

## **RELEVANT FACT**

The Enagás, S.A. General Shareholders' Meeting held today resolved to re-elect as Directors for the statutory four-year period Ms. Rosa Rodríguez Díaz, Mr. Martí Parellada Sabata and Mr. Jesús Máximo Pedrosa. Ms. Rosa Rodríguez Díaz serves as Independent Director, Mr. Jesús Máximo Pedrosa Ortega serves as Proprietary Director at the proposal of Sociedad Estatal de Participaciones Industriales (SEPI) and Mr. Martí Parellada Sabata who relinquishes his position as Chairman of the Audit and Compliance Committee, will serve as another External Director, due to the fact that he has been serving more than twelve years as Independent Director.

Furthermore, the General Shareholders' Meeting resolved to appoint as Director for the statutory four-year period Mr. Luis García del Río, to cover the vacancy left by Mr Ramón Pérez Simarro. Mr. Luis García del Río, who accepted the appointment at the same meeting will serve as Independent Director.

Born in 1966, Mr Luis García del Río is a Public Prosecutor on leave. After holding several positions in the Public Administration, he joined the Repsol Group in 2001. At Repsol his positions included being the Director of the Legal Advisory Department of Repsol Butano, S.A. and Secretary of its Board (2003-2005) as well as the Director of Legal Affairs for the Deputy Chairman's Departments of Exploration and Production and Liquefied Natural Gas of the Repsol Group (2005-2008).

Between 2012 and 2014 he was a Director of YPF, S.A (Independent Director), having been put forward for the position by the private shareholders following the Argentinian government's expropriation of the company.

He is currently an Arbitrator and practising Lawyer (Managing Partner of BMA-DRL Abogados.

## **QUORUM**

The Ordinary General Meeting of Enagás, S.A., held on 31 March 2017 at the adjourned date and time specified in the Notice of Meeting, was constituted with the following quorum:

Share capital	€358,101,390
Eligible shares	238,734,260

<b>Shareholders</b>	<b>Number of shareholders</b>	<b>Number of shares</b>	<b>% of total share Capital</b>
<b>1. Present:</b>	<b>637</b>	<b>15,858,567</b>	<b>6.643%</b>
1.1 Attending in person	165	370,836	0.155%
1.2 Attending using remote means	472	15,487,731	6.487%
<b>2. Represented by</b>	<b>6,421</b>	<b>93,132,989</b>	<b>39.011%</b>

<b>TOTAL</b>	<b>7,058</b>	<b>108,991,556</b>	<b>45.654%</b>
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All resolutions on the agenda were ratified at the General Meeting. The resolutions adopted and the results of voting for each are hereby made available, in accordance with Article 525.2 of the Spanish Limited Liability Companies Law, and are as follows:

### RESOLUTION 1º

"To examine, and, if appropriate, approve the Financial Statements (balance sheet, income statement, statement of changes in equity, cash flow statement and notes to the financial statements) and Consolidated directors' report of Enagás S.A. and its Consolidated Group for the financial year starting on 1 January and closing on 31 December 2016."

**The resolution carried. The results of the vote were as follows:**

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
108,935,144	99.948	7,293	0.007	49,119	0.045	108,991,556

### RESOLUTION 2º

"To approve the appropriation of Enagás, S.A.'s net income for the 2016 financial year, which amounted to net profit of **€342,305,759.10**, in line with the following distribution proposal prepared by the Board of Directors:

- (i) Allocating an amount of €10,636,187.21 to the voluntary reserve;
- (ii) Payment of a dividend which was already wholly paid as an interim dividend by virtue of the Board of Directors' resolution of 21 November 2016, which is ratified for all that may be necessary, paid to shareholders on 22 December 2016, and which amounted to **€0.556** gross per entitled share, making a total of €132,565,199.05;
- (iii) Payment of a final dividend of **€0.834** gross per entitled share; the applicable taxes will be deducted from this amount. The total amount to be distributed for the whole of the 238,734,260 shares issued at this date would amount to €199,104,372.84.

The final dividend will be paid on **5 July 2017**.

The following table summarises the distribution of profit.

Distribution	Euros

Legal reserve	<b>0.00</b>
Voluntary reserves	<b>10,636,187.211</b>
To Dividends:	
Interim dividend	<b>132,565,199.05</b>
Final dividend (maximum amount <b>199,104,372.84</b> to be distributed for a fixed dividend of €0.834 gross per share for the total of the 238,734,260 shares issued at that date)	<b>199,104,372.84</b>
<b>Total results</b>	<b>342,305,759.10</b>

Thus, together the interim dividend and the final dividend add up to a total of €1.39 gross per entitled share.”

**The resolution carried. The results of the vote were as follows:**

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
107.437,356	98.574	64,393	0.059	1,489,807	1.367	108,991,556

**RESOLUTION 3º**

“To approve the performance of the Board of Directors of Enagás, S.A. in the 2016 financial year.”

**The resolution carried. The results of the vote were as follows:**

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
108,828,119	99.850	34,999	0.032	128,438	0.118	108,991,556

**RESOLUTION 4º**

“**4.1.-** To appoint Mr Luis García del Río as Director for the four-year period. Mr Luis García del Río will be an Independent Director.”

**The resolution carried. The results of the vote were as follows:**

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast

107,264,337	98.415	1,598,814	1.467	128,405	0.118	108,991,556
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“4.2 To re-elect Ms Rosa Rodríguez Díaz as Director for the four-year period. Ms Rosa Rodríguez Díaz is an Independent Director.”

**The resolution carried. The results of the vote were as follows:**

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
108,258,408	99.327	329,975	0.361	340,173	0.312	108,991,556

“4.3.- To re-elect Mr Martí Parellada Sabata as Director for the four-year period. Mr Martí Parellada Sabata will be another External Director. ”

**The resolution carried. The results of the vote were as follows:**

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
104,142,576	95.551	4,507,785	4.136	341,195	0.313	108,991,556

“4.4.- To re-elect Mr Jesús Máximo Pedrosa Ortega as Director for the four-year period. Mr Jesús Máximo Pedrosa Ortega will be a Proprietary Director at the behest of the Sociedad Estatal de Participaciones Industriales (SEPI).

As before, there are thirteen Directors on the Board after this appointment and the re-elections. ”

**The resolution carried. The results of the vote were as follows:**

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
97,744,760	89.681	10,982,444	10.076	264,352	0.243	108,991,556

## RESOLUTION 5º

“To authorise the Board of Directors to increase the share capital on one or several occasions and at any time under the terms and within the limits set out in articles 297.1.b) and 506 of the Consolidated text of the Corporate Enterprises Act, within a period of five years counting from the time this resolution is adopted and up to half of the current share capital, for the purpose of this limit calculating jointly both those increases approved exercising this authorisation and those which could be resolved in accordance with other authorisations made by the General Shareholders’ Meeting or which may be granted by the Board of Directors.

Increases in share capital under this authorisation will be made by issuing and circulation of new shares, with or without premium, whose equivalent value will consist of financial contributions. The Board of Directors will be authorised to

establish, with regard to what is not explicitly set forth, the terms and conditions of the increases in share capital and the characteristics of the shares, and also freely offer new shares not subscribed in the terms or terms of exercising the preferential right of subscription. The Board of Directors may also establish that if there is an incomplete subscription, the share capital will only be increased by the amount of the subscriptions made, and rewrite the article on the share capital in the Bylaws.

The Board of Directors is expressly authorised to exclude, in part or in full, the preferential right of subscription under the terms of article 506 of the Consolidated text of the Corporate Enterprises Act, for increases in share capital performed under this authorisation. This power is conditional on the exclusions of the preferential right of subscription which may be resolved by the Board in exercising it or other delegations adopted or which may be adopted by the General Shareholders' Meeting, not exceeding in total 20% of the current share capital of the company.

The company will request, where applicable, the listing on official or non-official secondary markets, organised or non-organised, in Spain or abroad, of the shares issued by virtue of this authorization, enabling the Board to carry out the necessary formalities and actions at the competent bodies of the Spanish or foreign securities markets for listing the securities.

The Board of Directors is expressly authorised for it, in turn, to delegate the powers referred to in this resolution.

The authorisation to increase share capital passed by the Board of Directors by the resolution of the General Shareholders' Meeting on 30 March 2012 is hereby cancelled."

**The resolution carried. The results of the vote were as follows:**

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
83,647,937	76.747	22,442,000	20.591	2,901,619	2.662	108,991,556

**RESOLUTION 6º**

“The proposed advisory vote on the Annual Report on Directors' Remuneration, made available to shareholders, is laid before the General Meeting for the purposes of article 541 of the amended Spanish Limited Liability Companies Law.”

**The resolution carried. The results of the vote were as follows:**

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
90,057,466	82.628	6,939,178	6.367	11,994,912	11.005	108,991,556

**RESOLUTION 7º**

- "One.- To delegate to the Board of Directors the broadest powers required to supplement, develop, implement and rectify any of the resolutions adopted at the General Meeting. The power to rectify shall include the power to make any required or advisable modifications, amendments and additions arising from any objections or remarks made by the regulatory bodies of securities markets, stock exchanges, the Companies Register or any other public authority with powers relating to the resolutions adopted.
- Two.- To delegate indistinctly to the Chairman of the Board of Directors, Mr Antonio Llardén Carratalá, and the Secretary, Mr Rafael Piqueras Bautista, and to each of the Board members, the powers required formally to draw up the resolutions adopted by the General Meeting and register those so requiring, in full or in part, with powers to that end to draw up all manner of notarised and non-notarised instruments, including those supplementing or rectifying those resolutions."

**The resolution carried. The results of the vote were as follows:**

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
108,890,373	99.907	26,216	0.024	74,967	0.069	108,991,556

The Secretary to the Board of Directors.  
Rafael Piqueras Bautista  
**Enagás, S.A.**