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## *Official Notice*

Madrid, 23 March 2018

In relation to the official notice registered on February 22, regarding the agreement reached with Rioja Bidco Shareholdings, S.L.U. ("Rioja"), to sell 200,858,658 shares of Gas Natural SDG, S.A. ("Gas Natural"), which amount to, approximately, 20.072% of the share capital of Gas Natural, Rioja has notified its waiver to the condition precedent consisting in the execution by Rioja of a shareholders' agreement with Criteria Caixa, S.A.U. and GIP III Canary 1 S.à r.l., for the closing of the sale.

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