

## **RELEVANT FACT**

The Enagás S.A. General Shareholders' Meeting held today approved all the proposed resolutions laid by the Board of Directors.

The General Shareholders' Meeting re-elected for the statutory four-year period Mr. Antonio Llardén Carratalá and Mr. Marcelino Oreja Arburúa as Executive Directors and Ms. Isabel Tocino Biscarolasaga, Ms. Ana Palacio Vallelersundi, Mr. Antonio Hernández Mancha and Mr. Gonzalo Solana González as Independent Directors. Furthermore, the General Shareholders' Meeting appointed Mr. Ignacio Grangel Vicente as Independent Director to cover the vacancy left by Mr. Luis Valero Artola.

After the General Shareholders' Meeting, the Board of Directors appointed again Mr. Marcelino Oreja Arburúa as the Chief Executive Officer and appointed Mr. Luis García del Río as member of the Audit and Compliance Committee and Mr. Ignacio Grangel Vicente as member of the Appointments, Remuneration and Corporate Social Responsibility Committee.

### **QUORUM**

The Ordinary General Meeting of Enagás, S.A., held on 22 March 2018 at the adjourned date and time specified in the Notice of Meeting, was constituted with the following quorum:

Share capital	358,101,390.00€
Eligible shares	238,734,260

Shareholders	Number of shareholders	Number of shares	% of total share Capital
<b>1. Present:</b>	534	13,038,633	5.462%
1.1 Attending in person	189	675,431	0.283%
1.2 Attending using remote means	345	12,363,202	5.179%
<b>2. Represented by</b>	4,900	95,889,678	40.166%
<b>TOTAL</b>	5,434	108,928,311	45.627%

All resolutions on the agenda were ratified at the General Meeting. The resolutions adopted and the results of voting for each are hereby made available, in accordance with Article 525.2 of the Spanish Limited Liability Companies Law, and are as follows:

### **RESOLUTION 1º**

"To examine, and, if appropriate, approve the Financial Statements (balance sheet, income statement, statement of changes in equity, cash flow statement and notes

to the financial statements) and Consolidated directors' report of Enagás S.A. and its Consolidated Group for the financial year starting on 1 January and closing on 31 December 2017."

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

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
107,857,480	99.017	849,519	0.780	221,312	0.203	108,928,311

### RESOLUTION 2º

"To approve the appropriation of Enagás, S.A.'s net income for the 2017 financial year, which amounted to net profit of **€349,453,710.24**, in line with the following distribution proposal prepared by the Board of Directors:

- (i) Allocating an amount of **€1,081,354.15** 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 20 November 2017, which is ratified for all that may be necessary, paid to shareholders on 21 December 2017, and which amounted to **€0.584** gross per entitled share, making a total of **€139,241,144.33**;
- (iii) Payment of a final dividend of **€0.876** 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 **€209,131,211.76**.

The final dividend will be paid on **5 July 2018**.

The following table summarises the distribution of profit.

Distribution	Euros
Legal reserve	<b>0.00</b>
Voluntary reserves	<b>1,081,354.15</b>
To Dividends:	
Interim dividend	<b>139,241,144.33</b>
Final dividend (maximum amount to be distributed for a fixed dividend of €0.876 gross per share for the total of the 238,734,260 shares issued at that date)	<b>209,131,211.76</b>

Total results	<b>349,453,710.24</b>
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Thus, together the interim dividend and the final dividend add up to a total of **€1.46** gross per entitled share."

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

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
108,542,356	99.645	235,933	0.217	150,022	0.138	108,928,311

### RESOLUTION 3º

"To approve the performance of the Board of Directors of Enagás, S.A. in the 2017 financial year."

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

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
108,522,566	99.627	201,359	0.185	204,386	0.188	108,928,311

### RESOLUTION 4º

"4.1. - To re-elect Mr. Antonio Llardén Carratalá as Director for the four-year period. Mr. Antonio Llardén Carratalá shall be an Executive Director."

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

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
103,233,907	94.773	5,552,619	5.097	141,785	0.130	108,928,311

"4.2 To re-elect Mr. Marcelino Oreja Arburúa as Director for the four-year period. Mr. Marcelino Oreja Arburúa shall be an Executive Director."

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

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
106,409,517	97.688	2,379,108	2.184	139,686	0.128	108,928,311

"4.3.- To re-elect Ms. Isabel Tocino Biscarolasaga as Director for the four-year period. Ms. Isabel Tocino Biscarolasaga shall be an Independent Director. "

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

For		Against		Abstention		Total
N° of votes	%	N° of votes	%	N° of votes	%	Votes cast
107,065,741	98.290	1,426,195	1.309	436,375	0.401	108,928,311

"4.4.- To re-elect Ms. Ana Palacio Vallelersundi as Director for the four-year period. Ms. Ana Palacio Vallelersundi shall be an Independent Director. "

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

For		Against		Abstention		Total
N° of votes	%	N° of votes	%	N° of votes	%	Votes cast
105,935,457	97.252	2,557,270	2.348	435,584	0.400	108,928,311

"4.5.- To re-elect Mr. Antonio Hernández Mancha as Director for the four-year period. Mr. Antonio Hernández Mancha shall be an Independent Director."

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

For		Against		Abstention		Total
N° of votes	%	N° of votes	%	N° of votes	%	Votes cast
105,622,651	96.965	2,671,526	2.453	634,134	0.582	108,928,311

"4.6.- To re-elect Mr. Gonzalo Solana González as Director for the four-year period. Mr. Gonzalo Solana González shall be an Independent Director."

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

For		Against		Abstention		Total
N° of votes	%	N° of votes	%	N° of votes	%	Votes cast
105,873,782	97.196	2,446,554	2.246	607,975	0.558	108,928,311

"4.7.- To appoint Mr. Ignacio Grangel Vicente as Director for the four-year period. Mr. Ignacio Grangel Vicente shall be an Independent Director.

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

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

For	Against	Abstention	Total
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Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
106,459,657	97.734	2,058,191	1.889	410,463	0.377	108,928,311

#### RESOLUTION 5º

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

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

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
91,162,219	83.690	5,238,655	4.809	12,527,437	11.501	108,928,311

#### RESOLUTION 6º

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

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

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
108,771,119	99.856	34,105	0.031	123,087	0.113	108,928,311

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