



Enagás S.A.

Notice of Ordinary General Shareholders' Meeting

At its meeting of 13 February 2017, the Board of Directors of Enagás, S.A. (hereinafter, the "**Company**") agreed to call an Ordinary General Shareholders' Meeting, to be held upon first call on 30 March 2017 at 12:00 pm at Paseo de la Castellana no. 33, Madrid, (premises of Mutua Madrileña) and, if the shareholders then present fail to constitute a quorum as required by law and the company's Articles of Association, to be held **upon second call on 31 March 2017 at 12:00 pm, also at Paseo de la Castellana 33, Madrid (premises of Mutua Madrileña)**, whereupon the cards issued for the original date and time will still be valid.

Shareholders are advised that the General Shareholders' Meeting is expected to be held upon second call. Should this not be the case, adequate advance notice will be given.

MEETING AGENDA

1. To examine and, if appropriate, approve the 2016 financial statements (balance sheet, income statement, statement of changes in equity, cash flow statement and notes to the financial statements) and Directors' report of Enagás S.A. and its Consolidated Group.
2. To approve, if appropriate, the proposed distribution of Enagás, S.A.'s profit for financial year 2016.
3. To approve, if appropriate, the performance of the Board of Directors of Enagás, S.A. in 2016.
4. To appoint and re-elect members of the Board of Directors. The following proposals shall be put to vote separately:
 - 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.
 - 4.2 To re-elect Ms Rosa Rodríguez Díaz as Director for the four-year period. Rosa Rodríguez Díaz. Ms Rosa Rodríguez Díaz shall be an Independent Director.
 - 4.3 To re-elect Mr Martí Parellada Sabata as Director for the four-year period D. Martí Parellada Sabata shall be an External Director.
 - 4.4 To re-elect Mr Jesús Máximo Pedrosa as Director for the four-year period D. Jesús Máximo Pedrosa Ortega shall be a Proprietary Director proposed by Sociedad Estatal de Participaciones Industriales (SEPI).
5. To authorise 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 authorization, within five years of the agreement of the Meeting; and to exclude, as applicable, the pre-emptive subscription right up to a limit of 20% of the share capital at the time of this authorisation.

6. To submit the annual report on directors' remuneration referred to in article 541 of the Corporate Enterprises Act to an advisory vote.

7. To delegate authorisation to supplement, develop, implement, rectify and formalise the resolutions adopted at the General Meeting.

SUPPLEMENT TO NOTICE OF GENERAL MEETING AND SUBMISSION OF NEW PROPOSALS

In accordance with article 519 of the Corporate Enterprises Act, shareholders holding at least three percent of the company's share capital are hereby advised that they may, by certified notice received at the registered office of the company (Enagás, S.A. Secretaría General, Paseo de los Olmos, 19, 28005 Madrid) within five days of publication of this Notice, require that a supplement to the Notice be published adding one or more items to the agenda, providing that the new items are accompanied by the rationale for each item or, where appropriate, by a proposed resolution and its rationale. Any such supplement to the Notice shall be published at least fifteen days in advance of the scheduled date of the General Shareholders' Meeting.

Shareholders representing at least this same percentage may, within the time limit and in the manner indicated in the foregoing paragraph, present well-founded proposals for resolutions on matters already included or that should be included on the Agenda.

PRESENCE OF A NOTARY AT THE MEETING

In accordance with Article 203 of the Corporate Enterprises Act, Article 33 of the Articles of Association and Article 14 of the Rules and Regulations of General Meetings, the Board of Directors has arranged for a civil-law notary to be present to take the minutes of the General Shareholders' Meeting.

ATTENDANCE AND VOTING RIGHTS

In accordance with article 27 of the company's Articles of Association and articles 9 and 11.1 of the Rules and Regulations of General Meetings, the right to attend and vote at a General Shareholders' Meeting rests with those shareholders who, five days prior to the Meeting held upon first call, are holders of the shares registered in the corresponding accounting ledger. Notwithstanding the foregoing, the shareholders entitled to attend cannot vote on the resolutions in which they have a conflict of interest. It is considered that shareholders have a conflict of interest when the resolution is aimed at: i) releasing them from an obligation or granting them a right; ii) providing them with any type of financial assistance, including guarantees in their favour; or iii) exempting them from their obligations arising from their duty of loyalty in accordance with article 230 of the Corporate Enterprises Act. The shares held by the shareholder in a situation of conflict of interest will be deducted from the share capital for the purposes of calculating the voting quorum in each case.

Shareholders entitled to attend must prove their entitlement by any of the following forms of evidence: a) The appropriate attendance and voting card to be issued by member entities of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores [Spanish central securities clearing house] or such body as may replace it in the future, properly filled out for the purpose, 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, properly filled out for the purpose.

The share capital is divided into TWO HUNDRED AND THIRTY-EIGHT MILLION, SEVEN HUNDRED AND THIRTY-FOUR THOUSAND, TWO HUNDRED AND SIXTY voting shares of the same class and series. Pursuant to the thirty-first additional provision of the Hydrocarbons Industry Act 34/1998 of 7 October and Article 6 bis of the Articles of Association, no natural person or body corporate may hold voting rights of over 3% in Enagás, S.A., and under no circumstances may shares be syndicated. Those parties that operate within the gas sector, including those natural persons or bodies corporate that directly or indirectly possess equity holdings in the former of more than 5%, may not exercise voting rights in Enagás, S.A. in excess of 1%. These restrictions do not apply to direct or indirect interests held by public sector enterprises.

Registration of attendance and voting cards shall start at 10.00 am. Accreditations shall be accepted up to 12.00 pm, when the meeting is scheduled to begin. To ensure registration and meeting arrangements are conducted smoothly, shareholders are kindly asked to arrive well in advance.

Shareholders with the right to vote can do so in person or by proxy by any of the procedures set forth in article 11 of the Rules and Regulations of the General Shareholders' Meeting:

1.- By attending and voting at the meeting in person, with an attendance and voting card properly filled out and signed for the purpose.

2.- By postal vote, enclosing a duly signed and completed attendance and voting card, or by means of electronic communication according to the established procedures, making use of the forms available for this purpose on the company's website (www.enagas.es).

3. By voting at the Shareholder Office, submitting an attendance and voting card duly signed and filled out.

A vote cast by either of the last two procedures above will only be null and void if:

- a) It is later expressly revoked by the same means used for the originally casting the vote, within the time limit established casting votes.
- b) The shareholder casting the vote is present at the General Shareholders' Meeting in person.

Any sale of voting shares effected at least five days before the scheduled date of the Meeting shall render votes cast prior to such sale null and void.

If shareholders validly cast their vote using the same or different means of remote communication, the vote received last will prevail and override any votes received previously.

PROXY RIGHTS

Any shareholder entitled to attend the meeting may procure to be represented at the General Meeting by another person, who need not be a shareholder, provided that the established requirements and formalities are fulfilled. Representation will be valid only for the particular meeting in question, conferred in writing, by post or through electronic means, and provided that the identity of the proxy is properly assured and the security of the electronic communications is guaranteed.

Proxies must identify themselves by their Spanish national identity card (DNI) or their passport and produce a printed copy of the postal or electronic delegation, duly signed by both the proxy and the principal.

A proxy may be revoked at any time. A proxy granted will be considered to be revoked if the principal is present at the Meeting in person. Any votes cast by remote means of communication will render any proxy granted electronically or by post ineffective, and the proxy will be deemed to have been revoked if granted previously, or not to have been granted at all if granted subsequently.

Shareholders who are legally under-age or incapacitated and body corporate shareholders will be represented by persons vested with duly documented powers of representation.

A shareholder may not have more than one representative at a meeting, whether as an appointed proxy or as a representative as determined by law.

If the principal has given voting instructions, the proxy will cast the principal's vote according to said instructions and will be bound to safeguard the instructions for one year starting from the date of the meeting convened. The proxy may represent more than one shareholder, and there are no restrictions on the number of shareholders that can be represented. When a proxy represents various shareholders, the proxy may vote in more than one direction based on the instructions of each shareholder.

In accordance with article 526 of the Corporate Enterprises Act concerning potential conflict of interest situations, a Director to whom a shareholder has granted proxy may not exercise the voting rights corresponding to the amount of share capital represented on items on the Agenda where there exists a conflict of interest in the case of that Director, unless the Director has received specific voting instructions concerning said items from the principal.

In accordance with the provisions of Article 523 of the Corporate Enterprises Act and Article 10 of the Rules and Regulations of General Meetings, proxies must inform the respective principal in detail of any conflict of interest prior to their designation. If the conflict arises after the appointment and the proxy holder had not advised the represented shareholder of the possible existence thereof, the proxy holder must inform the shareholder immediately. In both cases, if the proxy holder does not receive new precise voting instructions for each of the matters upon which the proxy holder must vote on behalf of the shareholder, the proxy holder must abstain from casting a vote.

In accordance with the provisions of Article 524 of the Corporate Enterprises Act entities appearing as legitimated shareholders according to the register of shareholders but acting on behalf of different persons, may in all cases split the voting rights and exercise them in opposing ways in adherence to divergent voting instructions, should they have received such. These intermediary entities may grant proxy to each of the indirect shareholders or to third-parties designated by same, with no restrictions placed on the number of proxies granted.

PROXY REPRESENTATION AND VOTING BY REMOTE MEANS PRIOR TO THE GENERAL MEETING

Votes cast at the Shareholder Office

If shareholders decide to cast their vote in person or by proxy at the Shareholder Office, they shall submit an attendance and voting card clearly stating the shareholder's identity, number of shares held and vote on each item on the agenda, bearing their written signature, and shall also present their national identity card or passport, if the shareholder is a natural person. In the case of representation, the proxy must present a document accrediting proxy representation, whether the shareholder is a body corporate or a natural person.

Proxy representation and voting by post

In order to appoint a proxy or vote by post, a duly signed and completed attendance and voting card must be sent in a sealed envelope to the company's registered office (Enagás, S.A. – Shareholder Office – Paseo de los Olmos 19, 28005 Madrid).

Proxy representation and voting by electronic means

Shareholders wishing to grant a proxy or vote electronically must do so the section devoted to the General Meeting on the "Investor relations" page of the company's website (www.enagas.es), by following the instructions provided for that purpose on each of the windows of said website and filling out the forms provided. To this end, they must provide proof of their identity using: (i) an Electronic User Certificate issued by the Spanish National Mint's Public Certification Authority (CERES) concerning which no revocation has been recorded, or (ii) the recognised electronic certificate incorporated in the Spanish national identity card issued pursuant to Royal Decree 1553/2005 of 23 December regulating the issuance of national identity cards and electronic signature certificates. The certificate must be obtained by the shareholder at no charge to the company and must be valid at the time of voting.

Common rules

For further information on the procedures and rules relating to these methods of proxy representation and voting, shareholders are referred to the document "Process for voting and appointment of proxies by remote communication for General Shareholders' Meetings", passed by the Board of Directors at its meeting held on 13 February 2017, and available in the section on the General Shareholders' Meetings on the "Investor relations" page on the company's website (www.enagas.es).

To be valid, appointment of a proxy or vote cast by the aforesaid means must be received at the company's registered offices (Enagás, S.A. – Shareholder Office – Paseo de los Olmos 19, 28005 Madrid), or through the company's website (www.enagas.es) in the case of electronic proxy appointments or votes, between the day of Notice of Meeting and no later than twenty-four hours prior to the scheduled date and time of the General Shareholders' Meeting at second call.

After this time, only proxy appointments in writing presented at the shareholder registration desks on the date and time specified for the General Meeting will be admitted.

RIGHT TO INFORMATION

Pursuant to articles 197, 287, 518 and 520 of the Corporate Enterprises Act, shareholders are advised that they may examine the following information at the registered office of Enagás, S.A. (Paseo de los Olmos, 19, 28005, Madrid), or request that said information be submitted or sent to them free of charge:

- The 2016 Financial Statements (balance sheet, income statement, statement of changes in equity, cash flow statement and notes to the financial statements), Management Report and Audit Report for both Enagás, S.A. and its Consolidated Group.
- The full text of the Notice of General Meeting, setting out the resolutions proposed for adoption by the Board of Directors; and, if applicable, the supplement to the Notice of General 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 authorization, within five years of the agreement of the Meeting; and to exclude, as applicable, the pre-emptive subscription right up to a limit of 20% of the share capital at the time of this authorisation.
- The Annual Report on Director's Remuneration.
- Annual Report 2016
- The Annual Corporate Governance Report (including the Report on the Activities of the Audit and Compliance Committee).
- The report on the activities of the Appointments, Remuneration and Social Corporate Responsibility Committee.
- The report from the Audit and Compliance Committee on the independent 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 remote means of communication approved by the Board of Directors.
- The rules of use of the "Electronic Shareholder Forum" approved by the Board of Directors.

All the above information is available on the "Investor relations" page of the company's website (www.enagas.es).

In accordance with articles 197 and 520 of the Corporate Enterprises Act, shareholders are informed that up to the fifth day prior to the General Meeting, or orally during the Meeting itself, they may request from the Directors any information or clarification they deem appropriate, or submit in writing the questions they judge relevant, and request any clarifications concerning any information accessible to the general public which the company has supplied to the Comisión Nacional del Mercado de Valores (Spanish National Securities Market Commission) since the last General Meeting, and also concerning the Auditors' Report.

Pursuant to article 539 of the Corporate Enterprises Act, an "Electronic Shareholder Forum" has been created on the "Investor relations" tab of the company's website (www.enagas.es). The rules of use of the forum were approved by the Board of Directors at its meeting on 13 February 2017.

Any other information on the General Shareholders' Meeting not expressly set out in this Notice may be consulted in the Rules and Regulations of General Meetings and in the "Process for voting and appointment of proxies by remote communication for General Shareholders' Meetings" on the "Investor relations" tab of the company's website (www.enagas.es), or by calling freephone 900 100 399, 10:00 to 14:00 and 16:00 to 18:00, Monday to Friday.

Madrid, 22 February 2017

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

NOTE: Shareholders are informed that, as of 21 March and until 30 March, both inclusive, the customary gift and the documents mentioned in this Notice of Meeting will be available from the **Shareholder Office** at the Company's registered office, Paseo de los Olmos 19, 28005 Madrid, from 10.00 am to 2.00 pm and from 4.00 pm to 6.00 pm, Monday to Friday, on presentation of the attendance and voting card.

Shuttle bus service: Enagás will provide a clearly marked complimentary shuttle bus service for shareholders on **31 March 2017**, departing from the Company's registered offices, located at Paseo de los Olmos, 19, 28005 Madrid, at 11.00 am. After the conclusion of the General Shareholders' Meeting, the shuttle bus will return to its point of departure.



**PROPOSED RESOLUTIONS FOR THE 2017 ORDINARY GENERAL
SHAREHOLDERS'
MEETING**

**First call: 30 March 2017
Second call: 31 March 2017**

MEETING AGENDA

1. To examine and, if appropriate, approve the 2016 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.
2. To approve, if appropriate, the proposed distribution of Enagás, S.A.'s profit for financial year 2016.
3. To approve, if appropriate, the performance of the Board of Directors of Enagás, S.A. in 2016.
4. To appoint or re-elect members of the Board of Directors. The following proposals shall be put to vote separately:
 - 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.
 - 4.2 To re-elect Ms Rosa Rodríguez Díaz as Director for the four-year period. Ms Rosa Rodríguez Díaz is an Independent Director.
 - 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.
 - 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).
5. Authorisation to the Board of Directors to decide to increase in the share capital in the terms and within the limits of articles 297.1 b) and 506 of the Corporate Enterprises Act, one or several times, for a maximum amount equal to half the capital existing at the time of the authorisation, within a period of five years counting from the Board's resolution; and to exclude, if applicable, the preferential right of subscription up to the limit of 20% of the share capital at the time of this authorisation.
6. To submit the annual report on directors' remuneration referred to in article 541 of the Corporate Enterprises Act to an advisory vote.
7. To delegate authorisation to supplement, develop, implement, rectify and formalise the resolutions adopted at the General Meeting.

RESOLUTION 1

To examine and, if appropriate, approve the 2016 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.

The following proposed resolution is laid before the Ordinary General Shareholders' Meeting:

"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."

RESOLUTION 2

To approve, if appropriate, the proposed distribution of Enagás, S.A.'s profit for financial year 2016.

The following proposed resolution is laid before the Ordinary General Shareholders' Meeting:

"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	0.00
Voluntary reserves	10,636,187.21
To Dividends:	
Interim dividend	132,565,199.05
Final dividend (maximum amount 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)	199,104,372.84
Total results	342,305,759.10

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

RESOLUTION 3

To approve, if appropriate, the performance of the Board of Directors of Enagás, S.A. in 2016.

The following proposed resolution is laid before the Ordinary General Shareholders' Meeting:

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

RESOLUTION 4

4. To appoint or re-elect members of the Board of Directors. The following proposals shall be put to vote separately:

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.

4.2 To re-elect Ms Rosa Rodríguez Díaz as Director for the four-year period. Ms Rosa Rodríguez Díaz is an Independent Director.

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.

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).

Appointment of Mr Luis García del Rio as an Independent Director

Given that this year the Ordinary General Shareholders' Meeting will be held a few days before the four-year period since he was appointed elapses, in order to provide the utmost legal certainty for the appointment of new directors in the next Shareholders' Meeting, in the Board meeting on 13 February 2017 Mr Pérez Simarro stepped down from his duties with effect from the day of the forthcoming Ordinary General Shareholders' Meeting, on 30 March 2017, at the first call on 30 March 2017 or at the second call on 31 March 2017. In order to cover the vacancy left by Mr Ramón Pérez Simarro, the Appointments, Remuneration and Social Corporate Responsibility Committee proposes that Mr Luis García del Rio be appointed as an Independent Director for the period of four years.

When selecting this proposed candidate, the Committee has adopted the guidelines set out in the Director Selection Policy, approved by the Board of Directors at the behest of the Committee on 21 November 2016. As provided for under this Policy, at least the following criteria have been taken into account in the selection procedure for the new Director:

- Adequate professional knowledge and experience.

- Requirements demanded by the Hydrocarbons regulation: candidates must be able to satisfy the independence requirements demanded in light of Enagás' position as an independent gas transmission network manager.
- Requirement of Independent Directors.
- Directors' commitment towards duties and obligations.

Although the Committee considers that its proposal is the most suited to the company's interests, the Committee has also taken into account the fact that Director appointment or re-election proposals need to encourage diversity in the Board. These requirements have been taken into account in the proposed Independent Director selection process, as well as all other conditions by which the proposed candidate may be considered to be ideal.

As a result of the foregoing, and as provided for under article 529 decies.4 and 529 quidecies. 3 c) of the Consolidated text of the Corporate Enterprises Act, the Committee proposes that Mr Luis García del Río be proposed as an Independent Director of the company. The Board has adopted the Committee's proposal as its own.

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).

Mr García del Río has a great deal of experience in energy regulation and sectors, including liquefaction and regasification projects, LNG shipping, oil and natural gas exploration and production), refining and marketing of oil, LPG and Natural Gas and the working of the gas system. He is also experienced in the control of legal risk in energy investment deals and in national and international energy arbitration.

The Committee has attached special importance to Mr García del Río's knowledge and experience in international projects connected with the energy sector in Natural Gas and LNG. In particular, it believes that his experience in projects in Latin America and in managing critical factors which have impacted these projects will be very useful for the Board of Directors of Enagás in engaging in the international activities which are part of its strategy.

Re-election of Ms Rosa Rodríguez Díaz as Independent Director.

The Appointments, Remuneration and Social Corporate Responsibility Committee proposes the re-election of Ms Rosa Rodríguez Díaz as an Independent Director for a further four-year period.

The Committee has applied the criteria set out in the *Director Selection Policy* approved by the Board of Directors and described above. The Committee attached particular importance to Ms Rodríguez's contribution to the Board and the Audit and Compliance Committee. It also values Ms Rodríguez's dedication to the positions she has held. Ms Rosa Rodríguez Díaz has personally attended all meetings of the

Board of Directors and of the Audit and Compliance Committee which have been held during her previous four-year tenure. Ms Rodríguez's presence enhances diversity in the Board's structure.

Ms Rosa Rodríguez Díaz holds a Ph.D in Economics and Business Studies and is a Lecturer at the Las Palmas de Gran Canaria University's Economics and Business Administration Faculty. She has formerly held the positions of Vice-Secretary of Tax Administration and Government Planning of the Autonomous Government of the Canary Islands and Deputy Chairman of the Island Government of Gran Canaria.

Taking into the account the foregoing and for the purposes of article 529 (decies) 4 and 529 (quidecies). 3 c) of the Consolidated Text of the Corporate Enterprises Act, the Committee proposes the re-election of Ms Rosa Rodríguez Díaz as Independent Director of the company. The Board has adopted the Committee's proposal as its own. Ms Rodríguez has refrained from taking part in the deliberations of the Board of Directors and from voting on the resolutions adopted by it referring to her proposed re-election.

Re-election of Mr Martí Parellada Sabata as Non-Executive Director

In accordance with applicable regulations, at the end of his present tenure, Mr Martí Parellada Sabata would relinquish his position as Independent Director as he would have been a Director of the company continuously for over 12 years.

The Board of Directors has adopted the practice of not proposing the re-election of Independent Directors who have continuously been directors for over 12 years and who would thus lose their status as Independent Directors if re-elected in accordance with article 529 (duodecies). 4 i) of the Consolidated Text of the Corporate Enterprises Act. Nevertheless, according to applicable laws, the Articles of Associations and the Rules of the Organisation and Functioning of the Board of Directors of Enagás, S.A., there is nothing to stop an Independent Director from being re-elected even if he or she has been a Director continuously for over 12 years, if there are sufficient grounds to justify that course of action and the overall structure of the Board continues to fulfil the company's good governance policy whereby most of the members of the Board of Directors have to be Independent Directors. In that case, as provided for under article 529 (duodecies) of the Consolidated Text of the Corporate Enterprises Act and article 9 of the Rules of the Organisation and Functioning of the Board of Directors of Enagás, the Director cannot be classified as Independent and will instead be included within the category of "other external Directors" pursuant to article 3.2.b3 of the Rules of the Organisation and Functioning of the Board of Directors.

In the specific case of the Director Martí Parellada Sabata, the Board, with the approval of the Appointments, Remuneration and Social Corporate Responsibility Committee, consists that on the whole there are sufficient grounds, in the company's interests, for him to remain on the Board of Directors of Enagás. His occupation as a Professor of Applied Economy helps the Board of Directors to have an overview of the general background in which the company operates, thereby completing the general skills map of the Board of Directors in different areas of expertise, and from a perspective which for the time being is not covered by other Board members. On top of his professional experience, he has an in-depth knowledge of the company's business and activities. He also applies very high standards in exercising his position as Director and equally so in his function as Chairman of the Audit and Compliance Committee, a role which the Board of Directors has entrusted to him on two occasions during his tenure. The Board and the Committee also value Mr Parellada's dedication to the company. Mr Parellada has attended all meetings of the Board of Directors and of the Audit and

Compliance Committee which have been held during his previous four-year tenure, as he did in his previous tenures.

Once he is re-elected, Mr Parellada will be redefined as "another external Director". However, this will not have a significant impact on the structure of the Board of Directors given that it will still have a majority of Independent Directors after the appointments and re-elections proposed to the General Shareholders' Meeting.

Once he is re-elected, Mr Parellada will no longer chair the Audit and Compliance Committee and the Board of Directors will appoint an Independent Director to replace him.

Hence, the Board, with the approval of the Appointments, Remuneration and Social Corporate Responsibility Committee, proposes that Mr Martí Parellada Sabata be re-elected as Director, and to be included within the "other external Directors" category. Mr Parellada has refrained from taking part in the deliberations of the Board of Directors and from voting on the resolutions adopted by it referring to his proposed re-election.

Mr Martí Parellada Sabata is a Professor at the University of Barcelona; a Member of the Board of Trustees and of the Standing Committee of Hospital Clinic de Barcelona; Vice President and Director of the Barcelona Economic Institute Foundation, and Trustee of the Energy and Environmental Sustainability Foundation. He has worked in a number of different fields, and carried out research activities in the fields of Training and human resources; University and growth and regional income distribution.

Re-election of Mr Jesús Máximo Pedrosa Ortega under the category of Proprietary Director at the behest of the Sociedad Estatal de Participaciones Industriales (SEPI)

The Sociedad Estatal de Participaciones Industriales (SEPI), as the shareholder of Enagás, S.A. has proposed that Jesús Máximo Pedrosa Ortega be re-elected as a proprietary Director.

The Board and the Appointments, Remuneration and Social Corporate Responsibility Committee consider that having two Proprietary Directors proposed by the Sociedad Estatal de Participaciones Industriales (SEPI) - the SEPI itself, a legal entity represented by its Vice-chairman Mr Federico Ferrer Delso, and Mr Pedrosa - on the Board does not breach Recommendation 16 of the Code of Good Governance of the National Securities Market Committee given that:

The percentage of proprietary directors out of all non-executive directors should not be greater than the proportion between the ownership stake of the shareholders they represent and the remainder of the company's capital. This criterion can be eased:

a) In large cap companies where few or no equity stakes attain the legal threshold for significant shareholdings.

b) In companies with a plurality of shareholders represented on the board but not otherwise related.

Sociedad Estatal de Participaciones Industriales (SEPI) is a public entity governed by Law 5/1996 of 10 January and implementing regulations, with a 5% stake in the share capital of Enagás, S.A., but the voting rights of which are not subject to the limitations determined by additional provision thirty-one of Hydrocarbons Law 34/1998 of 7 October. There are currently very few significant shareholdings in the

company's capital. The largest (5%) belongs to the Sociedad Estatal de Participaciones Industriales (SEPI), and it is the only one owned by an international mutual fund. In Enagás' case, this justifies relaxing the proportionality criterion set forth in recommendation 16, as outlined above, as the situation described in its section a) is applicable to the company.

The Board of Directors and the Appointments, Remuneration and Corporate Responsibility Committee attach great importance to Mr Pedrosa's performance in exercising his functions in the course of his previous term of office, and, notwithstanding his being a Proprietary Director, consider his contributions to the Board to be exemplary. They have also taken into account Mr Pedrosa's dedication to the company. Mr Jesús Máximo Pedrosa Ortega has attended all meetings of the Board of Directors and of the Appointments, Remuneration and Social Corporate Responsibility Committee which have been held during his previous four-year tenure.

In view of which, the Board of Directors, with the approval of the Appointments, Remuneration and Social Corporate Responsibility Committee, proposes to the General Shareholders' Meeting that Mr Jesús Máximo Pedrosa Ortega be re-elected as a Proprietary Director at the behest of the Sociedad Estatal de Participaciones Industriales (SEPI). Mr Pedrosa has refrained from taking part in the deliberations of the Board of Directors and the Appointments, Remuneration and Social Corporate Responsibility Committee, on which he sits, and from voting on the resolutions adopted by it referring to his proposed re-election.

Jesús Máximo Pedrosa was born in Palencia in 1946 and is an Industrial Engineer from the Madrid School of Industrial Engineering, specialising in energy techniques. He is also an inspector of the national Tax Authority, currently on leave of absence. He has worked in both the public sector, in the fields of Economics and the Treasury, and in the private sector, where he has held various positions of responsibility in different companies. He has been awarded the Order of Merit for Industrial Service and other distinctions.

Board structure

The Board of Directors and the Appointments, Remuneration and Social Corporate Responsibility Committee believe that thirteen members is an adequate number for the Board of Directors.

After the proposed appointments and re-elections, most of the Board members are Independent Directors. Of its thirteen members, seven are independent, while the number of women on the Board will remain at three, and these women will moreover exercise important functions within the Board: Ms Isabel Tocino Biscalorasaga is Chairwoman of the Appointments, Remuneration and Corporate Responsibility Committee; Ms Ana Palacio Vallelersundi is the Lead Independent Director and Member of the Appointments, Remuneration and Social Corporate Responsibility Committee and Ms Rosa Rodríguez Díaz, who is now proposed for re-election, is Member of the Audit and Compliance Committee.

Since 2012, the company has separated the posts of Chairman of the Board of Directors and Chief Executive Officer and since 2010 it boasts a Lead Independent Director, the post held by Ms Ana Palacio Vallelersundi, providing an additional guarantee that the Board is functioning properly.

By way of attachment to these proposed resolutions and forming an integral part of them, the reports of the Appointments, Remuneration and Corporate Social Responsibility Committee and of the Board of Directors as referred to in Article 529 decies of the Corporate Enterprise Act are placed at the shareholders' disposal.

Accordingly,

The following resolutions are proposed for adoption before the General Meeting, which will be subject to separate votes:

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.

4.2 To re-elect Ms Rosa Rodríguez Díaz as Director for the four-year period. Ms Rosa Rodríguez Díaz is an Independent Director.

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.

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.

RESOLUTION 5

Authorisation to the Board of Directors to resolve to increase in the share capital in the terms and within the limits of articles 297.1 b) and 506 of the Consolidated text of the Corporate Enterprises Act, one or several times, for a maximum amount equal to half the capital existing at the time of the authorisation, within a period of five years counting from the Board's resolution; and to exclude, if applicable, the preferential right of subscription up to the limit of 20% of the share capital at the time of this authorisation.

As provided for under article 297.1 b) of the Consolidated text of the Corporate Enterprises Act, the General Shareholders' Meeting, with the requirements established to amend the Articles of Association, will be entitled to authorise Directors to increase once or several times the share capital to a certain level when deemed appropriate and by the amount decided by them, without consulting the General Shareholders' Meeting. Such increases can never be higher than half the company's capital at the time of the authorisation and will have to be made using financial contributions within a period of no longer than five years counting from the resolution of the General Shareholders' Meeting.

Commercial companies, and listed companies in particular, need to fulfil certain market requirements, one of which is that their governing and administrative bodies must be able to make use of the opportunities offered by the corporate regulatory framework to react swiftly and efficiently to needs arising in the economic trade currently developed by major corporations. The Board of Directors believes that in view of the activity and the adequate management of the company's corporate interest, it should be able to increase the share capital and provide the company with new resources without the delays and costs entailed by calling the General Shareholders' Meeting. The General Shareholders' Meeting called on 30 March 2012 adopted a similar type of resolution but as it was adopted almost five years ago it is about to lapse. The Board of Directors considers that it is in the company's interest to continue having this legal possibility for obtaining funds.

Article 506 of the Consolidated text of the Corporate Enterprises Act provides that, for listed companies, when the General Shareholders' Meeting grants the Directors authorisation to increase share capital, they can also be empowered to exclude the preferential right of subscription in relation to issuers of shares which are delegated, if necessary in the company's best interests.

The resolution anticipates the delegation of powers to exclude the preferential subscription right, when the company's interests require it, up to a total maximum nominal amount equal to 20% of the share capital of the company on the date of the adoption of this resolution, pursuant to Recommendation 5 of the new Good Governance Code for Listed Companies, published on 24 February 2015. This delegation is justified by providing the necessary flexibility in relation to those resolutions that have as their object the increase in share capital. The Board of Directors considers that this additional possibility, which significantly increases upon the room for manoeuvre and the ability to respond offered by a simple delegation of the powers to increase capital as provided for under article 297.1 b) of the Consolidated text of the Corporate Enterprises Act, is justified by the greater flexibility and agility it provides, which is required, at times, in current financial markets, in order to take advantage of occasions on which the markets are more favourable.

In any case, the proposed resolution does not mean that share capital will necessarily be increased. It is simply a power granted by the General Shareholders' Meeting to the Board of Directors and which will be exercised if decided by the Board of Directors, depending on the particular circumstances when the decision is made, and always complying with applicable laws and regulations.

The powers delegated are conditional upon the fact that the total of the capital increases resolved by the Board of Directors, including the powers now delegated resolved during the year and those which may be made in accordance with other General Shareholders' Meeting's authorisations, such as that granted for the issue of convertible debentures by the General Shareholders' Meeting held on 18 March 2016, does not exceed the joint limit of half of the current share capital envisaged in article 297.1 b) in fine of the Consolidated text of the Corporate Enterprises Act, or the joint limit of 20% of that total share capital in the event that the issuance of convertible securities excludes the shareholders' pre-emptive subscription rights.

The Board of Directors has provided shareholders with the explanatory report on this proposal referred to in articles 286 (in relation to article 297 1 b) and 506 of the Consolidated text of the Corporate Enterprises Act in good time before calling the General Shareholders' Meeting.

The following proposed resolution is laid before the Ordinary General Shareholders' Meeting:

"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."

RESOLUTION 6

To submit the Annual Directors' Remuneration Report referred to in article 541 of the Consolidated text of the Corporate Enterprises Act to an advisory vote.

Article 541 of Consolidated Text of the Corporate Enterprises Act stipulates that boards of listed societies must draw up and publish a report on directors' remuneration, including remuneration they receive or must receive in their capacity as directors and, where applicable, remuneration for carrying out executive functions. The Annual Report on Directors' Remuneration shall be submitted to an advisory vote as a separate item on the agenda of the Ordinary General Shareholders' Meeting.

Article 529 novodecies of Consolidated Text of the Corporate Enterprises Act stipulates that the policy for directors' remuneration shall be as per the remuneration system provided for in the company' Articles of Association , and shall be approved by the General Shareholders' Meeting at least every three years as a separate item on the agenda. The Directors' remuneration policy, approved as set forth above, will remain valid for three fiscal years after being approved by the General Meeting. Any remuneration paid to directors for holding or being removed from their positions and for performing executive functions must be consistent with the director remuneration policy in effect at any given time, except for any remuneration expressly approved by the General Shareholders' Meeting.

The General Shareholders' Meeting held on 18 March 2016 approved the "Director

Remuneration Policy for 2016, 2017 and 2018”, including a long-term incentive plan which was also approved by the same Shareholders’ Meeting. The Annual Directors’ Remuneration Report which is now put forward for the advisory vote refers to the aforementioned Policy approved by the Board which is in force.

This report is in keeping with the provisions of Article 541 of the Consolidated Text of the Corporate Enterprises Act, which includes the remuneration of directors, including remuneration they receive or must receive in their capacity as directors and, where applicable, remuneration for carrying out executive functions. The report is in keeping with the contents and structure determined by the Spanish Ministry of Finance and Competitiveness and the National Securities Market Commission (CNMV), and includes (i) clear, comprehensive and comprehensible information concerning the remuneration of directors applicable to the current year; (ii) a global overview of application of the Director Remuneration Policy during the preceding year; (iii) in addition to details of the individual remuneration packages accruing for all concepts and for each of the directors during that year.

By way of attachment to these proposed resolutions and forming an integral part of them, the Annual Report on Directors’ Remuneration is placed at the shareholders’ disposal.

Accordingly,

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 Consolidated Text of the Corporate Enterprises Act.

RESOLUTION 7

To delegate authorisation to supplement, develop, implement, rectify and formalise the resolutions adopted at the General Meeting.

The following proposed resolution is laid before the Ordinary General Meeting:

- "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."

These draft resolutions were approved by the Board of Directors at its meeting on 13 February 2017.

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



PROCEDURE FOR VOTING AND APPOINTING PROXIES AT A GENERAL MEETING BY REMOTE MEANS OF COMMUNICATION

Pursuant to articles 189, 190.1 and 521 of the Corporate Enterprise Act, article 27 of the Articles of Association and articles 1, 10, 11.1(B) and 11.2 (B) of the Rules and Regulations of General Meetings, all the company shareholders entitled to attend may vote and appoint proxies by remote means of communication, except on resolutions in which they have a conflict of interest, in accordance with the Corporate Enterprise Act, the Articles of Association and the Rules and Regulations of General Shareholders' Meetings, by i) post and ii) electronic communication, or submit their vote at the Shareholder Office.

For these purposes, the aforesaid articles of the company's Articles of Association and the Rules and Regulations of General Meetings confer on the Board of Directors the powers necessary to implement specific rules and regulate the exercise of voting and proxy rights by means of remote communication, and to decide on the electronic or remote means that may be used at each Meeting to appoint proxies and cast votes, having regard to the state of the art.

By virtue of this delegation of authority, at its meeting on 13 February 2017 the Board of Directors of Enagás, S.A. agreed that at the next General Meeting, scheduled to be held upon first call in Madrid on 30 March 2017 at 12.00 pm at Paseo de la Castellana 33, Madrid (premises of Mutua Madrileña) and, if the Shareholders then present fail to constitute a quorum as required by law and the Articles of Association, to be held upon second call on 31 March 2016 at 12:00 pm, also at Paseo de la Castellana 33, Madrid (premises of Mutua Madrileña), the following rules concerning voting and appointment of proxies by remote means of communication will apply.

1.- VOTING BY MEANS OF REMOTE COMMUNICATION.

Pursuant to article 27 of the Articles of Association and articles 1, 11.1 and 11.2 (B) of the Rules and Regulations of General Meetings, voting on resolutions on items of business on the agenda may be exercised by the shareholders by i) post and ii) electronic communication, or iii) at the Shareholder Office in accordance with the following instructions.

1.1.- Voting by post.

Shareholders wishing to vote by post must send the company (Enagás, S.A. – Shareholder Office – Paseo de los Olmos 19, 28005 Madrid) the attendance and voting card issued by entities that are members of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (IBERCLEAR, the Spanish stock exchange clearing house), setting out the identity of the shareholder, the number of shares they hold, and how they wish to vote on each item of business on the agenda, bearing a handwritten signature. If shareholders are bodies corporate, in addition to the handwritten signature of the representative they must also provide a document that constitutes a legal accreditation of representation.

1. 2.- Voting by electronic means of communication.

Shareholders wishing to vote electronically must do so via in the section devoted to the General Shareholders' Meeting on the "Investor Relations" page on the company's website (www.enagas.es), following the instructions given for the purpose on each of the windows of the website and filling out the forms provided. To do this, they will provide proof of identity via an electronic certificate and voting certificate with a legally recognised electronic signature endorsed by the guarantees stipulated below, stating the number of shares owned and how they intend to vote on each item on the agenda.

Pursuant to article 27 of the Articles of Association and 11.1 and 11.2 (B) of the Rules and Regulations of General Meetings, the guarantees that the Board of Directors considers appropriate to ensure the authenticity and identification of a shareholder exercising voting rights is the electronic signature recognised pursuant to the terms of the Law 59/2003 of 19 December on electronic signatures, provided the signature is based on (i) an Electronic User Certificate issued by the Spanish National Mint's Public Certification Authority (CERES) concerning which no revocation has been recorded, or (ii) the recognised electronic certificate incorporated in the Spanish National Identity Card issued pursuant to Royal Decree 1553/2005 of 23 December regulating the issuance of the Spanish National Identity Card and electronic signature certificates. The certificate must be obtained by the shareholder at no charge to the company and must be valid at the time of voting.

1. 1. 3.- Votes cast at the Shareholder Office.

If Shareholders decide to cast their vote in person or by proxy at the Shareholder Office, they shall submit an attendance and voting card clearly stating the Shareholder's identity, number of shares held and vote on each item on the agenda, bearing their written signature, and shall also present their national identity card or passport, if the Shareholder is a natural person. In the case of representation, the proxy must present a document accrediting proxy representation, whether the shareholder is a body corporate or a natural person.

1.4.- Specific rules on the casting of votes.

If a Shareholder voting by remote means fails to mark any of the boxes provided for the purpose in relation to any item of business on the agenda, he/she will be deemed to have voted in favour of the respective resolution proposed by the Board of Directors.

2.- APPOINTMENT OF PROXIES USING REMOTE MEANS OF COMMUNICATION.

Pursuant to article 27 of the company's Articles of Association and article 10 of the Rules and Regulations of General Meetings, a shareholder may appoint a proxy for a General Meeting by post or electronic communication in accordance with the following instructions.

2.1.- Appointment of proxies by post.

A shareholder wishing to appoint a proxy by post must fill in the attendance and voting card issued by entities that are members of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (IBERCLEAR, the Spanish stock exchange clearing house), in the "Appointment of Proxy" section, with his/her handwritten signature, attaching his/her national identity card or passport, and send it to the company (Enagás, S.A. – Shareholder Office – Paseo de los Olmos 19, 28005 Madrid)

2.2.- Appointment of proxies by electronic communication

Shareholders wishing to appoint a proxy electronically may do so through the "Investor relations" section of the website (www.enagas.es), following the instructions given to this end on the website and filling out the forms provided. To do this, they will provide proof of identity via an electronic certificate and voting certificate with a legally recognised electronic signature endorsed by the guarantees stipulated below, stating the number of shares owned and the proxy appointed.

Pursuant to article 27 of the company's Articles of Association and article 10 of the Rules and Regulations of General Meetings, the guarantees that the Board of Directors considers appropriate to ensure the authenticity and identification of a Shareholder exercising the right to appoint proxies is the electronic signature pursuant to the terms of Law 59/2003 of 19 December on electronic signatures, provided the signature is based on (i) an Electronic User Certificate issued by the Spanish National Mint's Public Certification Authority (CERES) concerning which no revocation has been recorded, or (ii) the recognised electronic certificate included in the Spanish national identity card issued pursuant to Royal Decree 1553/2005 of 23 December regulating the issuance of national identity cards and electronic signature certificates. The certificate will be obtained by the shareholder at no charge to the company, and must be valid at the time of appointment of the proxy.

2.3.-General provisions for appointment of proxies by remote means of communication.

Shareholders appointing a proxy by remote means must notify the designated proxy of the power of representation that has been granted. For this purpose, on the date and at the time of the General Meeting, proxies must identify themselves by their National Identity Card or passport and produce a printed copy of the postal or electronic delegation, duly signed by both the proxy and by the principal.

If the Chairman or any other member of the Board of Directors is appointed as a proxy, including the Secretary or, where applicable, the Vice-Secretary, even if he/she is not a Director, this notice will be deemed to have been given upon receipt by the company of the proxy letter.

No Shareholder may be represented by more than one proxy.

3.- GENERALLY APPLICABLE RULES.

3.1.- Timeframe for voting and appointing proxies by remote means of communication.

For proxy appointments and votes cast by any of the aforesaid means to be valid, they must be received by the company at the Shareholder Office (Paseo de los Olmos, 19, Madrid) or via the company website, www.enagas.es, as applicable, between the date of publication of Notice of the General Meeting and no later than 24 hours prior to the date and time of the scheduled second call for the General Meeting, i.e., no later than 30 March 2017 at 12.00 pm. For the purposes of electronic communication the company will deploy an electronic time-stamping system based on an objective time source, in order to accredit the time at which proxy appointments or electronic votes arrive.

After this time, only proxy appointments in writing presented at the shareholder registration desks on the date and time specified for the General Meeting will be admitted.

3.2.- Order of priority in attendance, voting and proxy appointment by remote communication.

3.2.1. Priority of personal attendance.

Pursuant to articles 27 of the company's Articles of Association and 10 and 11.5(B) of the Rules and Regulations of General Meetings, personal attendance at a General Meeting revokes proxy appointments and votes cast by remote means of communication.

3.2.2. Priority of remote voting over proxy appointment.

Votes cast by any remote means of communication render any proxy appointment granted electronically or by post or by any other means. The proxy appointment will be deemed to have been revoked if made previously, and not to have been made at all if made subsequently.

3.2.3. Priority in events of several proxy appointments and/or votes by means of remote communication.

If a Shareholder validly makes more than one proxy appointment or validly casts more than one vote by different forms of remote communication, the proxy appointment or vote received last prevails, and those received earlier are void.

3.3.- Confirmation of remote vote or proxy appointments.

The validity of votes cast and proxy appointments made by remote means of communication is subject to cross-checking of the information provided by the Shareholder against the file furnished by IBERCLEAR.

3.4.- Co-ownership.

In the event of co-ownership of shares, for the purposes of article 126 of the Corporate Enterprise Act a co-owner voting or appointing a proxy remotely is presumed to have been appointed by the other co-owners to exercise the rights arising from the shares.

3.5.- Custody of electronic signatures.

The custody of electronic signatures for voting or appointing proxies by electronic means is the sole responsibility of Shareholders.

3.6.- Bodies corporate and non-residents.

Shareholders that are bodies corporate or are not resident in Spain must contact the Shareholder Office regarding possible use or adaptation of the mechanisms for voting and appointing proxies via remote communication to their specific requirements.

Further, if the Shareholder is a body corporate it must notify the company, via the General Secretariat and the Board of Directors, of any modification or revocation of the powers vested in the proxy. The company rejects any liability that may arise prior to such notice.

4.- TECHNICAL INCIDENTS.

The company reserves the right to modify, suspend, cancel or restrict the mechanisms for electronic voting and appointment of proxies where technical or security reasons so require

or demand. Any such circumstance will be made public as soon as practicable by any medium the company thinks appropriate.

The company accepts no liability for any damages to any Shareholder as a result of breakdowns, overloads, line failures, connection faults, postal service malfunctioning or any other eventuality of the same or a similar nature beyond the control of the Company that prevents the use of electronic voting and proxy appointment mechanisms.

13 February 2021

The Secretary to the Board of Directors

Rafael Piqueras Bautista



RULES OF USE OF THE SHAREHOLDERS' ELECTRONIC FORUM

I. Introduction

Pursuant to the provisions of article 539.2 of the Consolidated Text of the Corporate Enterprises Act (Ley de Sociedades de Capital) enacted by Royal Legislative Decree 1/2010 of 2 July, Enagás, S.A. (hereinafter "Enagás", the "Company" or the "Administrator") has approved these Rules of Use of the Forum (hereinafter the "Rules"), which form part of the Company's Corporate Governance System, relating to the Enagás Shareholders' Electronic Forum (hereinafter the "Forum") to be created on the Company's website (www.enagas.es) when each General Shareholders' Meeting is called and until it is held.

II. Forum Rules

These Rules govern the creation and provision of the Forum by Enagás and the guarantees, terms and conditions for access to and use of the Forum by the shareholders of Enagás and such voluntary associations as the shareholders may create in accordance with prevailing legislation.

With regard to the Forum, these Rules complement the Conditions for Access to and Use of the Enagás website www.enagas.es , which will apply in full to access to and use of the Forum provided no modifications are made and no conflicts arise with the provisions of the Rules.

Enagás reserves the right to modify, at any time and with no prior warning, the presentation, configuration, functioning and content of the Forum, the conditions of access and use and these Rules, without prejudice to the legal provisions relating thereto.

III. Acceptance of the Forum Rules

Registering as a user of the Forum ("Registered User") and accessing and/or using the Forum entails full and unreserved acceptance of the terms and conditions of the Rules and of the Conditions for Access to and Use of the Enagás website www.enagas.es.

Enagás will be deemed to be the Administrator of the Forum under the conditions and with the powers provided in these Rules. It reserves the right of interpretation in the event of any doubts or discrepancies as to use of the Forum.

IV. Purpose and aim of the Forum

The Forum will be created for the exclusive purpose of facilitating communication with the shareholders of Enagás, and any voluntary associations that may be established, as of the time of notice of each General Meeting until the latter is held, as applicable.

Accordingly, Registered Users may send communications to be posted on the Forum the purpose of which is exclusively as follows:

- Propose resolutions to be submitted as a supplement to the agenda set out in the notice of the General Meeting.
- Requests for adherence to these proposed resolutions.
- Initiatives to achieve a sufficient percentage to exercise a statutory minority-interest right.
- Offers and requests for voluntary representation by proxy.

It is stipulated that, in accordance with article 22 of the Company's Articles of Association and article 519 of Royal Legislative Decree 1/2010 of 2 July enacting the Consolidated text of the Corporate Enterprises Act, shareholders requesting that a supplement to the Notice of the General Meeting be published, adding one or more items to the agenda, must hold at least 3% of the Company's share capital. This right must be exercised within five days from the publication of the Notice of the General Meeting, by certified notice received at the following address:

Enagás, S.A.
General Secretary
Paseo de los Olmos, 19
28005. Madrid

Shareholders representing this percentage may, within the deadline and in the manner indicated, present well-founded proposals of resolutions on matters already included or that should be included on the agenda.

V. Registered users

Access to and use of the Forum is reserved exclusively for individual Shareholders of Enagás, in addition to validly created voluntary associations of Shareholders of the Company that are listed on the special register created by the CNMV [the Spanish securities market regulator], in accordance with article 539.4 of the Consolidated text of the Corporate Enterprises Act.

To be able to access and use the Forum, the Shareholders and voluntary associations of shareholders must register as "Registered Users" by filling in the Registered User registration form, demonstrating their status as an Enagás shareholder, or as a validly created voluntary association of Shareholders registered at the CNMV, as indicated on the form.

In the case of body corporate shareholders and voluntary associations of shareholders, power of attorney of the person wishing to access the Forum on behalf of them must be duly documented in the manner indicated on the registration form.

For subsequent Forum access and communications, completion of a special usage form may be required.

Access to and use of the Forum by the Registered Users is conditional upon retention of their status as Shareholders of Enagás in accordance with applicable legislation or as a validly created and registered voluntary association of shareholders.

If, in its capacity as Forum Administrator, Enagás should have at any time reasonable doubts as to a Registered User's compliance with these conditions, it may require the User to substantiate their compliance with said conditions and may request the User to provide it with whatever information or documents it deems appropriate to verify the matters considered here.

The Administrator may request additional information from or cancel the registration of the Registered Users who do not duly substantiate their compliance with the aforementioned conditions.

Communications made by Shareholders who lose this status before the General Meeting concerned is held will be removed automatically, as will communications related or linked to the previous communications.

VI. Access to the Forum and publication of communications

1. Access to the Forum

All Registered Users will have access to the Forum and may consult the communications made by other registered users.

The sole purpose of the Forum is to publish the communications made by Registered Users that relate to the matters stated in section IV. The Forum is not a means for electronic conversations between Registered Users, or a place for virtual debates. Therefore, the Administrator will only post on the Forum those communications that are authorised under the law and under the Enagás Corporate Governance System, and other comments on said communications will not be posted on the Forum.

2. Publication of communications on the Forum

All Registered Users may submit communications concerning any of the matters indicated in section IV above.

The communications will be submitted exclusively in text format and, when posted, will be made available to any other Registered User.

Communications prepared by the Registered Users are written by them personally. With the exception of associations of shareholders that are duly authorised under the law and these Rules, communications received from representatives of Shareholders, shareholder groups and agreements, depository institutions, financial intermediaries and other persons acting on behalf of or in the interests of the Shareholders will not be published.

Applications to publish communications must be made in accordance with the forms available on the Forum for this purpose, which will include:

- Identification of the Registered User issuing the communication.
- Title of the communication, indicating in a precise manner the content of the initiative.
- Brief rationale of the communication.

All communications posted on the Forum will include the identity (name and surnames in the case of natural persons, corporate name in the case of legal persons, and the name and registration number from the CNMV register in the case of shareholder associations, and also, in the latter two cases, the identity of their respective representatives) of the Registered User issuing the communication, and will show the date and time of posting.

By making a communication, it is understood that the Registered User responsible for the communication declares and guarantees that the content thereof is lawful and in accordance with the law, with the Rules and with the requirements of good faith, that they have all the authorisations and permissions necessary to issue the communication concerned and that it does not infringe any third-party rights.

The Administrator may ascertain that the communications which users wish to issue comply with the law, these Rules and the requirements of good faith, and may refuse to post on the Forum, or remove from the Forum, any communication which it deems does not comply with these conditions. It may also answer any communication issued by Registered Users through the e-mail address provided by the Registered User or through any other means of communication that it deems appropriate.

3. Content of communications

Any use of the Forum by the Registered Users will be made with all due respect for prevailing legislation, in accordance with these Rules and with regard to the requirements of good faith. The following are therefore expressly forbidden:

- Infringing the rights, assets and lawful interests of Enagás, of other Registered Users and of third parties, such as their intellectual and industrial property rights, religious freedom, honour, reputation and privacy, protection of personal data and any other legal rights, rights or interests that are protected by law.
- Entering information or personal data concerning third parties without the informed consent of their holder or usurping identities.
- Including contents or expressions that are discriminatory, racist, sexist, violent, xenophobic or in any other way degrading or offensive.
- Including any manner of inappropriate material or material that is contrary to the requirements of good faith.
- Supplying information of any type aimed at committing unlawful criminal, civil or administrative acts.
- Taking any action (or supplying information to third parties) which avoids the technical restrictions that the different media or

programmes of the Forum may entail with the purpose of preventing unauthorised use.

- Including content or material without due authorisation from the holders of the intellectual or industrial property rights.
- Damaging, disabling, overloading or causing the deterioration of the working of the Forum or the IT equipment of Enagás, of other Registered Users or of third parties, in addition to the documents, files and all manner of contents stored on such IT equipment (hacking) and preventing normal use and enjoyment of the Forum by other Registered Users.

The insertion of any kind of publicity or advertising by the Registered Users is strictly prohibited.

Any Registered User that becomes aware that any type of content on the Forum or provided through it is contrary to the law, to these Rules or to the requirements of good faith, may notify the Administrator of this circumstance through the contact mailbox referred to below, with no liability in this regard for Enagás, even if no measures are adopted in this respect.

The Registered Users undertake to make proper and appropriate use of the Forum and a use in accordance with the laws, these Rules and the requirements of good faith, in accordance with its purpose pursuant to section IV above.

4. Elimination of communications after the General Meeting

After the General Shareholders' Meeting, the Administrator reserves the right to eliminate and delete all communications referring to the meeting.

VII. Scope of the Forum

The Forum is not a channel for communication between Enagás and the Registered Users.

Accordingly, no post written or published in the Forum may be understood in any case as notice to Enagás for any purpose and, in particular, for the exercise of any rights that the Registered Users, individually or collectively, may have, nor does it replace the necessary requirements in accordance with the law and Enagás' Corporate Governance System for the exercise of any such rights or to develop the initiatives and actions of the Shareholders.

All rights and powers that shareholders wish to exercise must go through the legally established channels, in accordance with the provisions of the law and the Corporate Governance System of Enagás, and the Forum may not at any time constitute a valid channel for this purpose.

VIII. Responsibility of the Administrator

1. Scope of the responsibility of Enagás

Enagás takes no responsibility for the accuracy, truthfulness, validity, lawfulness or relevance of the communications sent by the Registered Users or for the opinions stated by them.

Enagás will only take responsibility for its own services and contents directly originated by it and identified with its copyright, such as a trademark or the intellectual or industrial property of Enagás.

By virtue of their access to and/or use of the Forum, all Registered Users declare that they are aware and accept that the use of the Forum is, in all cases, on their sole and exclusive responsibility.

2. Contents

All Registered Users may submit communications concerning any of the matters indicated in section IV above.

The Administrator expressly reserves the right to refuse access to and/or the use of the Forum and to not publish or to withdraw the communications written by those Registered Users that breach current laws and regulations, these Rules or the requirements of good faith.

The Administrator has the power, although it does not have the obligation, to monitor the use of the Forum and its contents, which are the exclusive responsibility of the Registered Users who produce them. In any event, the Administrator may establish tools to filter and moderate the content of the communications, and may withdraw contents when it considers that these may be unlawful or contrary to these Rules or the requirements of good faith.

Registered Users will be responsible for any damages that may be sustained by Enagás, another Registered User or any other third party as a consequence of access to and/or use of the Forum (including, in particular, the production of communications) that fails to comply with any provision of the legal regulations in force, of these Rules and of the requirements of good faith.

IX. Absence of licence

Enagás authorises Registered Users to use the intellectual and industrial property rights relating to the computer application installed in the server of Enagás or a third party that runs the Forum services solely for the purposes stipulated in section IV above and according to the terms and conditions established in these Rules. Registered Users must abstain from securing, or attempting to secure, access to and use of the Forum and its contents by means or procedures other than those that in each case have been placed at their disposal or indicated for the purpose.

Enagás does not grant any type of licence for or authorisation for use in connection with its intellectual and industrial property rights, or with any other ownership title or right in connection with the Forum other than that provided in the previous paragraph.

X. Cost of use

Access to and the use of the Forum by Registered Users is free, apart from the cost relating to the connection through the telecommunications network supplied by the access provider detailed to do so by each Registered User.

XI. Security and personal data protection

The provisions relating to security and personal data protection in the "Conditions for access and use" of the Enagás website (www.enagas.es) will apply to the Forum. In particular, personal data provided by Registered Users or that are generated as a result of their use of the Forum will be processed by the Company to establish, manage and supervise operation of the Forum in accordance with the provisions of these Rules and applicable laws and regulations.

Registered Users accept and expressly authorise that their personal details may be posted on the Forum.

Registered Users may exercise their rights to access, rectify, cancel and challenge data through the contact mailbox stipulated.

XII. Contact mailbox

Registered Users who have suggestions or proposals to improve the Forum, who require technical assistance, who wish to make complaints about contents that do not comply with these Rules or who wish to exercise the rights recognised in the regulations governing personal data protection may write to the e-mail address of the Company, which will be expressly stated for such purposes on the Forum. The purpose of this electronic mailbox is to provide the Registered User with assistance and to improve the quality of the Forum, without entailing any type of control or responsibility on the part of the Administrator.

These Rules of Use of the Electronic Forum were approved by the Board of Directors at its meeting on 13 February 2017.

The Secretary to the Board of Directors
Rafael Piqueras Bautista