July 28, 2004



Gas Natural Group



This document may contain market assumptions, different sourced information and forward-looking statements with respect to the financial condition, results of operations, business, strategy and the plans of Gas Natural SDG, S.A. and its subsidiaries.

Such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and actual results may differ materially from those in the forward-looking statements as a result of various factors.

Analysts and investors are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date of this presentation. Gas Natural SDG, S.A. undertakes no obligation to release publicly the results of any revisions to these forward-looking statements which may be made to reflect events and circumstances after the date of this presentation, including, without limitation, changes in Gas Natural's business or acquisition strategy or to reflect the occurrence of unanticipated events. Analysts and investors are encouraged to consult the Company's financial and other information filed by the Company with the CNMV.

July 2004

Agenda



- Highlights
- Significant Events to Date
- 1H04 Consolidated Results
- EBITDA Analysis
- Operational Highlights
- Delivering the Strategy
- Financial Review
- Conclusions

Highlights (I)



- Net income of €327.5 (+7.1%).
- EBITDA €664.7 million (+10.7%).
- Strong performance in the Americas: EBITDA +82.7%, gas sales +13.3% and TPA +11.5%.
- Electricity in Spain: EBITDA €24.3 million (+7.5%, despite unfavourable pool prices and thanks to natural hedging generation/supply).
- Cash flow of €519.6 million (+30.2%).

Highlights (II)



- Investments of €37.9 million reflecting higher CAPEX in electricity generation and the acquisition of Brancato.
- Gas Natural's gas sales in Spain +15.1% vs total market +16.4%. Market share in Spain of 63% (to end customers).
- Total customer base grows 8% against a year ago to 9 million (4.6 million in Spain, 4.4 million in the Americas and 0.1 million in Italy).
- Gas sales in Italy: 3,708 GWh (+250%), representing 2.4% of EBITDA with €15.9 million.
- Electricity generated in Spain: 2,641 GWh (+87.2%), with load factor for CCGTs of 82%.

Significant Events to Date



- Completion of purchase of Enron's stakes in CEG and CEG Rio (July).
- NAP proposal released by Spanish government, in line with Gas Natural's views.
- Announcement of plans to build two regasification plants in Italy.
- Payment of final dividend of 38.75 Euro cent per share on 1 July (+68%).
- Long-term 2 bcm p.a. LNG supply contract signed with Qatargas (July).
- Setting up of the Committee on Strategy, Investments and Competition.

1H04 Consolidated Results





	1H04	1H03	Change (%)
Net sales	2,936.5	2,806.2	4.6
EBITDA	664.7	600.2	10.7
EBIT	446.3	404.3	10.4
Net income	327.5	305.8	7.1
Net cash flow	519.6	399.2	30.2
Average no. of shares (million)	447.8	447.8	-
EBITDA per share (€)	1.5	1.3	10.7
Net income per share (€)	0.7	0.7	7.1
Net cash flow per share (€)	1.2	0.9	30.2
Investments:	537.9	293.8	83.1
Tangible	377.1	260.3	44.9
Other	160.8	33.5	-
Net debt (as of 30/06)	1,678.2	1,290.1	30.1

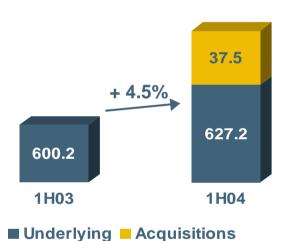
(€Million)

Gas Natural Group - 1H04 Results EBITDA Analysis



	1H04	1H03	Chge (%)
Distribution	359.0	339.4	5.8
Supply	16.0	35.4	-54.6
Electricity	24.3	22.6	7.5
Int'l gas transport & wholesale	112.4	127.1	-11.6
Americas	125.2	68.5	82.6
Europe	15.9	-	-
Other	12.0	7.2	65.0
Group EBITDA	664.7	600.2	10.7





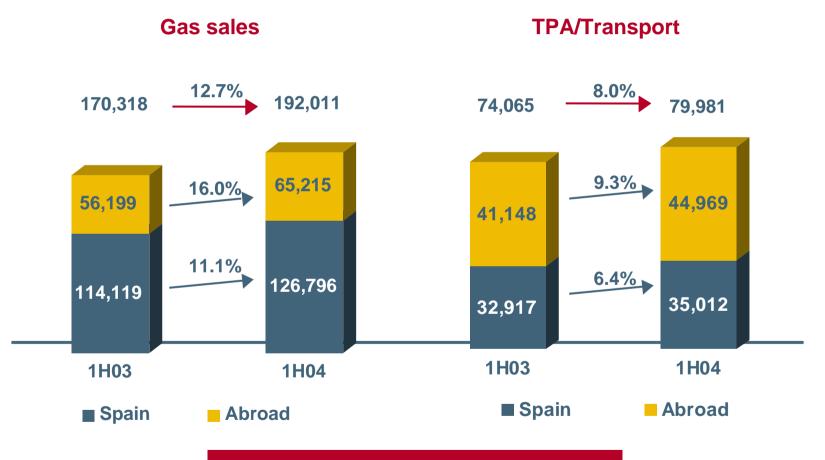
(€million)

EBITDA: 10.7% overall increase with an underlying growth of 4.5%

Higher EBITDA in Americas more than offsets lower margin in Supply

Operational Highlights - Gas Activity (GWh)



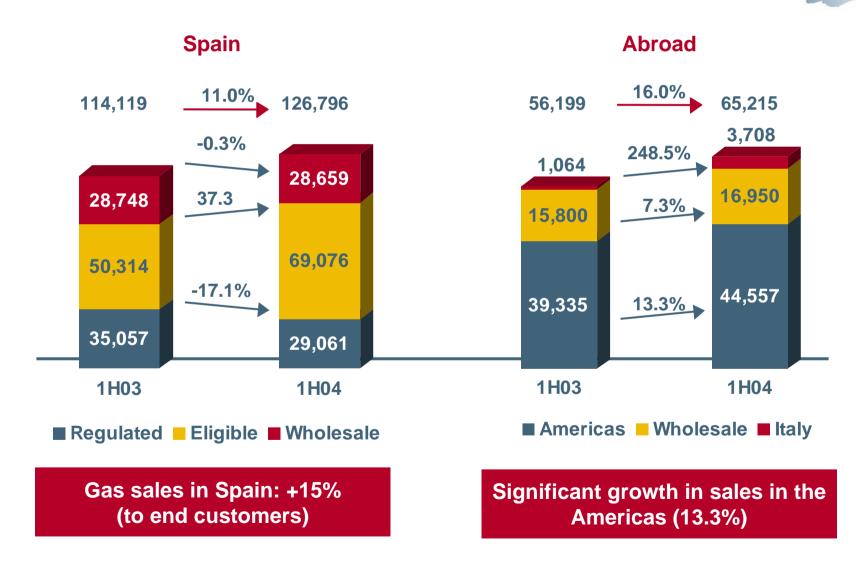


Increase in gas activity sales: 17.6% (1)

⁽¹⁾ Excluding 25% of Algerian contract that was included in 1H03 gas sales and transport in Spain

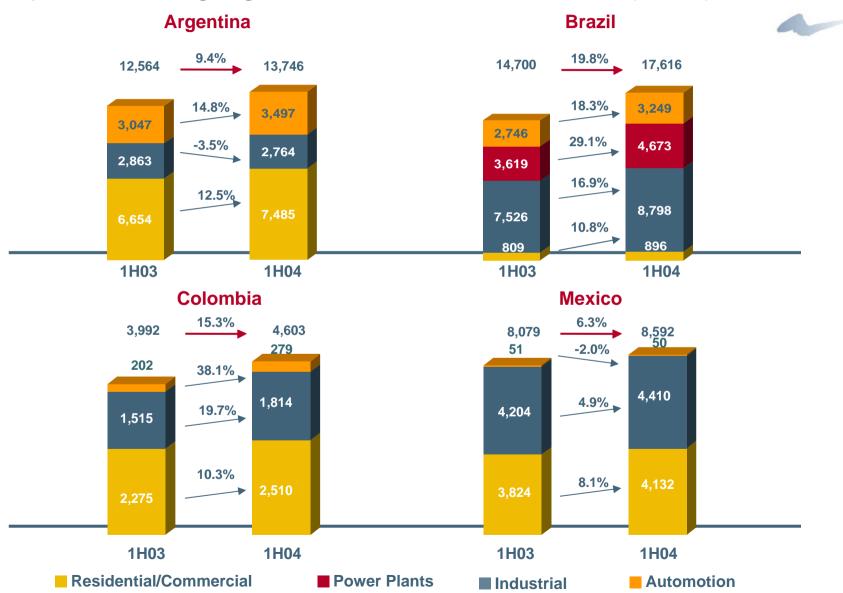
Operational Highlights - Gas Sales (GWh)





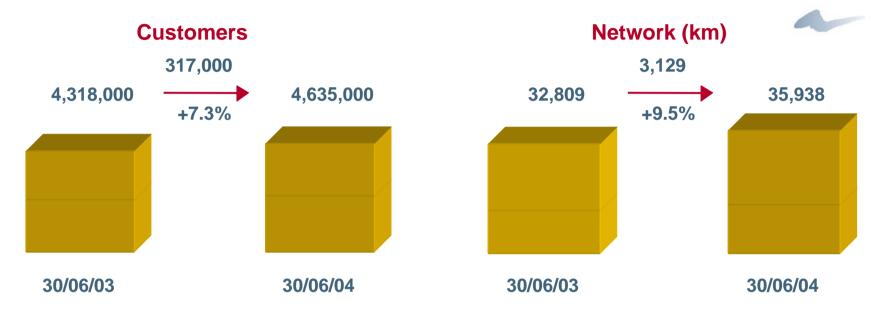


Operational Highlights - Gas Sales in Americas (GWh)





Delivering the Strategy - Gas Distribution in Spain



In line with targeted figure of 1.7 million new customers for 2004-08

Selective network expansion.

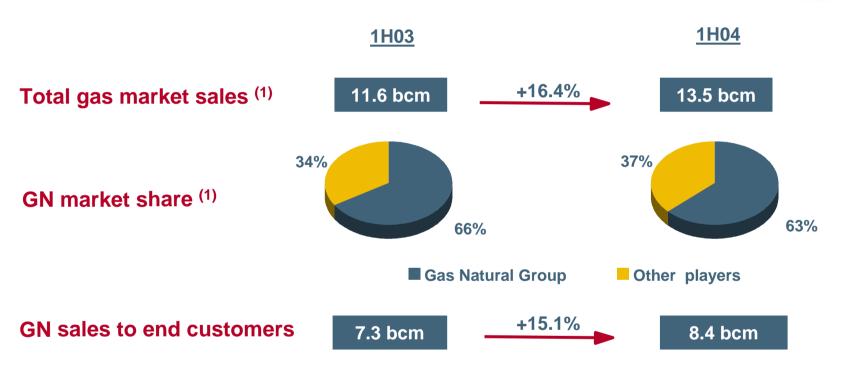
Commitment to progressive efficiency improvements

- Investments in 1H04: €174.0 million.
- EBITDA: €359.0 million (+5.8%), in line with higher remuneration for the year.









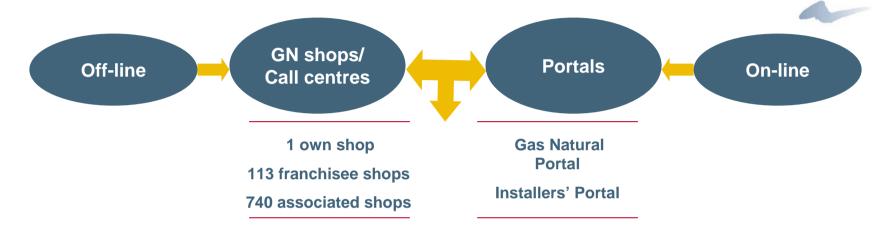
>630,000 eligible residential gas customers

Market share within levels set by law

⁽¹⁾ GN estimates



Delivering the Strategy – Multi-utility Offer in Spain



Integrated services to households (1H04)

Net increase in maintenance contracts	165,200
Central heating installations	16,320
Gas appliance sales	18,500
Air conditioners	8,100
Total services and products at 30/06	1,524,400
Number of contracts per customer	1.3

In line with target of 2 contracts per customer by 2008

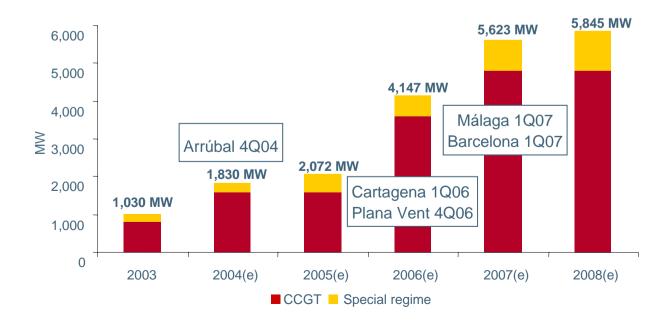
Delivering the Strategy - Electricity in Spain (I)



Generation capacity

- Load factor in 1H04: 82%.
- EBITDA: €24.3 million (+7.5%), with unusually lower pool prices in 2Q04 despite higher demand and costs for generation.
- Investments: €160.5 million.

Capacity build up 2004-08



Delivering the Strategy - Electricity in Spain (II)



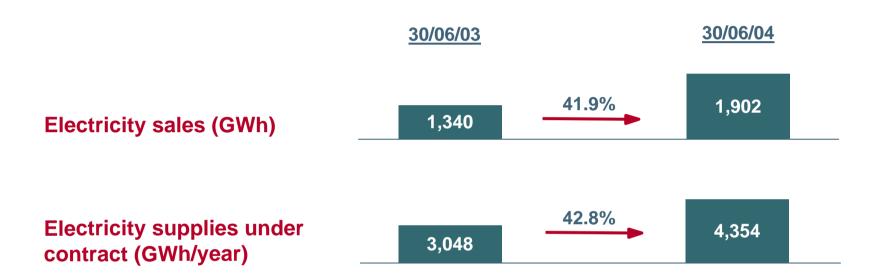
National Allocation Plan (NAP)

- Spanish Government released its proposal for the NAP of CO₂ emissions.
- Proposal generally consistent with Gas Natural's "third way".
- NAP is consistent with the government's decision to renew Spain's generation assets towards a more efficient and less polluting mix, with a higher proportion of CCGTs and renewables.
- Several issues still pending definition by Government:
 - Allocation of emission rights by technology (coal vs gas).
 - Criteria for allocation of emission rights (historical vs forecast).
 - Final allocation of emission rights per plant.
 - Transposition of EU ETS into national legislation.

NAP may be a good opportunity for lowering emissions significantly while stimulating real competition in generation

Delivering the Strategy – Electricity in Spain (III)





5% market share in liberalised electricity market

>100,000 residential electricity customers to date





- Works under progress to expand the capacity of the Maghreb-Europe gas
 - Investment to date: \$47.7 million (\$5.0 million in 1H04).
 - Deadline for completion: October 2004.

pipeline by 50%, to 11.7 bcm per year:

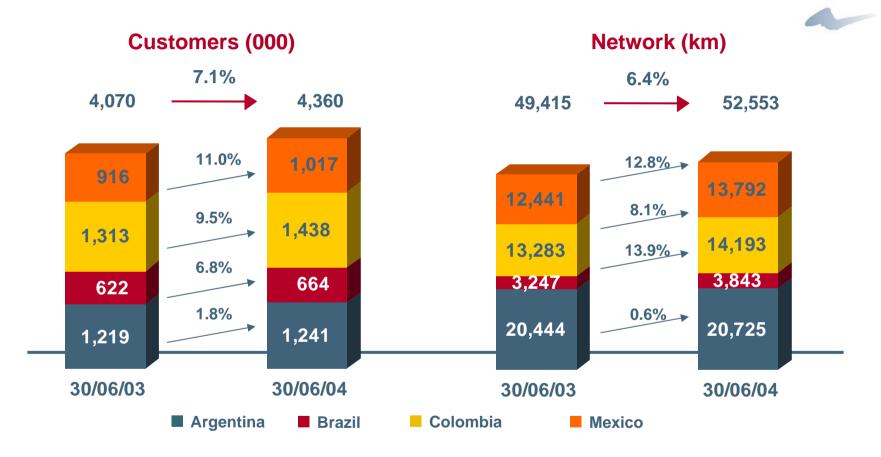
- LNG flows: 15.1 bcm (last 12 months) → 23 bcm by 2008.
- Gas wholesales abroad: 16,950 GWh in 1H04 (+7.3%).

Emphasis on expanding and diversifying sources of supply

17 % of Group EBITDA (€112.4 million)

Delivering the Strategy - Americas





In line with targeted figure of 1.6 million new customers for 2004-08

- Investments in 1H04: €49.2 million.
- EBITDA: +87.2% (+40.1% excluding Puerto Rico).

Delivering the Strategy - International Expansion



Puerto Rico:

• CCGT output: 1,403 GWh. EBITDA of €29.1 million in 1H04.

Italy:

- Gas sales of 3,708 GWh (including spot wholesales) with EBITDA of €15.9 million.
- 95,000 gas distribution customers to date.

Brazil:

- Acquisition of Enron's stakes in CEG and CEG Rio raising Gas Natural's holding to 54% and 72%, respectively.
- Companies to be fully consolidated from 3Q04.

1H04 EBITDA from gas distribution in Italy and Puerto Rico: €37.5 million

Financial Review - Capital Expenditure





Capital expenditure in 1H04

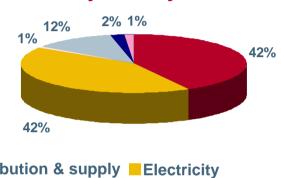
	1H04	1H03
Distribution & supply	157.8	157.2
Electricity	159.0	30.7
Int'l gas transport & wholesale	4.1	6.2
Americas	43.7	60.3
Europe	7.3	-
Other	5.2	5.9
Total	377.1	260.3

(€million)

Selective investment in core business

Investments set basis for future generation of profits

By activity

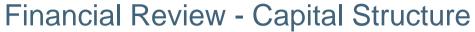


Dist	tribution	& supply	/ Electrici	ty
Int'l	gas trar	nsport & v	wholesale	

■ Americas	■ Europe	Other
------------	-----------------	-------

Americas by country

Mexico	20.2
Colombia	3.5
Brazil	10.8
Argentina	2.2
Puerto Rico	7.0
Total	43.7





Financial ratios

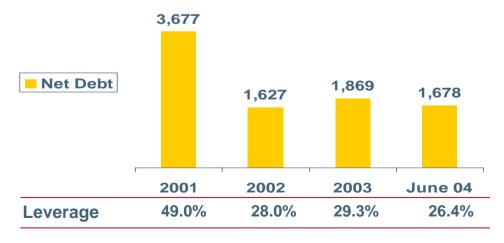
	30/06/04	30/06/03
EBITDA/Net interest ⁽¹⁾	10.8x	18.8x
Net Debt/EBITDA	1.3x	1.1x
Leverage ⁽²⁾	26.4%	22.6%

⁽¹⁾ Excluding FX provision for Argentina

Debt facilities as of June 30, 2004 (€ million)

	Drawn		Undrawn	
Lines of credit	207		887	
Loans	1,580		-	
Capital markets	553		2,475	
Cash placements	-		661	
Total	2,339		4,023	

Net Debt (€million) & Leverage



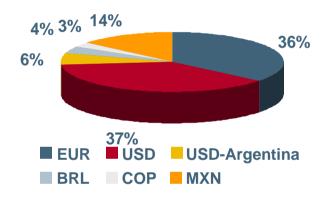
⁽²⁾ Net Debt / (Net debt+Minorities+Shareholders' Equity)

Financial Review - Debt Structure

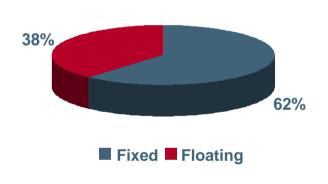


Total Gross Debt: €2,339 million

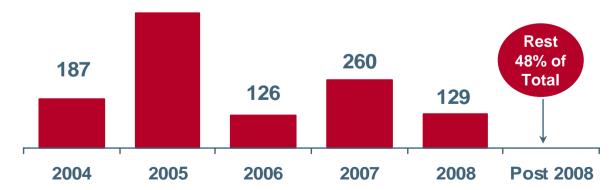
Breakdown by currency



Fixed vs Floating Rate



511 Debt repayment schedule (€million)



Conclusions (I) – Delivering the Strategy



- Total customer base grows to 9 million. In Spain, 317,000 new gas customers and 1.3 contracts per customer.
- Maintaining a strong domestic market share: 63% of Spanish gas (regulated and eligible).
- Generation capacity: 800 MW operational and 2,000 MW in construction.
- Procurement: higher volumes, greater diversification of contract portfolio (total 32.1 bcm).
- Sustained strong performance in Americas: materialisation of high growth prospects for the region.
- International expansion: increased stakes in Brazilian distribution subsidiaries.

Conclusions (II) – Our Commitments for the Future



Maintaining our leadership in the energy and services sector, with a strong growth potential, achieving in 2008:

- 13m customers.
- > 50 Bcm contract portfolio.
- Leadership in the LNG business.
- > 6,800 MW installed (Spain and America) with 10% of the Spanish electricity market.
- Presence in more than 10 countries.
- Multiproduct leader in Spain (2 contracts/customer).

Achieving in 2008 a higher and more diversified EBITDA (CAGR ~16%):

- Target ROACE: 15%.
- Net income and dividend CAGR: >10%.

Maintaining a solid financial position, with the flexibility to exploit opportunities while providing shareholders with an attractive remuneration.

Thank you

INVESTOR RELATIONS DEPARTMENT

Av. Portal de l'Àngel, 20

08002 BARCELONA (Spain)

telf. 34 934 025 891

fax 34 934 025 896

e-mail: relinversor@gasnatural.com

website: www.gasnatural.com

