



**PROPOSED RESOLUTIONS FOR THE 2015 ORDINARY GENERAL  
SHAREHOLDERS' MEETING**

**First call: 26 March 2015  
Second call: 27 March 2015**

## MEETING AGENDA

1. To examine and, if appropriate, approve the 2014 Annual Accounts (balance sheet, income statement, statement of changes in equity, cash flow statement and notes to the financial statements) and Management Report of both Enagás S.A. and its Consolidated Group.
2. To approve, if applicable, the proposed appropriation of Enagás, S.A.'s net income for the 2014 financial year.
3. To approve, if appropriate, the performance of the Board of Directors of Enagás, S.A. in 2014.
4. To re-appoint auditing firm Deloitte S.L. as Auditor of Enagás, S.A. and its Consolidated Group for 2015.
5. To ratify, appoint or re-elect members of the Board of Directors. The following proposals shall be put to vote separately:
  - 5.1.- To re-elect Sultan Hamed Khamis Al Burtamani as Director for the four-year term provided for in the Articles of Association. Mr Al Burtamani is a Proprietary Director.
  - 5.2.- To re-elect Luis Javier Navarro Vigil as Director for the four-year term provided for in the Articles of Association. Mr Navarro is a Non-Executive Director.
6. To amend the Articles of Association for purposes of adapting them to the amendments introduced to the *Ley de Sociedades de Capital* (Spanish Corporate Enterprise Act) by virtue of Law 31/2014, of 3 December, and in the case of Article 35 in order to reduce the maximum number of members of the Board of Directors. The following proposals shall be put to vote separately:
  - 6.1.- To amend the following article pertaining to Title II ("Capital and shares"): Article 7 ("Accounting records").
  - 6.2.- To amend the following articles pertaining to Title III, section 1 ("The General Meeting"): Article 18 ("General Meeting"); Article 21 ("Extraordinary General Meetings"); Article 22 ("Convening the General Meeting"); Article 23 ("Exceptional convening of the General Meeting"); Article 27 ("Attendance, proxies and voting at General Meetings"); Article 31 ("Right to information"); Article 32 ("Minutes of proceedings"); and Article 34 ("Challenges to resolutions of the General Meeting").
  - 6.3.- To amend the following articles pertaining to Title III, section 2<sup>a</sup> ("Board of Directors"): Article 35 ("Composition of the Board"); Article 36 ("Remuneration of the Board of Directors"); Article 37 ("Posts"); Article 38 ("Term of office"); Article 39 ("Meetings of the Board of Directors"); Article 41 ("Directors' liabilities"); Article 42 ("Challenges to resolutions"); Article 43 ("Delegation of powers"); Article 44 ("Audit and Compliance Committee"); Article 45 ("Appointments and Remunerations Committee; Remuneration and

Corporate Social Responsibility"); and Article 46 ("Chairman of the Board of Directors").

7. To amend the following articles pertaining to the Rules and Regulations of the General Meeting of Shareholders for purposes of adapting them to the amendments introduced to the Spanish Corporate Enterprise Act by virtue of Law 31/2014, of 3 December. The following proposals shall be put to vote separately:
  - 7.1.- To amend Article 4 ("Powers of the General Meeting").
  - 7.2.- To amend Article 5 ("Convening the General Meeting"); Article 7 ("Shareholders' right to information"); Article 10 ("Proxy rights"); Article 11 ("Voting rights"); and Article 13 ("Proceedings of the General Meeting").
  - 7.3.- To amend Article 16 ("Publicity").
8. To grant authorization for purposes of Article 146 of the Spanish Corporate Enterprise Act concerning the possibility of enterprises acquiring their own shares.
9. To approve members of the Board of Directors' remunerations for 2015.
10. To subject the annual report on Directors' remuneration to an advisory vote in accordance with the transitory provisions of section 2 of the Law 31/2014 of 3 December.
11. Report - not subject to vote - on amendments to the "Rules and Regulations of the Organisation and Functioning of the Board of Directors of Enagás, S.A." introduced since the last General Meeting of Shareholders for purposes of adapting them to the amendments introduced to the Spanish Corporate Enterprise Act by virtue of Law 31/2014, of 3 December.
12. 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 2014 Annual Accounts (balance sheet, income statement, statement of changes in equity, cash flow statement and notes to the financial statements) and Management Report of both Enagás S.A. and its Consolidated Group.

**Adoption of the following resolution is proposed to 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 Directors' Report of Enagás S.A. and its Consolidated Group for the financial year starting on 1 January 2014 and closing on 31 December 2014.

## RESOLUTION 2

### Adoption of the following resolution is proposed to the Ordinary General Shareholders' Meeting:

"To approve the appropriation of Enagás, S.A.'s net income for the 2014 financial year, which amounted to net profit of **€350,800,614.30**, in line with the following distribution proposal prepared by the Board of Directors:

Allocation	Euros
Legal reserve	0.00
Voluntary reserves	40,446,076.30
Dividends	310,354,538.00
Total results	350,800,614.30

To pay out an additional dividend in the amount of **€186,212,722.80**. Said amount is the result of deducting from the financial year's total dividend, **€310,354,538.00**, the interim dividend of **€124,141,815.20** that was decided on by the Board of Directors on **17 November 2014** and paid to shareholders on **19 December 2014**.

The final dividend will be paid on **02 July 2015**.

The total dividend for the financial year being proposed for approval in accordance with the previous paragraph equates to a gross payment of **1.3** euros per share.

Once the interim dividend already paid (**€0.52** gross per share) is deducted, the remaining payment will be for **€0.78** per share, before tax deductions."

## RESOLUTION 3

To approve, if appropriate, the performance of the Board of Directors of Enagás, S.A. in 2014.

### Adoption of the following resolution is proposed to the Ordinary General Shareholders' Meeting:

"To approve the performance of the Board of Directors of Enagás, S.A. in the 2014 financial year."

## RESOLUTION 4

To re-appoint auditing firm Deloitte S.L. as Auditor of Enagás, S.A. and its Consolidated Group for 2014.

Article 50 of the Articles of Association, pursuant to Article 264 of the *Ley de Sociedades de Capital* (Spanish Corporate Enterprise Act) states that the auditors of the Company's accounts shall be appointed by the General Meeting prior to the end of the financial year to be audited, for an initial period of time no less than three years nor in excess of nine, as of the date of commencement of the first year audited, who may be re-appointed by the General Meeting once the initial period has expired.

Following the appointment of auditing firm Deloitte as external auditor for the 2014 financial year, the Audit and Compliance Committee, at the General Meeting held on 25 March 2014, deemed it fit to call for tenders for purposes of formulating a proposal for the appointment of an external auditor for the 2015 - 2017 time period. However, a new Auditing Law, as yet pending enactment, sets forth the options applicable to Spain among those provided for under Regulation 537/2014 of the European Parliament and of the Council of 16 April 2014, on specific requirements regarding statutory audit of public-interest entities.

In accordance with the Audit Act, the auditing firm Deloitte S.L., the signatory of the auditor's report, was rotated in 2012.

In 2012 the Company introduced a specific internal engagement procedure for awarding contracts to the External Auditor and its group companies for the provision of non-audit services, in order to ensure the necessity or specific advisability of such contracts and limit their number and value, in accordance with Company policy in recent years.

**Adoption of the following resolution is proposed to the Ordinary General Shareholders' Meeting:**

"To re-appoint Deloitte S.L. as Auditor of Enagás, S.A. and its Consolidated Group for the period of one year. Said firm shall also be placed in charge of providing any other statutory auditing services needed by the Company until the next Ordinary General Meeting is held."

<b>RESOLUTION 5</b>
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To ratify, appoint or re-elect members of the Board of Directors.

On the occasion of this General Meeting, the four-year terms of office provided for in the Articles of Association of Directors Mr Sultan Hamed Khamis Al Burtamani, Mr Luis Javier Navarro Vigil and Mr Jesús David Álvarez Mezquiriz are due to expire.

**Re-election of Mr Sultan Hamed Khamis Al Burtamani as Proprietary Director**

Pursuant to a favourable report by the Appointments, Remuneration and Corporate Responsibility Committee, the Board proposes the re-election of Mr Sultan Hamed Khamis Al Burtamani as Director for another four-year term as set forth in the Articles of Association.

Mr Al Burtamani is a Proprietary Director proposed by the shareholder of Oman Oil Holdings Spain, SLU, a single-shareholder company, which company has proposed his re-election.

Mr Al Burtamani holds the post of "Head of Midstream and Power" at Oman Oil Company S.A.O.C. He possesses extensive experience in the areas of asset

management, business development, due diligence procedures and finance. At his post, he is in charge of managing equity investments and developing business opportunities for Oman Oil in the energy infrastructure and transport sector ("midstream"). Prior to joining Oman Oil, Mr Al Burtamani was a senior analyst at the Gulf Organization for Industrial Consulting (GOIC) based in Qatar.

He has been a member of the Board of Directors at Enagás since 2011 and is a Director of Oiltanking Odfjell Terminal & Co.

He holds a degree in Finance and Economics from Sultan Qaboos University in Oman and holds a diploma in Islamic Finance.

The Board and the Appointments, Remuneration and Corporate Responsibility Committee, highly value the performance of Mr. Al Burtamani in exercising his functions in the course of his first term of office, and, notwithstanding his being a Proprietary Director, consider his contributions to the Board - the diversity of which is enhanced by his nationality - to be of great value in the area of international business.

### **Re-election of Mr Luis Javier Navarro Vigil as Non-Executive Director**

Pursuant to a favourable report by the Appointments, Remuneration and Corporate Responsibility Committee, the Board proposes the re-election of Mr Luis Javier Navarro Vigil as Director for another four-year term as set forth in the Articles of Association.

Mr. Luis Javier Navarro Vigil is a Non-Executive Director. In 2002 he was appointed to the Board of Directors of the Company in the capacity of "Proprietary Director" as proposed by then-core shareholder BP España, S.A. When BP España ceased to be a shareholder of Enagás in 2006, Mr. Navarro Vigil was made Non-Executive Director, a post he has held at the Company until the present.

Mr Navarro is a Director (as proposed by Enagás, S.A.) of TLA, S. DE R.L. - MÉXICO and of TLA SERVICIOS. He is a member of the Jury of the Princess of Asturias Awards; of the Board of Trustees of Comillas Pontifical University ICAI; of the Executive Committee of the *Hispano-Británica* Foundation; of the Jury of the *Premios Rey Jaime I* awards; of the Board of Trustees of Queen Sofia College of Music and a member of the Albéniz Foundation and a founding member of the *Círculo de Confianza* forum. He is an Officer of the Order of the British Empire.

Mr Navarro has formerly held the posts of Chairman of the Board of BP España, S.A., and Member of the Board of Directors at E.ON España, S.A. and E.ON Renovables, S.A.

He holds a master's degree in Industrial Engineering from the University of Columbia (New York).

The Board and the Appointments, Remuneration and Corporate Responsibility Committee, highly value the performance of Mr. Navarro in exercising his functions at his post and consider his international and specific experience in the energy sector to be a valuable contribution to the Board in the Company's current phase and are therefore proposing his re-election to the General Meeting.

### **Expiry of the term of Mr Jesús David Álvarez Mezquíriz as Independent Director.**

On the occasion of this General Meeting, the term of office of Independent Director Jesús David Álvarez Mezquíriz is due to expire. On 25 April 2015 it will have been

twelve years since Mr. Álvarez Mezquíriz was first appointed as Independent Director. The Appointments, Remuneration and Corporate Responsibility Committee has therefore proposed not to proceed with his re-election insofar as he is no longer eligible for the post of Independent Director. This is without prejudice to the excellent job Mr Alvarez Mezquíriz has done at his post and the Company's gratitude for his work. The Board of Directors has adopted the Committee's proposal as its own.

As regards the vacancy arising with the lapse of Mr Alvarez Mezquíriz's term of office, in not covering this vacancy, the Committee has interpreted it as an opportunity to reduce the size of the Board of Directors to an even greater extent than the recommendations of good corporate governance, the characteristics of the Company and the practice at other, comparable companies would dictate. The Board of Directors has adopted this proposal of the Committee as its own, and, accordingly under item 6.3 of the Agenda of the General Meeting, proposes the amendment of Article 35 of the Articles of Association, among others, for the purpose of reducing the maximum number of members of the Board of Directors from 15 to 14.

### **Board structure**

In the wake of the proposed appointments and the attendant amendment to Article 35 of the Articles of Association, the Board will be reduced in size while maintaining an ample majority of independent members. Of its 14 members, 8 will be Independent Directors, while the number of women on Board will remain at 3, 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 Lead Independent Director and Ms Rosa Rodriguez Díaz is a member of the Auditing 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 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 of the Corporate Enterprise Act are placed at the shareholders' disposal.

In consideration of all these factors:

### **The adoption of the following resolutions are proposed to the Ordinary General Shareholders' Meeting and shall be subject to separate votes:**

**"5.1.-** To re-elect Mr Sultan HamedKhamis Al Burtamani as Director for the four-year period provided for in the Articles of Association. Mr Al Burtamani is a Proprietary Director.

**5.2.-** To re-elect Luis Javier Navarro Vigil as Director for the four-year period provided for in the Articles of Association. Mr Navarro is a Non-Executive Director.

## RESOLUTION 6

Amendments to the Articles of Association for purposes of adapting them to the amendments introduced to the *Ley de Sociedades de Capital* (Spanish Corporate Enterprise Act) by virtue of Law 31/2014, of 3 December, and in the case of Article 35 in order to reduce the maximum number of members of the Board of Directors. The following proposals shall be put to vote separately:

**6.1.-** Amendment of the following Article pertaining to Title II ("Capital and shares"): Article 7 ("Accounting records").

**6.2.-** To amend the following articles pertaining to Title III, section 1 ("The General Meeting"): Article 18 ("General Meeting"); Article 21 ("Extraordinary General Meetings"); Article 22 ("Convening the General Meeting"); Article 23 ("Exceptional convening of the General Meeting"); Article 27 ("Attendance, proxies and voting at General Meetings"); Article 31 ("Right to information"); Article 32 ("Minutes of proceedings"); and Article 34 ("Challenges to resolutions of the General Meeting").

**6.3.-** To amend the following articles pertaining to Title III, section 2<sup>a</sup> ("Board of Directors"): Article 35 ("Composition of the Board"); Article 36 ("Remuneration of the Board of Directors"); Article 37 ("Posts"); Article 38 ("Term of office"); Article 39 ("Meetings of the Board of Directors"); Article 41 ("Directors' liabilities"); Article 42 ("Challenges to resolutions"); Article 43 ("Delegation of powers"); Article 44 ("Audit and Compliance Committee"); Article 45 ("Appointments and Remunerations Committee; Remuneration and Corporate Social Responsibility"); and Article 46 ("Chairman of the Board of Directors").

On 4 December of 2014 Law 31/2014, of 3 December was published in the Spanish Official State Gazette in amendment of the Corporate Enterprise Act ("**LSC**") for purposes of improving corporate governance ("**Law 31/2014**"). This law provides for legislative reform aimed at improving good governance at companies of all types generally, and furthermore includes specific measures for publicly traded corporations. Law 31/2014 provides for a transitory regime for the more significant new features that might require organisational changes or amendments to articles of association, and establishes that certain changes introduced by virtue of Law 31/2014 are to be adopted by resolution at a given company's first general meeting held after 1 January 2015.

In keeping with the aforementioned statutory requirements, the Board of Directors of Enagás, S.A., under item 6 of the Agenda and among other considerations, has resolved to submit amendments to Articles 7, 18, 21, 22, 23, 27, 31, 32, 34, 35, 36, 37, 38, 39, 41, 42, 43, 44, 45 and 46 of the the Articles of Association of Enagás for approval by the Company's General Meeting and to formulate the new wordings of their texts with the proposed amendments incorporated. The proposed reform provides on the one hand for the adaptation of the Articles of Association to the new wording of the LSC; on the other, and relating to the foregoing, it also introduces some clearer wordings and technical improvements in the case of certain items. The amendment of Article 35 to reduce the maximum number of members of the Board of Directors from 15 to 14 is likewise proposed.

In accordance with the provisions of Article 286 of the amended Corporate Enterprise Act and in conformity with the regulations of the Mercantile Registry, a report by the Company's Directors is attached to these proposed resolutions, which constitutes an integral part of same and serves by way of justification for the proposal to amend the Articles referred to.



In consideration of the structure and system of the Articles of Association, the proposed amendments are grouped into three proposals, which shall be subject to separate vote.

In consideration of all these factors:

**The adoption of the following resolutions are proposed to the Ordinary General Shareholders' Meeting and shall be subject to separate votes:**

**6.1.-** To amend Article 7 ("Accounting records") of the Articles of Association, the complete text of which is now worded as follows:

- **"ARTICLE 7. – ACCOUNTING RECORDS AND IDENTITY OF SHAREHOLDERS**

*The entity in charge of maintaining the Accounting Records concerning the shares is the Servicio de Compensación y Liquidación de Valores, (Spanish Securities Clearing and Settlement Service) or such entity as may in future replace it, together with its affiliated entities, on the terms prescribed by current laws and regulations.*

*The Company may at any time request the information associated with the shareholders from the companies keeping the securities records. This includes the shareholders' addresses and contact details.*

*Any shareholder associations having formed within the Company and representing at least one percent of the share capital, as well as shareholders who individually or jointly hold at least three percent of the share capital, shall enjoy the same right exclusively for purposes of facilitating communications with the shareholders in the exercise of their rights and the best defence of their common interests.*

*In the event of abusive or harmful use of the information requested, the association or partner in question shall be liable for any loss or damage caused."*

**6.2.-** To amend Articles 18 ("General Meeting"), Article 21 ("Extraordinary General Meetings"); Article 22 ("Convening the General Meeting"); Article 23 ("Exceptional convening of the General Meeting"); Article 27 ("Attendance, proxies and voting at General Meetings"); Article 31 ("Right to information"); Article 32 ("Minutes of proceedings"); and Article 34 ("Challenges to resolutions of the General Meeting"), the complete texts of which are now worded as follows:

- **"ARTICLE 18 – GENERAL MEETING**

*The shareholders, when constituted as a duly summoned General Meeting, shall by the majority of votes provided for in Spanish law decide upon the matters that fall within the powers of the General Meeting.*

*It falls upon the General Meeting to address and reach resolution on the following issues:*

- a) *Approval of the annual accounts, the appropriation of earnings, and approval of company management.*

- b) *The appointment and removal of directors, liquidators, or, where applicable, account auditors, as well as the institution of liability actions against any of them.*
- c) *Amendments to the Articles of Association.*
- d) *To effect capital increases and reductions.*
- e) *To suspend or restrict pre-emptive subscription rights.*
- f) *To acquire and dispose of core assets or contribute them to another company. Asset are considered to be core assets, if the respective transaction amount is greater than 25% of the value of the assets held on the last balance sheet approved.*
- g) *The transfer to subsidiaries of core activities to subsidiaries that were previously carried out by the Company itself, even though the latter retains full control of the former; Activities and operating assets are considered to be core activities and core operating assets, if the respective transaction amount is greater than 25% of the total value of the assets held on the balance sheet*
- h) *To restructure, merge, or split the company, or fully transfer the assets and liabilities thereof, or to agree to move the registered office outside Spain.*
- i) *To dissolve the Company.*
- j) *To approve the final balance sheet for liquidation purposes.*
- k) *Operations that effectively add up to the company's liquidation.*
- l) *Explain the policy on directors' remuneration.*
- m) *Any other affairs prescribed by law or the Articles of Association.*

*All shareholders, including those absent or dissentient, shall be bound by the resolutions of the General Meeting.*

*The Company shall guarantee, at all times, equality in the treatment of all shareholders in the same position, in regard of information, participation and the exercise voting rights at General Shareholder Meetings."*

- ***"ARTICLE 21 – EXTRAORDINARY GENERAL MEETING***

*Any General Meeting other than as provided for in the preceding article shall be considered an Extraordinary General Meeting.*

*The Board of Directors may convene an extraordinary General Meeting if it deems it to be in the Company's interests, and is under a duty to call such meeting upon the request of shareholders holding at least 3% of the share capital, such requisition to specify the business to be transacted at the General Meeting. In this event, the General Meeting must be summoned for a date within two months following the day on which the Board of Directors was requisitioned via notary.*

*The Agenda must specify the business that is the subject matter of the request."*

## **“ARTICLE 22 CONVENING THE GENERAL MEETING**

*The General Shareholder meeting must be convened by public announcement in the following media at least: (a) by the placing of a notice in the Boletín Oficial del Registro Mercantil [Spanish Official Gazette of the Registrar of Companies] or in a daily newspaper with one of the broadest circulations in Spain; (b) the website of the CNMV, the Spanish securities market regulator; and (c) on the company's website. An announcement published on the Company's website shall remain accessible via the same at least until the General Shareholders' Meeting is held. The Board of Directors may decide to publicise the convening of the meeting in any other media that it might see fit, to provide greater publicity for the meeting.*

*Notices convening General Meetings shall be issued at least one month prior to the date of the event. Notwithstanding the foregoing, when the Company offers shareholders the real possibility of voting by electronic means accessible to all shareholders, Extraordinary Shareholders' Meetings may be convened with minimum notice of fifteen days. The reduction of the required convening notice period shall require an express resolution adopted at a General Meeting by at least two thirds of subscribed capital with voting rights. This resolution shall not be valid beyond the date on which the subsequent meeting is held.*

*The Notice of Meeting shall state the name of the Company, the original date and time scheduled for the meeting on first call, as well as its agenda, listing all business to be transacted at the meeting, the position of the person or persons executing the call and, the date the shareholder must have their name registered to participate and vote at the General Shareholders' Meeting, the place where and format in which the complete text of the documents and proposed resolutions can be obtained, and the address of the Company website where the information will be made available. It shall also state the date on which, if applicable, the Meeting shall be held upon second call.*

*There must be a difference of at least 24 hours between the first and second Meeting times.*

*Furthermore, the notice shall contain clear and exact information on the formalities that the shareholder must complete in order to take part and register their vote at the General Shareholders' Meeting, in particular the following information:*

- a) The right to request information, to add items to the agenda and to submit resolution proposals, as well as the deadline for exercising their rights. Whenever it is stated that further information on said rights can be found on the website, the notice may be limited to stating the deadline for exercising rights.*
- b) The system for issuing votes by proxy, with particular mention of the forms that must be used to vote by proxy and the media that must be used for the company to accept notification of delegated representation by electronic means.*
- c) The procedures established for remote voting, whether by post or electronic means.*

*The convening notice must state the right of shareholders to freely and immediately be able to access at the Company's registered office documents that must be subjected to the approval of same as well as the auditor's report.*

*From the moment the convening is announced and up until the General Meeting is held, the following information must be continuously posted on the Company's website:*

- a) The convening notice.*
- b) The total number of shares and voting rights on the date of the convening, broken down by share categories if any.*
- c) The documents that will be presented at the General Meeting, in particular the management, auditor and independent expert reports.*
- d) The full texts of the proposed resolutions detailing each and every item on the Agenda, or where items for informative purposes only are concerned, a report from the competent bodies detailing each such item. As they are received, resolutions proposed by shareholders shall also be included.*

*In the case of appointment, ratification or re-election of the members of the Board of Directors, the identity, curriculum vitae and category to which each belongs, along with the proposal, the Board's report in justification of the proposal containing an appraisal of the competence, experience and merits of the proposed candidate and the report of the Appointments, Remuneration and Corporate Responsibility Committee in the case of the appointment or re-election of a non-independent director. In the case of a body corporate, the information must include that pertaining to the natural person to be appointed to exercise the functions of the post on a permanent basis.*

- e) The forms that must be used for vote by proxy and remote voting, except when sent directly by the Company to each shareholder. If for technical reasons these cannot be posted on the website, the Company must indicate on the website information on how to obtain hard copies of these forms and must send them to any shareholder that requests them.*

*Shareholders that represent at least three percent of share capital may request that a supplement to the convening notice for the general Shareholders' Meeting be published, on which one or more items are added to the Agenda, provided that the new points are accompanied with their justification or, if applicable, a justified resolution proposal. In no case may said right be exercised for the convening of Extraordinary Shareholder's Meetings. In order to exercise this right, shareholders must submit their request by means of a certified notification which must be received at the registered office of the Company within the five days following the publication of the notice of the meeting. Any such supplement to the notice of meeting shall be published at least fifteen days in advance of the scheduled date of the General Meeting. Failure to publish the supplement to the notice of meeting by the legally established deadline shall render the Meeting void.*

*Shareholders representing at least three percent of the share capital 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 Meeting's agenda. The Company will ensure that these proposed resolutions and any attached documentation reach the rest of the shareholders, in accordance with the provisions of section d) of the seventh paragraph of this Article".

- **"ARTICLE 23 – EXCEPTIONAL CONVENING OF THE GENERAL MEETING**

*If the ordinary General Meeting is not summoned within the statutory time limit, it may be convened on the motion of shareholders, a hearing having been granted to the Board of Directors, by the commercial court with jurisdiction at the place of the Company's registered office, which court shall appoint the Chairman of the General Meeting so convened.*

*This same mode of summoning the General Meeting shall be carried out with respect to the extraordinary General Meeting when so demanded by shareholders holding at least 3% of the share capital, should the time limit referred to in article 21(2) expire."*

- **"ARTICLE 27 - ATTENDANCE, PROXIES AND VOTING AT GENERAL MEETINGS**

*Shareholders owning shares, registered at least five days prior to the date scheduled for the General Meeting with the corresponding registers of any of the entities participating in the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores [securities clearing and settlement entity], or the entity replacing it in the future, may attend and vote at General Meetings.*

*Without prejudice to the foregoing, shareholders may not exercise the voting rights corresponding to their shares concerning the adoption of a resolution where one of the grounds for a conflict of interest exists according to article 190.1 of the Consolidated Amended Text of the Corporate Enterprise Act.*

*Any shareholder having attendance and voting rights under this article may exercise such rights to vote on motions on the business on the agenda at any class of General Meeting by attending such a Meeting and voting in person or by post, by recognised electronic signature or other electronic means, or by any other medium of remote communication satisfying the requirements prescribed by laws and regulations, provided that the identity of the person exercising voting rights and the security of electronic communications are properly assured.*

*The General Shareholders' Meeting Regulations may govern remote exercising of said rights, including in particular any or all of the following forms:*

- a) Real-time streaming of the General Meeting.*
- b) Real-time bi-directional communication to allow shareholders to address the General Shareholders' Meeting from other locations.*
- c) A mechanism to exercise votes prior to or during the General Shareholders' Meeting, without having to appoint a representative physically present at the meeting.*

*A shareholder casting his/her votes remotely shall for the purposes of constitution of any General Meeting count as being present.*

*A shareholder having attendance rights may have himself represented by proxy at a General Meeting by another person, who need not be a shareholder. Proxies must be conferred in writing, by post, a recognised electronic signature, or any of the other legally permitted electronic or remote communication methods. The identity of the representative must be duly guaranteed, and shall be valid only for the particular meeting in question.*

*The provisions of the foregoing paragraph will likewise be applicable to notification of the proxy to the Company, and revocation of the appointment. The Company will establish the system for electronic notification of the appointment with the formal requisites provided to ensure the identification of the shareholder and the designated proxy or proxies.*

*If the principal has issued voting instructions, the proxy shall cast the principal's vote in accordance with said instructions and shall be bound to safeguard the instructions for one year starting from the date of the meeting in question.*

*The proxy may represent more than one principal, 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 opposing ways based on the instructions of each respective shareholder. In all cases, the number of shares represented shall be counted towards the quorum required for the Meeting to be valid.*

*Before being appointed, the proxy must inform the shareholder in detail of any conflict of interest, in accordance with the provisions of article 523 of the Corporate Enterprise Act. If the conflict arises after the appointment and the proxy did not advise the represented shareholder of a possible conflict of interest, the proxy must inform the shareholder immediately. In both cases, if the proxy does not receive precise, new voting instructions for each of the matters upon which the proxy must vote on behalf of the shareholder, the proxy must abstain from casting a vote.*

*Entities appearing as legitimated shareholders according to the accounting records 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.*

*In the event of a public call for proxies, articles 186 and 526 of the Corporate Enterprise Act shall apply.*

*Proxy representation conferred shall be revocable at any time, and the principal's attendance at the Meeting in person shall be equivalent to revocation.*

*The Rules and Regulations of the General Meeting shall elaborate on the methods and requirements for the due exercise of attendance, voting and representation rights, as well as on the procedures set up for those purposes.*

*Subject to the relevant provisions of the Rules and Regulations of the General Meeting, and at all events in fulfilment of statutory requirements, the Board of Directors shall be competent to determine the time as from which shareholders may cast their votes or grant proxies by electronic or other*

*remote communication means, having regard to the state of the art of the technical means required."*

**- "ARTICLE 31 - SHAREHOLDERS' RIGHT TO INFORMATION**

*Up to the fifth day before the Meeting is held, shareholders may request from Directors any information or clarification they deem appropriate concerning business on the agenda, or submit in writing the questions they judge relevant. Within the same notice period and in the same form, or verbally during the meeting, shareholders may request information or clarifications, or ask questions concerning the publicly available information that the Company has provided to the Comisión Nacional del Mercado de Valores (Spanish National Securities Market Commission) since the last General Shareholders' Meeting was held or concerning the auditor report.*

*The Directors shall be under obligation to supply the information requested in accordance with the foregoing paragraph, in writing, up until the day on which the General Meeting is held.*

*In the course of the General Meeting itself, shareholders in the Company may orally request any information or clarifications they deem appropriate concerning items on the Agenda, and should it not be possible to satisfy a shareholder's right to information at that time, the Directors shall be obliged to facilitate that information in writing within six days of the conclusion of the Meeting.*

*The Directors shall be obliged to facilitate information requested pursuant to the previous three paragraphs, unless said information is superfluous to the preservation of the shareholder's rights, or there are objective reasons to believe the information could be used towards ends other than those of the Company or that publication of the information could harm the Company or its affiliates.*

*No such refusal may be made if the request is put forward by shareholders representing at least 25% of the Company's share capital.*

*Valid requests for information or clarifications, or questions asked in writing along with the written replies of the Directors shall be posted on the Company's website.*

*In cases where, prior to the formulation of a specific question, the information so requested was already clearly, expressly, and directly available to all shareholders on the Company's website in a question-and-answer format, the Directors may limit their reply to a reference to the information provided in the aforementioned format.*

*Infringements on the right to information exercised in the course of the General Meeting pursuant to the provisions of this article, shall solely entitle shareholders to demand fulfilment of the obligation to provide information and seek redress for any loss or damage that may have been caused them, but it shall not be grounds for invalidating the General Meeting.*

*In the event of abusive or harmful use of the information requested, the partner in question shall be liable for any loss or damage caused."*

- **ARTICLE 32 – MINUTES OF PROCEEDINGS**

*For each session of the General Meeting the respective minutes shall be taken, stating the following particulars: date and venue of the meeting; date and form of notice of meeting, except in the case of a Universal General Meeting; indication of the media by which the notice of meeting was published; full text of the notice of meeting, or, if a Universal General Meeting, the items of business accepted on the Agenda for the session; the shareholders present at the meeting, in the manner set forth in article 30, and, if a Universal General Meeting, the names of those present, followed by the signature of each; a summary of the matters discussed and of the speeches for which a record was requested; and the content of any resolutions passed. For each resolution put to vote at the General Meeting, at a minimum, the following must be determined: number of shares represented by valid votes, the proportion of share capital represented by said votes, the total number of valid votes, the number of votes for and against each resolution and, if any, the number of abstentions.*

*The resolutions adopted and the results of votes will be published in full on the company's website within five days of the General Shareholders' Meeting being held.*

*Minutes may be approved by the General Meeting itself after the session or, failing this, within fifteen days thereafter by the Chairman and two Referees, one representing the majority and the other the minority.*

*Corporate resolutions will be enforceable as from the date on which the minutes containing them are approved."*

- **"ARTICLE 34 - CHALLENGES TO RESOLUTIONS OF THE GENERAL MEETING**

*A resolution of the General Meeting may be challenged in the manner prescribed in Chapter IX, Title V of the Amended Consolidated Text of the Corporate Enterprise Act and in Article 495.2 of same.*

**6.3.-** To amend Articles 35 ("Composition of the Board"); 36 ("Remuneration of the Board of Directors"); 37 ("Posts"); 38 ("Term of office"); 39 ("Meetings of the Board of Directors"); 41 ("Directors' liability"); 42 ("Challenges to resolutions"); 43 ("Delegation of powers"); 44 ("Audit and Compliance Committee"); article 45 ("Appointments and Remuneration Committee. Remuneration and Corporate Social Responsibility"); and 46 ("Chairman of the Board of Directors") of the Articles of Association, the complete texts of which are now worded as follows:

- **"ARTICLE 35. – COMPOSITION OF THE BOARD.**

*The Company shall be governed and managed by the Board of Directors, which shall represent the Company collegiately, both in and out of court. Its representation shall extend, without any limitation of power, to all acts embodied in the corporate purpose.*

*The Board of Directors shall be composed of a minimum of 6 members and a maximum of 14, appointed by the General Meeting.*

*Directors shall be elected by vote. For this purpose, shares that are voluntarily pooled to constitute an amount of share capital that is equal to or greater than the result of dividing the latter by the number of Directors, shall*



be entitled to appoint a number of Directors equal to the integer number resulting from that proportion. If this power is exercised, the shares pooled in this fashion shall not take part in the voting for the appointment of the remaining Directors.

A Director need not be a shareholder, may step down from office, may have his appointment revoked, and may be re-elected on one or more occasions.

Appointment as director shall take effect upon acceptance of the post.

The following cannot be Directors or, if applicable, natural-person representatives of a body-corporate Director:

- a) Natural persons or bodies corporate who hold the post of director in more than 5 (five) companies whose shares are admitted to trading on national or foreign markets.
- b) Natural or legal persons whose circumstances render them incompatible or prohibited from serving on the Board under any of the general provisions in law, including those persons who in any manner have interests that run contrary to those of the Company or its Group".

- **"ARTÍCULO 36.– REMUNERATION OF THE BOARD OF DIRECTORS**

The position of Director shall be remunerated.

The General Meeting shall determine the total maximum remuneration to be paid to Members of the Board of Directors in their capacity as such. Said remuneration shall comprise a cash sum payable on an annual basis or in respect of such period as the General Meeting may determine, a fee for each Board of Directors meeting a Director actually attends, a fee for sitting on the Committees of the Board of Directors, and another for acting as Chairman of same, and in the case of the Lead Independent Coordinator, a supplementary amount in remuneration of said function. The allocation of remuneration among the various remuneration components and to each Director shall be determined by resolution of the Board of Directors, in consideration of the functions and responsibilities attributed to each Director.

Directors may receive additional remuneration in the form of company shares, share options or other securities that enable the holder to obtain shares, or through other remuneration systems based on the price of the shares quoted on a public exchange. The application of said systems shall be presented to the General Meeting for approval, and the Meeting shall determine the maximum number of shares that may be allocated to this remuneration system in each financial year, or the system for calculating the price for the exercise of option rights, the reference value of the shares applied, if applicable, and the term of duration of the scheme.

Directors who perform executive functions for the Company, regardless of the nature of their legal relationship with same shall be entitled to additionally receive remuneration for performing said functions, which must be established in a contract between the Director and the Company and which remuneration shall consist of: (i) a fixed remuneration, in cash and in specie, commensurate with the services rendered and responsibilities assumed; if applicable (ii) a variable remuneration short-term and long-term and the general system of incentives established for the Company's Senior

*Management, which might comprise the delivery of shares, or the entitlement to options on same, or remuneration based on the value of the shares, subject to the requirements set forth in the prevailing legislation at any given time; (iii) a benefits component to include appropriate pension and insurance schemes and social security benefits; as well as, if applicable (iv) a consideration for a post-contractual covenant not to compete. In the event of termination on grounds other than non-compliance with their functions, they shall be entitled to compensation.*

*Directors shall be entitled to the payment or reimbursement of expenses incurred as a result of attendance at meetings and other tasks directly related to the performance of their duties, such as travel, accommodation, meals and any other which may arise.*

*The Company may contract civil liability insurance for Directors and senior management.*

*The policy for Directors' remuneration shall be in keeping with the remuneration system provided for herein, and shall be approved by the General Shareholders' Meeting at least every three years as a separate item on the Agenda.*

*Board Member remuneration shall be reported in the terms legally provided for in the Report, the Annual Corporate Governance Report and the Annual Directors' Remuneration Report. The latter report shall be submitted to an advisory vote as a specific item on the Agenda of the Ordinary General Meeting.*

*In the event that the Annual Report on Directors' Remuneration be rejected by the advisory vote of the Ordinary General Meeting, then the remunerations policy to be applied to the following financial year must be submitted to the General Meeting for approval prior to its application, even if the aforementioned three-year period has not elapsed. An exception to the foregoing shall be made in the event that the remunerations policy has been approved at that same Ordinary General Meeting."*

- **"ARTICLE 37.- POSTS**

*The Board of Directors shall appoint its Chairman pursuant to the report of the Appointments, Remuneration and Corporate Responsibility Committee. The appointment as Chairman of an Executive Director shall require the favourable vote of two-thirds of the members of the Board.*

*The Board of Directors may appoint an Independent Director, on the proposal of the Appointments, Remuneration and Corporate Responsibility Committee, to perform the following duties, under the title of Lead Independent Director:*

- a) *To request the Chairman of the Board of Directors to convene that body when said Lead Independent Director deems it appropriate.*
- b) *To request that items be included on the Agenda of the meetings of the Board of Directors.*
- c) *To coordinate and convene the Non-Executive Directors.*
- d) *To oversee the Board's evaluation of its Chairman and, where appropriate, the Chief Executive Officer.*

- e) *To perform as a Deputy Chairman the functions of the Chairman as regards the Board of Directors, if the Chairman is absent, ill or unable to act as Chairman for whatever reason. In the absence of a Lead Independent Director, for the purposes of this section the most senior Director in age shall act as Chairman.*

*The appointment of a Lead Independent Director shall be obligatory, if the Chairman of the Board is an Executive Director. In such cases the Lead Independent Director shall be appointed by the Board with the Executive Directors abstaining from the vote.*

*The Chairman and the Secretary to the Board of Directors and the Deputy Secretary, if applicable, if re-elected to the Board by a resolution of the General Meeting, shall continue to perform the offices hitherto held on the Board without need of being freshly elected, subject to the power of revocation of such offices that rests with the Board of Directors.*

- **"ARTICLE 38 – TERM OF OFFICE**

*A Director shall hold office for four years. At the end of the term of appointment, a Director may be re-elected for a term of equal duration at most.*

*For the purposes of this article, an appointment lapses if, the relevant time limit having expired, the following General Meeting is held, or the statutory time limit for holding the following Ordinary General Meeting has expired.*

*If during the term to which the Directors were appointed vacancies should arise, the Board may appoint, from among the shareholders, persons to fill them until the first General Meeting is held, or the following one, in the event that the vacancy should arise after the General Meeting has been convened but before it has been held."*

- **"ARTICLE 39 - MEETINGS OF THE BOARD OF DIRECTORS**

*The Board of Directors shall meet at least once every two months, and, in addition, whenever convened by the Chairman or upon requisition by a majority of Directors.*

*Meetings shall ordinarily be held at the registered office, but may also be held elsewhere and by any means that the Chairman may determine. Such a venue or manner of holding of the meeting must be specified in the notice of meeting.*

*A meeting shall be convened, by any channel, by the Chairman, stating the venue of the meeting and the business to be transacted. Directors who represent at least one third of the members of the Board of Directors may call the meeting, stating its agenda, to be held in the locality where the registered office is located, if they have requested the Chairman to convene the meeting, and the meeting has not been called within one month without reasonable cause.*

*However, a meeting of the Board of Directors shall be valid without need of prior notice if, all Directors being present, the Directors unanimously decide to hold a session.*

*Except in cases of where the meeting of the Board is constituted or convened exceptionally on account of urgent circumstances, the Directors must have the requisite information at their disposal sufficiently in advance to be able to deliberate and adopt resolutions on the business to be transacted at the meeting. The Chairman of the Board in collaboration with the Secretary shall ensure that this obligation to provide information is fulfilled.*

*The Board of Directors' meeting shall be validly constituted when one half of the membership plus one member are in attendance or represented at it. The Directors must attend the meetings of the Board in person. Without prejudice to the foregoing, a Directors may grant a proxy to another Director. Non-Executive Directors may only grant a proxy to other Non-Executive Directors.*

*Resolutions shall passed by an absolute majority of the Directors present at the session.*

*Votes may be cast in writing and in the absence of a meeting, if no Director objects to such procedure".*

#### ***"ARTICLE 41 - DIRECTORS' LIABILITY***

*Directors shall perform their office and discharge the duties imposed by by law and the Articles of Association with the diligence of a prudent businessman, taking the nature of their post and the functions attributed to each of them into consideration, with the loyalty of a representative acting in good faith and in the best interests of society. They shall be liable to the Company, to the shareholders and to creditors of the Company for any damages they may cause by acts or omissions contrary to the law or to the Articles of Association or acts done in default of the diligence with which a Directorship is to be exercised, if attributable to fault or misconduct.*

*Such liabilities shall attach jointly and severally to all Directors, except those who prove that they did not take part in the adoption and execution of the detrimental act or resolution and were unaware of its existence, or, being aware, took all appropriate steps to avoid, or at least expressly opposed the detrimental act or resolution.*

*No exemption from liability shall arise from the circumstance that the detrimental act or resolution was adopted, authorised or ratified by the General Meeting.*

#### ***"ARTICLE 42 – CHALLENGES TO RESOLUTIONS***

*The Directors may challenge the resolutions of the Board of Directors, or of any other collegial administrative body, within a period of thirty days from its adoption. Said resolutions may likewise be challenged by shareholders representing 0.1% of the share capital within thirty days of the resolutions' becoming known to them, as long as less than one year has elapsed since their adoption.*

*The associated grounds, procedures and consequences are governed in conformity with the provisions for challenging resolutions of the General*

*Meeting, with the particularity that in this case, it will also result from infringement on the Rules and Regulations of the Board of Directors.”*

#### **ARTICLE 43 – DELEGATION OF POWERS**

*The Board of Directors may designate from among its members one or several executive directors or executive committees, and shall determine in each case the content, limits and modalities of the delegation. The Executive Committee shall meet as often as convened by the Chairman or the majority of its members.*

*The following powers of the Board of Directors shall not be delegated under any circumstances:*

- a) Supervision of the effective functioning of committees it sets up and of the actions of the executive bodies and Managers it appoints.*
- b) Determination of the general policies and strategies of the Company.*
- c) Authorisation does not release the Board of Directors from its obligations deriving from the duty to loyalty in conformity with article 230 of the Amended Consolidated Text of the Corporate Enterprise Act.*
- d) Its own organisation and functioning.*
- e) Preparing the annual accounts and their presentation to the General Meeting.*
- f) The issuance of any type of report the Board of Directors is required to submit by law, if the transaction to which the report refers cannot be delegated.*
- g) Appointing and removing the Company's Managing Directors and establishing the terms of their contracts.*
- h) Appointing and removing managers that report directly to the Board of Directors or to one of its members, and establishing the basic terms of their contracts including their remuneration.*
- i) Decisions concerning the remuneration of Directors within the framework of the Articles of Association, and, if applicable, under the remunerations policy approved by the General Meeting.*
- j) Convening the General Meeting of Shareholders and determining the Agenda and the proposed resolutions.*
- k) Determining policy concerning the Company's own shares or equity holdings.*
- l) The powers the General meeting would have delegated to the Board of Directors, unless the latter has been expressly authorised by the General Meeting to sub-delegate them.*
- m) Approving the Company's strategic or business plan, the management targets and annual budgets, investment or financing policy, corporate social responsibility policy or the dividend policy.*

- n) *Defining the Company's risk control and management policy, including tax risks, or the policy for monitoring the its internal information and control systems*
- o) *Defining the Company's or the Group's corporate governance policy, its organisation and operation and functioning, or in particular, approving and amending its own rules and regulations.*
- p) *Approving the financial information the Company must periodically disclose on account of being a publicly traded company.*
- q) *Defining the structure of the Group.*
- r) *Approving investments or transactions of any kind that, on account of the large amounts involved or special characteristics, are strategic in nature or pose particular taxation risks, unless their approval falls to the General Meeting;*
- s) *Approving the creation or acquisition of shares in special purpose vehicles or entities resident in jurisdictions considered tax havens, and any other transactions or operations of a similar nature whose complexity might impair the transparency of the Company or the Group;*
- t) *Approving, pursuant to the report of the Audit and Compliance Committee, transactions the Company or the companies in its Group execute with Directors under the terms set forth in Articles 229 and 230 of Consolidated Amended Text of the Corporate Enterprise Act, or with shareholders who, individually or jointly with others, hold a significant stake, including shareholders represented on the Company's Board of Directors or the boards of other companies belong to the same group or with persons associated with them.*
- u) *Defining the Company's tax strategy.*

*Under, duly justified, urgent circumstances, the decisions pertaining to issues m) to u) above may be adopted by the delegated bodies and persons, who must be ratified at the first meeting of the Board of Directors held after the decision was adopted."*

- **"ARTICLE 44. - AUDIT AND COMPLIANCE COMMITTEE**

*The Board of Directors shall appoint from among its members an Audit and Compliance Committee that shall comprise a minimum of three and a maximum of five Directors. No Executive Director may sit on this Committee. At least one member of the Committee must be independent and will be appointed in light of their knowledge and experience in the areas of accounting, auditing, or both. The Committee Chairman shall be selected from among the Independent Directors by the Board of Directors, and shall not have the casting vote. The Chairman must be replaced every four years, and may be re-elected after the lapse of one year from his departure from office.*

*The Audit and Compliance Committee shall possess functions and competences in the following areas, in addition to those that may be attributed to it in the Articles of Association or the Rules and Regulations of the Board of Directors:*

- *Informing the General Meeting of Shareholders on issues raised in the areas that lie within the Committee's competences.*
- *To oversee the effectiveness of the Company's system of internal control, internal auditing and risk management, including taxation risks, as well as discussing with the auditors any significant weaknesses in the internal control system identified during the course of the audit;*
- *To oversee the process of preparation and presentation of statutory financial reporting.*
- *To formulate proposals for the Board of Directors for selecting, appointing, re-electing and replacing the external auditors, along with the terms of their contract, regularly evaluate information on the auditing plan and its implementation, in addition to preserving their independence in the exercise of their functions .*
- *To liaise with the account auditors to obtain information on any issues that could compromise the latter's independence for appraisal by the Committee, or on any other subjects related to the auditing process, and on any other disclosure obligations established in auditing legislation and standards. In all cases, on an annual basis, the Audit Committee shall receive from the auditors written confirmation of their independence vis-à-vis the Company or entities related to it directly or indirectly, in addition to information on additional services of any kind rendered to these entities by the aforementioned auditors or persons or entities related to them in conformity with the provisions of auditing legislation.*
- *Issuing an annual report, prior to the issue of the audit report, containing an opinion on the independence of the auditors. This report shall in all cases include a valuation of the additional services provided, as referred to in the previous section, considered separately and in their totality, that consists of services other than statutory audits and how they relate to the requirement of independence or to the regulatory legislation on auditing.*
- *To keep the Board of Directors informed, in advance, on all items provided for in the law, the Articles of Association and the Rules and Regulations on the Board of Directors, in particular, on:*
  1. *The financial information the Company must periodically publish,*
  2. *the creation or acquisition of shares in special purpose vehicles or entities resident in jurisdictions considered tax havens and*
  - 3 *transactions with related parties.*

*The meetings of this Committee shall be called by its Chairman and shall be held at least four times a year. The company's external auditor may attend Committee meetings and the Finance Director, head of the Enagás Internal Audit Unit, or any other senior manager of the company or group that the Committee deems appropriate, may also be asked to give account at meetings. The Committee may obtain support and assistance from the aforesaid Executives in the performance of its duties."*

**- "ARTICLE 45.- APPOINTMENTS AND REMUNERATIONS COMMITTEE, REMUNERATION AND CORPORATE SOCIAL RESPONSIBILITY**

*The Board of Directors shall appoint from among its members an Appointments, Remuneration and Corporate Social Responsibility Committee that shall be comprised of a minimum of three and a maximum of six Directors. A majority of Committee members must be Independent Directors and no Executive Directors may be included among its number. The Chairman of the Committee shall be selected from among the Independent Directors on the Committee by the Board of Directors, and shall not have the casting vote.*

*The Committee shall possess functions and competences in the following areas, in addition to those that may be attributed to it in the Articles of Association or the Rules and Regulations of the Board of Directors:*

- a) To evaluate the competences, knowledge and experience needed on the Board of Directors. To these ends, it shall define the functions and capabilities required of the candidates to fill each vacancy, and evaluate the time and dedication needed for them to properly perform their duties.*
- b) To establish an objective concerning the representation of the less-represented sex on the Board of Directors and prepare guidelines on how this objective can be attained.*
- c) To formulate proposals for the Board of Directors for appointing Independent Directors in order for them to be designated by the method of co-option or to be subject to the decisions of the General Meeting of Shareholders, along with proposals for the re-election or removal of those Directors by the General Meeting of Shareholders.*
- d) To report on the proposed appointments of the remaining Directors for them to be designated by co-option or subject to the decision of the General Meeting of Shareholders, as well as on proposals for their re-election or removal by the General Meeting of Shareholders.*
- e) Report on proposed appointments and removals in senior management and the basic terms of their contracts.*
- f) To examine and organize the succession of the Company's Chairman and CEO and, if appropriate, to make proposals to the Board to ensure the succession is smooth and well-planned.*
- g) To propose to the Board of Directors a policy of remuneration of Directors and general managers or those who perform senior management functions and report directly to the Board of Directors, to executive committees or Executive Directors, along with individual remuneration and other contractual terms of Executive Directors, also to ensure that said policy is observed.*
- h) Report to the Board on general policy concerning Corporate Social Responsibility and Corporate Governance, ensuring the adoption and effective application of best practices – both those which are compulsory and those that are in line with generally-accepted recommendations. To do this, the Committee may submit to the Board the initiatives and proposals it deems appropriate and shall report on the proposals submitted to the Board and on the information the Company releases to shareholders annually regarding these issues.*



*The Committee shall meet at least four times a year, with meetings being called by the Chairman. The Committee may seek advice both internally and externally and request the attendance of senior management personnel of the Company and its Group, as deemed necessary in the execution of its duties."*

**"ARTICLE 46. - CHAIRMAN OF THE BOARD OF DIRECTORS**

*The Chairman is the most senior decision-maker in charge of the effective functioning of the Board of Directors. In addition to those conferred on him by the law, the Articles of Association, or the Rules and Regulations of the Board of Directors, the Chairman shall also have the following powers:*

- a) To convene and act as Chairman of the meetings of the Board of Directors and, if applicable, of the Executive Committee, setting the Agenda of the meeting and directing the discussions and deliberations.*
- b) Chairing General Shareholders' Meetings*
- c) Ensure that the Directors are provided with adequate information in advance for them be able to deliberate on the items on the Agenda.*
- d) Stimulate debate and the active participation of the Directors during sessions, safeguarding their right to freely express their opinions.*

*In addition when the post of Chairman is exercised by an Executive Director, they shall have the following powers:*

- e) To individually represent the Company, both in and out of court.*
- f) Act as senior manager of all the services of the Company.*
- g) To sign on behalf of the Company."*

<b>RESOLUTION 7</b>
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Amendment to the following articles pertaining to the Rules and Regulations of the General Meeting of Shareholders for purposes of adapting them to the amendments introduced to the Spanish Corporate Enterprises Act by virtue of Law 31/2014, of 3 December. The following proposals shall be put to vote separately:

**7.1.-** Amendment to article 4 ("Powers of the General Meeting").

**7.2.-** Amendment to article 5 ("Notice of Meeting"); article 7 ("Shareholders' right to information"); article 10 ("Proxy rights"); article 11 ("Voting rights"); and article 13 ("Proceedings of the General Meeting").

**7.3.-** Amendment to article 16 ("Publicity").

The purpose of these Rules and Regulations of the General Meeting of Enagás, S.A. ("the Company" or "Enagás"), in accordance with article 512 of Royal Legislative Decree 1/2010, of 2 July, enacting the Consolidated Text of the Spanish Corporate Enterprises Act ("**Ley de Sociedades de Capital**" or "**LSC**") is to establish the regime governing the organisation and functioning of the General Meeting. It therefore contains, inter alia, rules regarding the convening, preparation,

information, attendance and proceedings of the General Meeting and the exercise of political rights

On 4 December 2014, Law 31/2014, of 3 December was published in the Spanish Official State Gazette amending the LSC for purposes of improving corporate governance ("**Law 31/2014**"). This law provides for legislative reform aimed at improving and ensuring good governance at companies of all types generally, and furthermore includes specific measures for listed companies. Law 31/2014 provides for a transitory regime for the more significant new features that might require organisational changes or amendments to Company's Articles of Association, and establishes that certain changes introduced by virtue of Law 31/2014 are to be adopted by resolution at the first general meeting held after 1 January 2015.

In keeping with the aforementioned statutory requirements, the Board of Directors of Enagás, S.A. has resolved to submit for the approval of the Company's General Meeting, among other aspects and under item 7 of the Agenda, amendments to articles 4, 5, 7, 10, 11, 13 and 16 of the Rules and Regulations of the General Meeting of Enagás and propose the wording of the full text of the amendment. The proposed reform provides on the one hand for the adaptation of the Rules and regulations of the General Meeting the new wording of the LSC; on the other, and relating to the foregoing, it also introduces some clearer wordings or technical improvements in certain items in line with the proposals submitted to the General Meeting regarding the Articles of Association.

A Directors' Report is attached to the present resolution proposals, and constitutes an integral part of the same, and serves by way of justification for the proposal to amend the aforementioned articles.

The proposed amendments are grouped into three proposals in consideration of the content of the articles to be amended (Powers of the General Meeting, Convening the General Meeting and Publicity), which shall be subject to separate vote.

Accordingly,

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

**7.1.-** To amend Article 4 ("Powers of the General Meeting") of the Rules and Regulations of the General Meeting, the full text of which would be as follows:

- **"4.- POWERS OF THE GENERAL MEETING**

*The powers of the General Meeting, pursuant to the Ley de Sociedades de Capital [LSC] and the Articles of Association, shall extend to the following matters:*

- a) *To adopt, if thought fit, the Financial Statements of Enagás, the Consolidated Financial Statements of the Enagás Group, the performance of the Board of Directors and the proposed appropriation of profit or loss.*
- b) *To appoint and remove Directors (including the ratification or revocation of Director appointments made by the Board itself by co-option), liquidators and auditors, and to institute actions for liability against any such party in the Company's name.*

- c) *To alter the Articles of Association.*
- d) *To effect capital increases and reductions.*
- e) *To suspend or restrict the pre-emptive subscription right.*
- f) *To acquire, dispose of or contribute core assets to another company. Asset are considered to be core assets, if the respective transaction amount is greater than 25% of the value of the assets shown on the last approved balance sheet.*
- g) *To transfer core activities previously carried out by the Company itself to subsidiaries, even though the Company retains full control. Activities and operating assets are considered to be core activities and core operating assets, if the respective transaction amount is greater than 25% of the total value of the assets held on the balance sheet*
- h) *To approve the policy on directors' remuneration,*
- i) *To restructure, merge, or split the company, or fully transfer the assets and liabilities thereof, and to agree to move the registered office outside Spain.*
- j) *To dissolve the Company.*
- k) *To approve any transactions that effectively add up to the company's liquidation.*
- l) *To approve the final balance sheet for liquidation purposes.*
- m) *Any other matters determined by law, the Articles of Association or these Rules and Regulations, in particular:*
  - i. *To authorise the execution of transactions in treasury shares.*
  - ii. *To resolve to issue bonds.*
  - iii. *To authorise the Board of Directors, if thought fit, to increase share capital in line with the provisions of article 297.1(1)(b) of the LSC.*
  - iv. *To resolve upon business laid before the General Meeting by the Board of Directors, in accordance with the law.*
  - v. *To adopt and amend the Rules and Regulations of the General Meeting.*

*The Company will guarantee, at all times, equality in the treatment of all shareholders in the same position, with regards to information, participation and exercising voting rights at General Shareholder Meetings."*

**7.2.-** Amendment to article 5 ("Convening the Meeting"); article 7 ("Shareholders' Right to information"); article 10 ("Proxy rights"); article 11 ("Voting rights"); and article 13 ("Proceedings of the General Meeting").

## **"5.- CONVENING THE GENERAL MEETING**

### **5.1.- POWER AND DUTY TO CALL A MEETING**

*The power to call an ordinary or extraordinary General Meeting rests with the Board of Directors, which shall draw up the agenda listing the business to be transacted by the General Meeting.*

*The Board must call the ordinary General Meeting within the first six months of each year.*

*The Board may call a General Meeting whenever it thinks fit for the benefit of the Company's affairs.*

*The General Meeting shall also be convened in any other event in which laws and regulations so require.*

*Without prejudice to the foregoing, the Board is under a duty to call an extraordinary General Meeting upon request by shareholders representing at least five per cent of share capital, specifying the business to be transacted in such request. In this case, the meeting must be called to be held within the two months following the date on which the management organ was required through a notary to call it; the notice of the meeting must include on the agenda the business that was the purpose of the request.*

### **5.2.- PUBLICATION OF A NOTICE OF MEETING**

#### **5.2.1.- TIMING AND FORM OF PUBLICATION**

*General Meetings must be convened in a manner that guarantees all shareholders fast, non-discriminatory access to this information. The Meeting Notice shall be disseminated through, at a minimum, the following media: (a) by the placing of a notice in the Boletín Oficial del Registro Mercantil [official gazette of the registrar of companies] or in a daily newspaper with one of the broadest circulations in Spain; (b) the website of the CNMV, the Spanish securities market regulator; and (c) on the company's website. Notwithstanding the foregoing, when the Company offers shareholders the effective possibility of voting by electronic means accessible to all shareholders, Extraordinary Shareholders' Meetings may be convened with minimum notice of fifteen days. The reduction of the required convening notice period shall require an express resolution adopted at a General Meeting of Shareholders by at least two thirds of subscribed capital with voting rights. This resolution shall not be valid beyond the date that the subsequent meeting is held. An announcement published on the Company's website shall remain accessible via the same at least until the General Shareholders' Meeting is held.*

*Shareholders that represent at least three percent of share capital may request that a supplement to the convening notice for the general Shareholders' Meeting be published, including one or more points in the agenda, provided that the new points are accompanied with their justification or, if applicable, a justified resolution proposal. In no case may said right be exercised for the convening of Extraordinary Shareholder's Meetings. In order to exercise this right, shareholders must submit their request by means of a certified notification which must be received at the registered office of the Company within the five days following the publication of the notice of the meeting.*

*Any such supplement to the notice of meeting shall be published at least fifteen days in advance of the scheduled date of the General Meeting. Failure to publish the supplement to the notice of meeting by the legally established deadline shall render the Meeting void.*

*Shareholders representing at least three percent of the share capital 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 Meeting's agenda. The Company will ensure that these resolution proposals and any attached documentation reach the rest of the shareholders, in accordance with the provisions of section d) of the fourth paragraph of article 5.2.2 below.*

*Prior to its publication, the Company must file the Notice of Meeting with the CNMV, the Spanish securities market regulator, the Spanish securities exchanges and any other markets on which the Company's shares are listed for trading and inform member entities of the relevant securities registration, clearing and settlement body.*

*In addition to the statutory requirements set out above, in order to achieve maximum dissemination and ensure that shareholders have sufficient time to request and obtain additional information related to the items on the Agenda, the Board of Directors shall endeavour to ensure that the notice is published in advance of the statutory deadline in a number of corporate communication media exceeding the minimum requirement established by law, unless this is impracticable because of the urgency of the situation or other circumstances beyond the control of the Board. In addition, the Notice of Meeting shall be re-published on a date closer to that scheduled for the meeting by way of reminder.*

#### **5.2.2.- CONTENT OF NOTICE**

*The Notice of Meeting shall give the name of the Company, the original date and time scheduled for the meeting on first call, as well as the agenda, listing all matters to be dealt with at the meeting, the position of the person or persons executing the call and, the date the shareholder must have his/her name registered to participate and vote at the General Shareholders' meeting, the place and format that the complete text of the documents and proposed resolutions can be obtained, and the address of the company website where the information will be available. In addition, the date shall be specified for the holding of the General Meeting if adjourned for lack of quorum. There must be an interval of at least 24 hours between the first and second meetings.*

*Furthermore, the notice shall contain clear and exact information on the formalities that the shareholder must complete in order to take part and register their vote at the General Shareholders' Meeting, in particular the following information:*

- a) The right to request information, to include points in the agenda and to submit resolution proposals, as well as the deadline to exercise their rights. Whenever it is stated that further information on said rights can be found on the website, the notice may be limited to stating the deadline for exercising rights.*
- b) The system for issuing votes by proxy, with particular mention of the forms that must be used to delegate votes and the media that must be*

*used for the company to accept notification of delegated representation by electronic means.*

- c) *The procedures established for remote voting, whether by post or electronic means.*

*The convening notice must state the right of shareholders to freely and immediately access at the registered office those documents that must be subjected to the approval of the same and the auditor's report.*

*From the moment the convening is announced and up until the General Meeting is held, the following information must be continuously posted on the Company's website:*

- a) *The convening notice.*
- b) *The total number of shares and voting rights on the date of the convening, broken down by share categories if any.*
- c) *The documents that will be presented at the General Meeting, in particular the management, auditor and independent expert reports.*
- d) *The full texts of the proposed resolutions detailing each and every item on the Agenda, or where items merely for informative purposes are concerned, a report from the competent bodies detailing each such item. As they are received, resolutions proposed by shareholders will also be included.*
- e) *In the case of appointment, ratification or re-election of the members of the Board of Directors, the identity, curriculum vitae and category to which each belongs, along with the proposal, the Board's report in justification of the proposal containing an appraisal of the competence, experience and merits of the proposed candidate and the report of the Appointments, Remuneration and Corporate Responsibility Committee in the case of the appointment or re-election of a non-independent director. In the case of a body corporate, the information must include that pertaining to the natural person to be appointed to exercise the functions of the post on a permanent basis.*
- f) *The forms that must be used for vote by proxy and remote voting, except when sent directly by the Company to each shareholder. If for technical reasons these cannot be posted on the website, the Company must indicate on the website information on how to obtain hard copies of these forms and must send them to any shareholder that requests them.*

*If a duly convened General Meeting fails to achieve quorum at the original date and time specified in the notice, and no provision was made in the notice for an adjourned meeting, the date and time of such adjourned meeting must be announced, subject to the same requirements of public disclosure as the original notice and the same agenda, within fifteen days following the date of the frustrated meeting and eight days in advance of the date established for the adjourned meeting.*

*In the event of a merger or division, the Notice of Meeting must contain the particulars of the merger or division plan specified in article 40 of the Ley 3/2009,*

and must mention shareholders' right to inspect the documentation of the proposed transaction subject to article 39 of the statute.

Further to the particulars referred to above, the Notice of Meeting may contain any other particulars deemed relevant for shareholders, such as whether the meeting is expected to achieve quorum at the original date and time or be adjourned, the availability of means of transport, details of the Shareholder Information Office and the website, and any other matter of interest".

## **"7. SHAREHOLDERS' RIGHT TO INFORMATION**

**7.1-** To facilitate the exercise of information rights in connection with the business to be addressed as the ordinary General Meeting, on the date of publication of the Notice of Meeting the Shareholder Information Office shall make the following documents available to shareholders:

- a) The full text of the notice of General Meeting, setting out the resolutions proposed for adoption, and, where appropriate and as far as practicable, reports from the Board of Directors concerning the rationale and appropriateness.
- b) Comprehensive documentation on the Enagás Annual Accounts and the Consolidated Annual Accounts of the Enagás Group, and on the proposed appropriation of Enagás profit or loss for the financial year in question.
- c) Enagás Directors' Report and Consolidated Directors' Report for the financial year.
- d) Auditors' Reports on the Consolidated Financial Statements and Enagás Financial Statements.
- e) Annual Corporate Governance Report.
- f) Any other report or information required by law or deemed appropriate by the Board of Directors.

If an extraordinary General Meeting is to be held, the Company shall make available to all shareholders any documents necessary for them to be properly informed as regards the proposed resolutions on the agenda.

Prior to the General Meeting, the Company shall make the above available to shareholders via the following channels:

- A Shareholder Information Office.
- A toll-free telephone number to be specified in the Notice of Meeting.
- The Company website.

In addition, the Company shall make the above documents available to shareholders on the occasion of the General Meeting

The Shareholder Information Office shall be at shareholders' disposal to provide any information required with a view to the holding of the General Meeting.

*7.2- Up to the fifth day before the meeting is held, shareholders may request from Directors any information or clarification they deem appropriate concerning business on the agenda, or submit in writing the questions they judge relevant. With the same notice and form, or verbally during the meeting, shareholders may request information or clarifications, or ask questions with regards to the publically available information that the Company has provided to the Comisión Nacional del Mercado de Valores since the last General Meeting was held and with regards to the Auditors' Report.*

*The Directors shall be under a duty to supply the information requested in accordance with the foregoing paragraph, in writing, up until the day on which the General Meeting is held.*

*During the General Meeting, shareholders of the Company may verbally request any information or clarifications they deem appropriate concerning business on the agenda, and, if it is impracticable to meet such requests at that time, Directors must provide written answers within a period of seven days following the end of the Meeting.*

*The Directors are under a duty to furnish the information requested under article 197 of the LSC, unless said information is superfluous to the preservation of the shareholder's rights, or there are objective reasons to believe the information could be used towards ends other than those of the Company or that publication of the information could harm the Company or its affiliates.*

*Valid requests for information or clarifications, or questions asked in writing along with the written replies of the Directors shall be posted on the Company's website.*

*In cases where, prior to the formulation of a specific question, the information so requested was already clearly, expressly, and directly available to all shareholders on the Company's website in a question-and-answer format the Directors may limit their reply to a reference to the information provided in the aforementioned format.*

*No such refusal may be made if the request is put forward by shareholders representing at least twenty-five percent of the Company's share capital.*

*The information requested under article 197 of the LSC shall be provided to the shareholder requesting it in writing, within the period running from the date of the Notice of Meeting until the date of the Meeting inclusive, provided such request conforms to the time limit for exercise and scope determined by law and the Rules and Regulations of the General Meeting. The shareholder shall set out in writing the questions he/she thinks appropriate and the particulars or clarifications he/she thinks necessary, and shall expressly request that the Company reply in writing, and for that purpose shall indicate the address to which the information should be sent.*

*a) Infringements on the right to information exercised in the course of the General Meeting pursuant to the provisions of this article, shall solely entitle shareholders to demand fulfilment of the obligation to provide information and seek redress for any loss or damage that may have been caused them but shall not be grounds for invalidating the General Meeting.*

*b) In the event of abusive or harmful use of the information requested, the shareholder in question shall be liable for any loss or damage caused.*



**7.3.-** A shareholder is entitled to make a written or oral request for any information he/it thinks relevant, even beyond the time limits directed in section 7.2 of these Rules and Regulations.

The Company shall as far as practicable endeavour to reply orally in the course of the General Meeting or in writing within such time frame as it thinks appropriate.

**7.4.-** Insofar as envisaged by prevailing legislation, and in accordance with the technical and legal terms thereof, the Company shall create an Electronic Shareholder Forum on its website with all safeguards duly in place. This forum will be available to individual shareholders and to any voluntary associations that may be set up and is intended to facilitate communication and dialogue before the General Meeting is held. The forum will be a venue for publishing proposed resolutions to be tabled as a supplement to the agenda set out in the notice of meeting, requests for adherence to such proposed resolutions, initiatives to achieve a sufficient percentage for the exercise of a statutory minority-interest right, and offers and requests for voluntary representation by proxy. The Board of Directors of the Company shall set the rules from time to time governing the functioning of the forum made available for the General Meeting".

**"10. – PROXY RIGHTS.**

Any shareholder entitled to attend the meeting may procure to be represented by another person, who need not be a shareholder.

Proxies must be conferred in writing, by post, a recognised electronic signature, or any of the other legally permitted electronic or remote communication methods. In all cases, the identity of the proxy must be duly guaranteed, and shall be valid only for the particular meeting in question.

The Board of Directors shall determine the electronic notification system by which the shareholder shall notify the appointment of a proxy, in accordance with this article, based on existing technology. Such means of remote communication must satisfy the formal requirements provided with security standards to ascertain shareholders' identities and those of the proxy or proxies, and the effectiveness of their rights and the proper conduct of the meeting, as indicated by the Board in the Notice of Meeting and on the Company's website.

The provisions of the two foregoing paragraphs will likewise be applicable to notification of the proxy to the Company, and revocation of the appointment.

If the represented shareholder has issued voting instructions, their proxy holder shall cast the shareholder's vote in accordance with said instructions and shall be bound to safeguard the instructions for one year starting from the date of the meeting that is being called

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 all cases, the number of shares represented shall be counted towards the valid constitution of the meeting.

*Before their appointment, the proxy holder must inform the shareholder in detail if there is any conflict of interest, in accordance with the provisions of article 523 of the LSC. 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.*

*Entities appearing as legitimated shareholders according to the accounting records 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.*

*A proxy may be revoked at any time. If the principal attends the meeting in person, his/her proxies are automatically revoked, and he/she must inform the proxy holder in order to ensure that such person does not attempt to exercise proxy rights he/she does not hold.*

*Shareholders who are natural persons disqualified from exercising their civil rights and shareholders that are bodies corporate may be represented by any duly accredited legal representative. Both in cases of legal representation and delegation of attendance rights, no shareholder shall have more than one representative at the Meeting.*

### **CALL FOR PROXIES**

*Calls for proxies issued by Directors, custodian entities of the share certificates, entities entrusted with the register of dematerialised shares or any other person or entity publicly making such call on its own or on a third party's behalf shall be subject to article 186 and 562 of the LSC. A call for proxies shall be deemed to have been made if one and the same person holds proxies for more than three shareholders.*

*In particular, the document containing the call for proxies must contain, or have attached to it, the meeting agenda, the request for instructions for the exercise of voting rights and the manner in which the proxy holder should vote in the event that no specific instructions are given.*

*In the event of a proxy requested and obtained by a Director, if no instructions are extant the proxy shall be treated as demanding a vote in favour of the motion of the Board, subject to any applicable statutory restrictions.*

*If Company Directors, or any other person acting on behalf of such Directors, effect a call for proxies, the Director that obtains such proxy may not exercise voting rights attaching to the shares thus represented in the event of conflict of interest, unless the proxy has received precise voting instructions for each of these points, specified in article 522 of the LSC. In all cases, the director shall be deemed to be in a position of conflict of interest with regards to the following decisions:*

- a) *His/her own appointment, re-election or ratification as a Director.*

- b) *His/her removal, dismissal or termination as a Director.*
- c) *The bringing by the Company of an action for liability against him/her.*
- d) *The adoption or ratification, as applicable, of Company transactions with the Director in question or with companies controlled or represented by him/her or by persons acting on his/her behalf.*

*A call for proxies may be made electronically in accordance with the implementing regulatory provisions issued on the matter and in such manner as these Rules and Regulations shall determine."*

## **SHAREHOLDER ASSOCIATIONS**

*Shareholders may form specific and voluntary associations to exercise their representation at the General Meetings as provided for in law".*

### **"11. - VOTING RIGHTS.**

#### **11.1.- VOTING RIGHTS AND EXCEPTIONS FOR CONFLICTS OF INTEREST**

*A shareholder entitled to attend under article 27 of the Articles of Association and under the implementing provisions of article 9 of these Rules and Regulations shall be entitled to vote except on resolutions in which the shareholder is in a situation of conflict of interest, as set out in the following paragraph.*

*No shareholder may exercise the voting rights attached to his/her shares on the adoption of resolutions that:*

- a) *release the shareholder from an obligation or grant the shareholder a right;*
- b) *provide the shareholder any type of financial assistance, including the provision of guarantees in his/her favour; or*
- c) *exempts such shareholder from his/her obligations deriving from the duty to loyalty in conformity with article 230 of the LSC.*

*The shares held by the shareholder in a situation of conflict of interest described in the preceding section shall be deducted from the share capital for the purposes of calculating the voting quorum in each case.*

#### **11.2.- MEANS OF EXERCISING VOTING RIGHTS**

*All shareholders entitled to vote may do so in person or by proxy by any of the following means:*

- A)** *By personally attending and voting at the General Meeting, with an attendance and voting card properly filled out and signed for the purpose.*
- B)** *By post, by casting votes at the Shareholder Information Office, by recognised electronic signature or any other electronic means or, in general, by any other means of remote communication permitted by law, attaching an electronic attendance and voting certificate.*

*The Board of Directors shall determine which electronic or remote media may be used to vote at each General Meeting pursuant to the provisions of this article and having regard to the state of the art. Such means of remote communication must satisfy the security standards required to ascertain shareholders' identities, the effectiveness of their rights, the proper conduct of the meeting and the security of electronic communications as indicated by the Board in the Notice of Meeting and on the Company's website.*

*The right to attend and vote using remote or electronic means, votes cast at the Shareholder Information Office or any other means of remote communication permitted in future must conform to any such statutory requirements as may be laid down and to the formalities and procedures directed by these Rules and Regulations.*

### **11.3.- VALIDITY OF VOTES**

#### **A) Voting by personal attendance at the General Meeting**

*To exercise his/her voting rights, a shareholder present at the General Meeting in person must, in addition to producing proof of identity in accordance with article 9 of these Rules and Regulations, identify him/herself as follows:*

*If he/she is a natural person, he/she shall exhibit a national identity card or passport.*

*If the shareholder is a body corporate, the natural-person representative attending and voting on its behalf shall exhibit his/her national identity card or passport and a document proving his/her power of attorney.*

#### **B) Votes cast by remote means of communication**

*To be valid, a vote cast by any of the means of remote communication must be received by the Company at the Shareholder Information Office between the day of publication of the Notice of Meeting and no later than twenty-four hours prior to the scheduled date and time of the General Meeting at first call, subject to the Board's power to determine a shorter time limit.*

*A shareholder using such means of communication shall bear the burden of proof that notice was sent to the Company in due time and form.*

*A postal vote shall be valid provided that the shareholder sends to the registered office of the Company in a sealed envelope an attendance and voting card clearly stating the shareholder's identity, number of shares held and his/her vote on each item of the agenda, bearing his/her handwritten signature and having attached a copy of his/her national identity card or passport, if the shareholder is a natural person, and, additionally, a document accrediting power of attorney, if the shareholder is a body corporate.*

*If a shareholder votes by electronic or remote means, such vote shall be valid if a record is created, by an appropriate electronic attendance and voting certificate, of the shareholder's identity, by means of a recognised electronic signature or any other electronic media satisfying appropriate conditions of authenticity and identification of the shareholder thus exercising his/her voting rights, the number of shares he/she holds and his/her vote on each item on the agenda.*

*If a shareholder decides to cast his/her vote in person or by proxy at the Shareholder Information Office, he/she must produce an attendance and voting card clearly stating the shareholder's identity, number of shares held and his/her vote on each item of the agenda, bearing his/her handwritten signature, and shall further exhibit his/her identity card or passport, if the shareholder is a natural person, and a document accrediting proxy rights, if applicable.*

**11.4.-** *A shareholder casting his/her votes remotely shall for the purposes of constitution of any General Meeting count as being present.*

**11.5.-** *A vote cast by remote means may be invalidated only:*

- a) If later expressly revoked by the same means used for its original issue, within the time limit for such issue; or*
- b) If the shareholder casting the vote is present at the General Meeting in person.*

*Any sale of voting shares effected at least five days before the scheduled date of the Meeting shall render void any vote cast prior to such sale. "*

### **"13. PROCEEDINGS OF THE GENERAL MEETING**

#### **13.1.- DRAWING UP OF THE LIST OF ATTENDEES AND OPENING OF THE SESSION**

*Before transacting the business on the agenda, a list of attendees shall be drawn up, stating the nature or representative capacity of each of them and the number of shares held by them or third parties with which they attend. The summary of the list of attendees shall determine the number of shareholders, present in person or by proxy, and the amount of share capital held by them, specifying the amount corresponding to shareholders with voting rights. The Deputy Secretary to the Board or the person so appointed by the Chairman in his/her absence shall provide the Presiding Panel with two copies of that summary duly signed by him/her or a scrutineer shareholder, if any.*

*Attendance shall be considered closed for the purposes of establishing a quorum at the time stated in the call for the commencement of the Meeting.*

*Shareholders or representatives arriving late at the Meeting venue may attend the Meeting once the admission of attendance and voting cards has been closed, but shall not be included on the attendance list nor, therefore, form part of the quorum for voting purposes.*

*Upon the opening of the General Meeting, the Secretary shall read out the particulars of the Notice of Meeting and of attendance, on the basis of the list of attendees drawn up by the Presiding Panel for the purpose, stating the nature or representative capacity of each of them and the number of shares held by them or third parties with which they attend.*

*Notwithstanding the foregoing, before the final tally of attendees has been ascertained the General Meeting may be properly constituted on the basis of a provisional quorum calculated minutes before the time of commencement of the session, provided that such quorum satisfies the statutory threshold for*

*such purposes, and without prejudice to the Secretary's record of the final quorum, which he/she shall recite in the course of the meeting.*

*The list of attendees shall be drawn up on paper or using a computer file or other data carrier. The method so used shall be noted in the minutes, and an appropriate record of identification shall be written on the sealed cover of the file or data carrier, bearing the Secretary's signature and the Chairman's countersignature.*

*The list of attendees having been drawn up, and the presence having been verified of the quorum required under articles 193 and 194 of the LSC and 25 and 26 of the Articles of Association, the Chairman shall, if applicable, declare the General Meeting to be properly constituted.*

*If present, the notary engaged by the Company to draw up the minutes shall ask participants if they have any reservations or challenges to the details of shareholders and share capital read by the Chairman. Any shareholder with reservations shall show the member of the Panel his/her attendance card, and the panel shall verify and correct, as applicable, any possible errors.*

*Before giving his/her account of the financial period under consideration and of the proposed resolutions laid before the General Meeting, to facilitate the conduct of proceedings the Chairman shall ask shareholders wishing to take the floor to approach the officials assisting the Presiding Panel and exhibit their attendance cards for the purpose of arranging turns to speak. A shareholder who fails to express his wish to speak at this time may not subsequently exercise a right to speak.*

*The Chairman shall then inform the General Meeting on the salient features of the financial period and the Board's proposed resolutions; his/her account may be supplemented by persons authorised by him/her to do so.*

### **13.2.- SHAREHOLDERS' DELIBERATIONS**

*Having given his/her account, the Chairman shall give leave to speak to shareholders who have so requested, and shall keep the discussion within the bounds of the agenda, except as provided in article 223 of the LSC on special cases of removal of Directors and in article 238 of the LSC on the Company's instituting an action for liability against Directors.*

*The Chairman shall moderate the conduct of shareholders' deliberations, and may reply to shareholders collectively or individually. The Chairman shall end this stage of proceedings when, in his/her view, the matters raised have been discussed sufficiently.*

### **13.3.- VOTING**

*At the meetings, the various resolutions shall be put to the vote after being read out by the Secretary, except where the written text has been provided to shareholders in advance and, because of its length, the Chairman deems a full reading unnecessary. Reading of the resolutions may be dispensed with on the decision of the Chairman, provided that his/her decision is not opposed by shareholders representing a majority of subscribed voting capital and present at the meeting.*

*Issues that are essentially independent shall be put to the vote separately so that shareholders may exercise their voting preferences separately. Though included in the meeting agenda, the following shall be voted on separately:*

- a) *The appointment, ratification, re-election or removal of each shareholder,*
- b) *Each article or group of non-interdependent articles in amendments to the Articles of Association, and*
- c) *The matters requiring separate votes as set out in the Company's Articles of Association.*

*In order for resolutions to be adopted, in accordance with article 201 of the LSC, they must attract a vote in favour by a majority of subscribed capital with voting rights present in person or by proxy at the meeting.*

*However, an absolute majority of shareholders holding at least fifty percent of the subscribed capital with voting rights is required to validly adopt resolutions to increase or decrease capital, make any other amendment to the Memorandum and Articles of Association, issue bonds, eliminate or restrict pre-emptive subscription rights for new shares, transform, merge, spin off or globally assign assets and liabilities, and transfer the registered office abroad. However, the favourable vote of shareholders representing two-thirds of the share capital present or represented is required when, at the adjourned meeting, shareholders holding at least twenty-five percent of the subscribed capital with voting rights are present and the aforementioned fifty percentage threshold is not reached.*

*After each proposed resolution has been read out by the Secretary, the meeting shall proceed to vote. To determine the result of the vote, votes cast at the meeting by shareholders present or represented, votes cast by proxy as a result of the exercise of a call for proxies, within the terms of such delegation, and votes cast by post or by electronic means via the Shareholder Information Office or using any other remote communication media that satisfies the established prerequisites shall be included in the count.*

*To calculate votes for the items on the agenda at General Meetings, the Presiding Panel will include:*

- *As **votes against**, all votes corresponding to shares whose owners or representatives have indicated that they are voting against the resolution either by communicating or submitting their vote to the Secretary or, where applicable, the Notary, for registration in the minutes, or by indicating their opposition via remote voting means.*
- *As **abstentions**, all votes corresponding to shares whose owners or representatives have notified their abstention either directly to the Secretary or, where applicable, the Meeting Notary, for registration in the minutes, or via remote voting methods.*
- *As **votes for**, all votes corresponding to all other shares present or presented at the meeting, and votes for cast by remote voting methods.*

*For resolutions on items not included on the agenda, which are covered by articles 223, 224 and 238 of the LSC, the Presiding Panel shall include:*

- *As **votes for**, all votes corresponding to shares whose owners or representatives satisfy the prerequisites set out below and have indicated that they are voting for the resolution by communicating or submitting their vote directly to the Secretary or, where applicable the Meeting Notary, for registration in the minutes.*
- *As **abstentions**, all votes corresponding to shares whose owners or representatives have notified their abstention either directly to the Secretary or, where applicable, the Meeting Notary, for registration in the minutes, or via remote voting methods.*

- *As **votes against**, all votes corresponding to all other shares present or presented at the meeting, and votes for cast by remote voting methods, provided that the prerequisites set out below are satisfied.*

*Proxy votes, including those secured by calls for proxies, may not be exercised in votes on resolutions not included on the agenda and put to the vote at General Meetings by virtue of the statutory provisions set out above, unless expressly so contemplated.*

*If in the course of a meeting a shareholder wishes to leave the session, the shareholder in question may address the Panel and, if so desired, ask that his/her voting intentions on each item on the Agenda be recorded in the minutes. If the shareholder fails to do so, it shall be assumed that he/she is voting in favour of all items pending vote included on the agenda and against any items not included on the agenda and submitted to the vote in his/her absence.*

*The Meeting Secretary shall read out the results of the vote on each resolution, indicating the number of votes for, number of votes against, and number of abstentions.*

*The scrutineers shall prepare a note on the result of each vote, including the votes previously issued and any change that may have occurred in the course of the meeting.*

*Once all resolutions have been put to the vote, the Meeting Secretary shall deliver to the Notary, if the Company has requested the attendance of a notary, the scrutineers' note containing data on the results of the vote on each resolution before the Chairman proceeds to close the session.*

*For each resolution put to vote at the General Meeting, at a minimum, the following must be determined: number of shares represented by valid votes, the proportion of share capital represented by said votes, the total number of valid votes, the number of votes for and against each resolution and, if any, the number of abstentions.*

**7.3.-** To amend Article 16 ("Powers of the General Meeting") of the Rules and Regulations of the General Meeting, the full text of which would be as follows:

- **"16.- PUBLICITY**

**16.1.-** *Independently of other publicity measures required legally or by regulations for each case, shareholders may see the resolutions adopted by the General Meeting and the results of the votes via the Company's website, on which the full text will be published within five days of the end of the General Meeting.*

**16.2.-** *Likewise, the following content should also be published on the company's website:*

- a. *The Memorandum and Articles of Association.*
- b. *The Rules and Regulations of the General Meeting.*
- c. *The Rules and Regulations of the Board of Directors and, if applicable, the Rules and Regulations of Board Committees.*
- d. *The Annual Report and Internal Code of Conduct.*
- e. *Corporate Governance Reports.*



- f. *Annual Directors Remuneration Reports.*
- g. *The documents relating to ordinary and extraordinary General Meetings, specifying agendas, proposals advanced by the Board, and any significant information that shareholders may need to cast their votes, within the time limit set by the CNMV, the Spanish securities market regulator.*
- h. *Information on the proceedings of previously held General Meetings, and, in particular, on the composition of the General Meeting when constituted and the resolutions adopted, stating the number of votes cast for and against each motion on the agenda, within the time limit set by the CNMV.*
- i. *Channels of communication in place as between the Company and shareholders, and, in particular, appropriate guidance for exercising shareholders' rights to information, indicating the postal and electronic addresses to which shareholders may write.*
- j. *The channels and procedures for granting proxies for General Meetings in accordance with the specifications laid down by the CNMV.*
- k. *The channels on procedures for casting votes remotely, in accordance with the rules implementing the appropriate system, including, as applicable, any forms required to prove remote attendance and voting at a General Meeting.*
- l. *Significant events.*
- m. *Electronic shareholders forum in the terms governed by corresponding regulations.*
- n. *The average payment period to suppliers. Where the average payment period to suppliers exceeds the statutory limit in legislation governing late payments, the measures to be adopted in the subsequent reporting period to reduce the period to below the legal maximum must be disclosed.*

**16.3.-** *In addition, registrable resolutions shall be filed at the Registro Mercantil [the Spanish registrar of companies], and submitted for publication in the Boletín Oficial del Registro Mercantil [official gazette of the registrar of companies].*

**16.4.-** *The Company shall endeavour to ensure that all the information posted on the website is duly updated and that its content is consistent with that of the documents filed and deposited with the appropriate public registers."*

<b>RESOLUTION 8</b>
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Authorisation in accordance with article 146 of the LSC concerning the possibility of companies acquiring their own shares.

The legal regime governing transactions involving own shares or stakes (acquisitions of treasury shares) by public limited companies is determined clearly in articles 134 et. seq. of the Consolidated Text of the Spanish Corporate Enterprises Act. Article 146 therein sets out the conditions in which the derivative acquisition of public limited companies is allowed. This first condition is that the acquisition must be authorised by a resolution of the General Meeting, which must establish the terms of the acquisition, the maximum number of stakes or shares to be purchased, the minimum and maximum price in onerous acquisitions, and the term of the authorisation, which shall not exceed five years.

Authorisation was given at the General Meeting held on 30 April 2010 to the Board of Directors for the derivative acquisition of treasury shares. The five-year legal term for this authorisation is close to expiration.

Although the Board of Directors has not availed of this authorisation, it considers that the Company should have the possibility of buying back its shares according to law should such opportunity arise. Therefore, a proposal seeking a new authorisation is submitted to the General Meeting. With respect to the previous authorisation, the new proposal considerably restricts the Board of Director's discretion to determine the acquisition price of treasury shares. The proposed maximum number of shares to be acquire is the maximum set out at any given time by law. Under article 509 of the LSC, this is ten percent of subscribed capital for listed companies.

**Therefore, the following resolution is laid before the General Meeting:**

"To authorise the Board of Directors, with power of substitution, for the derivative acquisition of the Company's own shares in accordance with article 146 of the Corporate Enterprises Act, in the following terms:

1. The acquisitions may be carried directly by Enagás, S.A. or indirectly by subsidiaries under the same terms as those set out herein.
2. The acquisitions may be carried out through a purchase and sale, exchange or any other transaction permitted by law.
3. The maximum number of shares to be acquired shall be the maximum number permitted by law.
4. The acquisition price shall not be more than 15 percent higher or lower than the average weighted share price of the session prior to the acquisition.
5. The authorisation is granted for a maximum of five years from adoption of this resolution.

In accordance with article 146 of the LSC, it is hereby expressly stated that the shares acquired pursuant to this authorisation may, in whole or in part, be directly awarded to employees or directors of the Company or of companies belong to its Group, or that the purchase is the result of the exercise of employee or director options.

This resolution repeals and leaves without effect by the amount not used the authorisation granted by the General Meeting of Shareholders of 30 April 2010 for the derivative acquisition of treasury shares.

**RESOLUTION 9**

To approve Board Members' remuneration for 2015.

Item 36 of the Memorandum and Articles of Association stipulates that the General Meeting shall determine the total maximum remuneration to be paid to Directors for their position as director, and this shall comprise a cash sum payable on an annual basis or in respect of such period as the General Meeting may determine. When setting remuneration, the General Meeting may resolve that part of such pay remunerate the office of director itself, equally for all directors, and another part be apportioned by the Board on such basis as may be determined at the General Meeting.

Pursuant to a report by the Appointments, Remuneration and Corporate Responsibility Committee, the Board proposes the remuneration to be received by the members of the Board of Directors for their position as director in 2015, which does not involve any individual rises from those approved by Shareholders since 2008. Changes between the year relate to actual attendance to meetings by directors.

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

"The General Shareholders' Meeting, in accordance with paragraph two of Article 36 of the Company's Articles of Association, agrees to set the figure of €1,115,741 as the total maximum payment for members of the Board of Directors for 2015, to be paid in accordance with the following procedures and criteria:

- Each Board member personally attending a minimum of two meetings during the year will be entitled to a payment of €22,050;
- In addition, actual attendance of meetings will entitle Directors to a maximum annual payment of €42,446. The Board of Directors will decide the exact amount to be paid for actual attendance of each meeting;
- Additionally, Board Committee members will be entitled to the sum of €11,025 per annum, with chairmanship of any committee entitling them to an additional €5,513 per annum; and
- The post of Lead Independent Director will be remunerated with the complementary sum of €16,000.

The above amounts are compatible with and independent of salaries, wages, indemnifications, pensions or compensations of any type established in general or in particular for members of the Board of Directors with executive duties for the performance of these duties."

<b>RESOLUTION 10</b>
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To subject the annual report on directors' remuneration to a consultative vote in accordance with transitory provision section 2 of Law 31/2014 of 3 December.

Article 529 novodecies of Spain's Amended Corporate Enterprises Act stipulates that the policy for directors' remuneration shall be as per the remuneration system provided for in the Company Bylaws, and shall be approved by the General Shareholders' Meeting at least every three years as a separate item on the agenda.

Article 541 of the Amended Corporate Enterprises Act stipulates that Boards of listed "sociedades anónimas" 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 report on directors' remuneration shall be submitted to a consultative vote as a separate item on the agenda of the Ordinary General Shareholders' Meeting. The transitory provision of Law 31/2014 of 3 December, which introduces Article 529 novodecies of the Amended Corporate Enterprises Act, stipulates, for the purposes of its application, that if the first Ordinary General Shareholders' Meeting held after 1 January 2015 issues consultative approval of the report on directors' remuneration, it shall be understood that the company's remuneration policy in the report has also been approved for the effects of the provisions of Article 529 novodecies, and this article shall apply to the company as of that time.

With the scope and effects stipulated in the aforementioned transitory provision, the Board submits the report on the company's remuneration for consultative approval by the General Shareholders' Meeting.

This report is in keeping with the provisions of Article 541 of the Amended 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 Spanish Securities Market Commission (CNMV), and includes clear, comprehensive and comprehensible information concerning the remuneration of directors applicable to the current year; a global overview of application of the remuneration policy during the preceding year; in addition to details of the individual remuneration packages accruing for all concepts and for each of the directors during that year.

#### **Overview of application of remuneration policy in 2014.**

As the report describes in depth, in 2014 the Company adhered to the criterion of maintaining the same remuneration that has been received by directors, irrespective of whether they carried out executive functions, since 2008, which has been largely unchanged.

#### **Policy for directors' remuneration applicable to 2015.**

The report describes the directors' remuneration policy the Company intends to apply in the current year 2015. The policy does not include any increases in directors' remuneration, irrespective of whether they carry out executive functions, which matches the remuneration they have received each year since 2008.

The Board has decided not to include any items of variable remuneration determined on the basis of achievement of long-term objectives - i.e. three years or more - in its 2015 remuneration policy.

In accordance with the best practices of good corporate governance and the "comply or explain" principle on which it is based, the Board considers that shareholders must be provided with a proper explanation of the reasons leading to its decision not to include any "long-term" variable remuneration in 2015 and its position with regard to 2016 and the years following. To provide access to this explanation for the Company's many international shareholders and the consultants

of whom they avail themselves to determine their votes ("proxy advisors"), all of whom have repeatedly expressed an interest in establishing this type of remuneration, the Board of Directors has approved and furnished a specific report on the subject as information for shareholders as part of the documentation for the General Shareholders' Meeting.

**Commitment to establish a long-term remuneration programme in 2016.**

Although the criterion of the Board is to refrain from establishing long-term variable remuneration in 2015, the Board considers that as of 2016 the reasons behind its decision for this year shall have disappeared or shall have been substantially mitigated and shall not hinder the incorporation of this kind of remuneration, which the Company considers positive and pursuant to the best practices of good governance.

Also, as of 1 January 2016 the recommendations of the New Good Governance Code announced by the Spanish Securities Market Commission (CNMV), to be published shortly, shall be applicable, and are likely to feature the recommendation that variable remuneration should include long-term items, and several recommendations concerning the way in which this long-term remuneration is paid.

Thus, as of 2016, the Board of Directors undertakes to update the policy of remuneration for its directors in respect of their membership of the Board and also in respect of the structure of the remuneration of executive directors, which shall include long-term variable remuneration in keeping with the recommendations of the New Good Governance Code for Listed Companies, due to come into force on 1 January 2016, and generally accepted practices with regard to long-term remuneration. The items of long-term variable remuneration shall be defined in 2016, and the first long-term remuneration programme shall be implemented for the period 2016-2018. The aims of the remuneration programme shall concern extension of the update of 2015-2017 Company Strategy to the year 2018, which the Company shall publish when the time comes. The items of long-term variable remuneration shall also apply to senior management at the Company and to any other management personnel designated.

At the Ordinary General Shareholders' Meeting in 2016, the Board shall present a directors' remuneration policy in accordance with the commitments stated above and with the specific commitment to establish long-term variable remuneration. The foregoing is subject to the provisions of Article 529 of the Amended Corporate Enterprises Act.

Accordingly,

**A consultative vote is proposed to the General Shareholders' Meeting in accordance with transitory provision section 2 of Law 31/2014 of 3 December concerning the Annual Report on directors' remuneration furnished to shareholders.**

**ITEM 11**

Report - not subject to vote - on amendments to the "Regulations of the Organisation and Functioning of the Board of Directors of Enagás, S .A." introduced since the last General Shareholders' Meeting for the purposes of adapting them to the amendments introduced to the Spanish Corporate Enterprises Act by Law 31/2014 of 3 December.

Pursuant to Article 528 of the Amended Corporate Enterprises Act, on convening the Ordinary General Meeting the Board of Directors provides shareholders of the Company with a report explaining the scope and content of the amendment to the Regulations of the Organisation and Functioning of the Board of Directors of Enagás, S.A., approved by the Board of Directors at a meeting on 23 February 2015 at the proposal of the Audit and Control Committee and the Appointments, Remuneration and Corporate Social Responsibility Committee.

The amendment is intended to adapt the articles of the Regulations to the legislative report introduced by Law 31/2014 of 3 December amending the Corporate Enterprises Act to improve corporate governance ("Law 31/2014").

The report accompanies this proposal of resolutions.

## RESOLUTION 12

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

**The following proposed resolution is laid before the Ordinary General Shareholders' 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 formally required 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 23 February 2015.

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