way as established in the Articles of Association and in the Rules and Regulations of the Board of Directors for the approval of Directors' remuneration, and shall be subject to the same disclosure rules.
3. The Board of Directors shall ensure that the members of the Remuneration Committee, and in particular its Chairperson, receive sufficient remuneration commensurate with the considerable time and responsibility required for their duties, taking into account that the chairperson's remuneration may differ from that of the other directors, while also ensuring that their remuneration does not in any way compromise the independence and objectivity of the Committee members.

ARTICLE 7.- DUTIES OF COMMITTEE MEMBERS.

In the performance of their duties, the members of the Committee shall be subject to the same duties and principles of action as those set forth in the Company's Articles of Association, the Rules and Regulations of the Board of Directors and the legislation in force for Directors.

ARTICLE 8.- OBJECTIVES AND FUNCTIONS OF THE REMUNERATION COMMITTEE.

1. The basic objectives of the Committee, as a collegiate body are to propose and monitor the remuneration policy for Directors and Senior Managers and their contractual terms.
2. To achieve these objectives, the Remuneration Committee, in addition to the functions established by law for this Committee, shall carry out the following functions:
 - (i) **Competencies 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 it is observed. To this end, the Committee will periodically review the remuneration policy for Directors and Senior Managers, ensuring that their individual remuneration is proportional to that paid to the other Directors and Senior Managers 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 report to the Board of Directors, in advance, on the individual determination of the remuneration of each Director in their capacity as such within the statutory framework and the remuneration policy, as well as for the performance of the executive functions attributed to them in the remuneration policy and in accordance with the provisions of their contract.
- d) 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.
- e) To verify information on remuneration of Directors and Senior Managers contained in the various corporate documents, including the Annual Report on Directors' Remuneration.

(ii) Other powers

- a) To submit to the Board the initiatives and proposals on remuneration it deems appropriate and provide information on proposals submitted to the Board and information the Company releases to shareholders annually regarding this issue.
 - b) Ensure that the information disseminated by the Company via its website on matters within its remit is sufficient and appropriate and complies with the recommendations on good corporate governance adopted by the Company.
 - c) To prepare an Annual Report on the Remuneration Committee's activities, which will be published on the Company's website sufficiently in advance of the Ordinary General 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.
3. In performing and exercising its duties the Remuneration Committee shall take into account the principles and criteria established in the Technical Guide 1/2019 on Appointments and Remuneration Committees of the National Securities Market Commission of February 20, 2019, without prejudice to them being adapted to the particular circumstances and characteristics of the Company and its Group.
4. The Committee shall establish an annual work plan covering the main activities of the Committee during the year in relation to the performance of its duties.

ARTICLE 9.- COMMITTEE'S MEETINGS.

1. The Remuneration 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. Efforts shall be made to ensure that, whenever possible, meetings are held sufficiently in advance of Board meetings.

The Board of Directors will be informed of the Committee's meetings at the first full Board meeting following the Committee meeting.

2. Committee meetings shall be convened by its Chairperson or, where appropriate, the member of the Board of Directors who replaces the Chairperson, and shall be called by any means whereby receipt of the notice to call the Meeting may be acknowledged, and shall include the venue and the Agenda of the meeting.

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 Committee members to be properly informed.

The power to set the agenda of a meeting rests with the Chairperson, but any member 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 Committee.

The Committee shall be properly constituted without need of prior notice if, all members being present in person or by proxy unanimously consent to the holding of the meeting and its Agenda.

3. Committee Meetings shall ordinarily be held at the registered office, but may also be held at any other venue determined by the Chairperson of the Board and specified in the notice of meeting.
4. Meetings of the Remuneration Committee may be held by any means determined by the Chairperson of the Committee, including videoconference or multiple teleconference, in accordance with the provisions of Article 39 of the Articles of Association for the Board of Directors.
5. The members of the management team or personnel of the Company and its Group shall be obliged to attend the meetings of the Committee and provide their collaboration and access to the information available to them when the Committee asks for it. The Committee may also require any third party to be present at its meetings, but only at the invitation of the Chairperson of the Committee and only for the items on the Agenda for which they have been called, in so far as this is justified

by the subject matter, although such invitations must not become a regular practice. In this regard, care will be taken to ensure that the persons invited do not attend the deliberation and voting stages of the Committee.

ARTICLE 10.- MEETING PROCEEDINGS.

1. The Committee shall be properly constituted when at least half its members are present in person or by proxy, except when the meeting has not been duly convened, in which case the attendance of all members is required.
2. Before attending Committee meetings, members must ensure they have spent sufficient time analysing and evaluating the information received beforehand.

Constructive dialogue shall also be encouraged among members in Committee meetings, promoting free expression and the independence and critical attitude of its members; and the Chairperson of the Committee must ensure that members take part in the deliberations with freedom of judgement and criteria.

3. If Committee members are unable to attend, they may delegate their representation to another Committee member.

The proxy may be conferred by any means, including e-mail addressed to the Committee Chairperson or the Committee Secretary.

4. Resolutions shall be adopted with the vote in favour of an absolute majority of Committee members present in person or by proxy.
5. In cases of conflict of interest, the Committee member shall 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 interest.

ARTICLE 11.- ACCESS TO INFORMATION AND ADVICE.

1. The Remuneration Committee may have appropriate, timely and sufficient access to any information or documentation available to the Company regarding matters within its area of responsibility, provided that it is deemed necessary for the performance of its duties.
2. The Committee may also, at the Company's expense, seek the collaboration or advice of external professionals when it considers this necessary or fitting for the best performance its duties, taking into account any potential conflicts of interest of the advisors.

In particular, the Committee must transparently disclose any relationship or situation of conflict of interest affecting the external

advisors, and ask them to give a detailed account of all possible conflicts with the Company or its Directors in their proposed service offers.

ARTICLE 12.- MEANS AND RESOURCES.

1. The Remuneration Committee shall approve a periodic training plan to ensure that Committee members are kept up-to-date in terms of their knowledge. A welcome programme will also be provided for its new members.
2. The Company shall provide the Committee with sufficient means and resources to enable it to perform its functions. Requests for resources must be channelled through the Secretary to the Company's Board of Directors.

ARTICLE 13.- MINUTES OF COMMITTEE MEETINGS.

1. The discussions and resolutions of the Remuneration Committee will be put down in a Minute Book, which will be signed by the Chairperson and the Secretary of the Committee. A copy of the minutes of Committee proceedings shall be sent to every Director.
2. If legally required, the Secretary may certify the minutes and the resolutions of the Committee. Certifications issued in this way will be approved by the Chairperson.
3. Resolutions may not be certified unless they appear as approved and signed in the Minutes.
4. In addition to the Secretary, any of the Directors who have been appointed and registered in the Companies Registry shall be responsible for the conversion of the Committee's resolutions into a public instrument, if so required by law.

ARTICLE 14.- RELATIONS OF THE REMUNERATION COMMITTEE WITH OTHER BODIES OF THE COMPANY AND ITS SHAREHOLDERS

1. The Remuneration Committee must arrange an effective and regular communication channel with its usual interlocutors, which shall normally be the Chairperson of the Committee and also, inter alia:
 - a) The Chairperson of the Board of Directors;
 - b) The Independent Leading Director, if they are not a member of the Committee; and
 - c) the Company Senior Managers.
2. The Chairperson of the Remuneration Committee shall act as spokesperson for the Committee at meetings of the Board of Directors

and, if appropriate, at the General Shareholders' Meeting of the Company.

3. The Committee shall consult the Chairperson of the Board and the Chief Executive Officer of the Company, especially on matters relating to the remuneration of Senior Managers and Executive Directors.
