



Enagás, S.A., with the aim of complying with article 82 of the Spanish Securities Market Act 24/1988, hereby notifies the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) ("**CNMV**") of the following

SIGNIFICANT EVENT
(HECHO RELEVANTE)

Following the Significant Event no. 197068 (published on 18 December 2013) relating to the noteholders' meeting (respectively, the "**Noteholders' Meeting**" and the "**Noteholders**") in respect of €750,000,000 4.25 per cent. Notes due 2017 issued by Enagás Financiaciones, S.A.U. (a 100% wholly-owned subsidiary of Enagás, S.A.) (the "**Company**") (ISIN: XS0834643727 and Common Code 083464372) (respectively, the "**Issue**" and the "**Notes**") (of which all remain outstanding); guaranteed by Enagás, S.A. and Enagás Transporte, S.A.U. under the Enagás Financiaciones, S.A.U. €2,000,000,000 Guaranteed Medium Term Note Programme, today the Noteholders' Meeting has been held at first call and has approved, among other resolutions, the release of Enagás Transporte, S.A.U.'s obligations as guarantor under the Notes. According to the notes issued by the rating agencies Standard & Poor's Rating Services and Fitch Ratings Ltd. on 18 December 2013 and 20 December 2013 respectively, the resolutions approved by the Noteholders' Meeting do not involve any change to the Issue's rating.

The Noteholders' Meeting has approved the following proposals:

- (1) Examination and approval of the work performed by the provisional commissioner of the syndicate of Noteholders.
- (2) Ratification of the appointment of the provisional commissioner as commissioner of the syndicate of Noteholders.
- (3) Examination and approval of the final version of the syndicate of Noteholders' regulations.
- (4) Assent and agree to the release of Enagás Transporte, S.A.U.'s obligations as guarantor under the Notes which will include (i) the amendment of the Conditions of the Notes and the Public Deeds (including the deletion at paragraph 1(ii) of the relevant Final Terms of the reference to Enagás Transporte, S.A.U.) and (ii) the termination of the Deed of Guarantee and the termination of all of the obligations of Enagás Transporte, S.A.U. thereunder, pursuant to clause 4 therein, with respect to the Notes.
- (5) Empower the Commissioner to enter into any necessary documentation and carry out any authorisation which would be deemed needed or necessary to give effect to the resolutions approved by the Noteholders' Meeting.
- (6) Discharge and exonerate the Commissioner from all liabilities in respect of the convening of the Noteholders' Meeting, the proposals subject to approval, its intervention in such Noteholders' Meeting and the actions which are carried out under the powers conferred by virtue of the resolution under paragraph (5) above.
- (7) Discharge and exonerate the Company from all liabilities in respect of the convening of the Noteholders' Meeting and the resolutions of amendments of the Terms and Conditions of the Issue.
- (8) Approval of the conditions for the attendance fee to be paid.
- (9) Drafting and approval of the minutes of the Noteholders' Meeting.

In accordance with the Consent Solicitation Memorandum dated 18 December 2014, the effectiveness of the proposals and the payment of the attendance fee remain conditional on the Company's announcement of the registration of the relevant amendment to the conditions of the Issue with the Commercial Registry of Madrid (the "**Registration Condition**"). The payment of the attendance fee is expected to be on or about 24 January



2014 or as soon as practicable thereafter, and in any event no later than 3 business days following the announcement by the Company of the satisfaction of the Registration Condition. Such announcement will be carried out in accordance with the terms and conditions of the Issue and shall be made not later than 5.00 p.m. (Central European time) on 24 March 2014.

ADDITIONAL INFORMATION

The following contact details have been provided for Noteholders to request any information or clarifications regarding this Noteholders' Meeting:

Consent Solicitation Agents:

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Madrid, 21 January 2014
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