



**REPORT PREPARED BY THE BOARD OF DIRECTORS OF ENAGÁS, S.A. PURSUANT TO ARTICLE 529 DECIES OF THE CONSOLIDATED TEXT OF THE CORPORATE ENTERPRISES ACT JUSTIFYING THE PROPOSED RATIFICATION AND APPOINTMENT OF DIRECTORS INCLUDED IN ITEM 8 ON THE AGENDA OF THE GENERAL SHAREHOLDERS' MEETING CALLED FOR JUNE 29 AND 30, 2020, AT FIRST AND SECOND CALL RESPECTIVELY.**

**1. Introduction.**

Pursuant to article 518 e) of the Consolidated Text of the Corporate Enterprises Act, when issuing a call notice to the general meeting and when appointing, ratifying or re-electing Directors, companies shall include the identity, CV and position of each Director, in addition to the proposed resolution and reports mentioned in article 529 decies.

Pursuant to article 529 decies of the Consolidated Text of the Corporate Enterprises Act, the Appointments and Remuneration Committee shall be responsible for proposing all appointments and re-elections of members of the Board of Directors in the case of Independent Directors, while the Board itself shall be responsible for proposing all other appointments and re-elections. The proposal shall always be accompanied by a report from the Board justifying the competencies, experience and merits of the proposed candidate. This report shall be attached to the minutes of the General Meeting or of the Board. All proposed appointments or re-elections of non-Independent Directors shall also be subject to a report from the Appointments and Remuneration Committee.

Pursuant to article 529 quidecies, the Appointments and Remuneration Committee shall, inter alia, 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 Shareholders' Meeting, along with proposals for the re-election or removal of those Directors by the General Shareholders' Meeting. The Committee shall also report on the proposed appointments, re-elections or removal of the remaining Directors.

The Board of Directors has agreed to call a General Shareholders' Meeting for May 29, 2020 at first call and for May 30, 2020 at second call. Item 8 of the agenda shall include the following proposed resolution:

8. Appointment and re-election of members of the Board of Directors. The following proposals shall be put to vote separately:

8.1. Re-elect Sociedad Estatal de Participaciones Industriales (SEPI) as Director for the four-year period. Sociedad Estatal de Participaciones Industriales (SEPI) shall serve as Proprietary Director.

8.2. Appoint Mr. José Blanco López as Director for the four-year period. Mr. José Blanco López shall serve as Independent Director.

8.3. Appoint Mr. José Montilla Aguilera as Director for the four-year period. Mr. José Montilla Aguilera shall serve as Independent Director.

8.4. Appoint Mr. Cristóbal José Gallego Castillo as Director for the four-year period. Mr. Cristóbal José Gallego Castillo shall serve as Independent Director.

At its meeting on May 19, 2020, the Appointments, Remuneration and Corporate Social Responsibility Committee of Enagás S.A. provided a favourable report concerning this proposal to re-elect Sociedad Estatal de Participaciones Industriales, and made its proposal for the appointment of Mr. José Blanco López, Mr. José Montilla Aguilera and Mr. Cristóbal José Gallego Castillo as Independent Directors, for the purposes of the aforementioned provisions. The Committee's report is made available to the shareholders together with this one from the Board.

The Board makes available to all shareholders the report referred to in article 529 decies.

## **2. Proposal for re-election of Sociedad Estatal de Participaciones Industriales (SEPI) Proprietary Director at the proposal of the shareholder Sociedad Estatal de Participaciones Industriales (SEPI).**

On the occasion of this General Meeting, the four-year term of office provided for in the Articles of Association of the Director Sociedad Estatal de Participaciones Industriales (SEPI), represented by its Chairman, Mr. Bartolomé Lora Toro, have passed.

The Board and the Appointments, Remuneration and Corporate Social Responsibility Committee consider that having two Proprietary Directors proposed by the Sociedad Estatal de Participaciones Industriales (SEPI) (the SEPI itself, a legal entity represented by its Chairman Mr. Bartolomé Lora Toro, and Mr. Ferrer) on the Board of Directors does not breach Recommendation 16 of the Good Governance Code of the National Securities Market Committee given that:

"The percentage of Proprietary Directors out of all Non-Executive Directors should not be greater than the proportion between the ownership stake of the shareholders they represent and the remainder of the company's capital.

*This criterion can be relaxed:*

*a) In large cap companies where few or no equity stakes attain the legal threshold for significant shareholdings.*

*b) In companies with a plurality of shareholders represented on the Board but not otherwise related".*

Sociedad Estatal de Participaciones Industriales (SEPI) is a public entity governed by Law 5/1996 of January 10 and implementing regulations, with a 5% stake in the share capital of Enagás, S.A., but the voting rights of which are not subject to the limitations determined by additional provision thirty-one of Hydrocarbons Law 34/1998 of October 7. There are currently very few significant shareholdings in the company's capital. One of these corresponds to the Sociedad Estatal de Participaciones Industriales (SEPI) I. In Enagás' case, this justifies relaxing the proportionality criterion set forth in recommendation 16, as outlined above, as the situation described in its section a) is applicable to the company.

The Board and the Appointments, Remuneration and Corporate Social Responsibility Committee have given a very positive assessment of SEPI's contribution to the Board and the performance of its duties by Mr. Lora during his previous mandate.

### **Attendance at Board Meetings.**

Mr. Lora personally attended all meetings of the Board of Directors held during 2019. He also personally attended all meetings of the Audit and Compliance Committee.

#### **Personal information.**

Mr. Bartolomé Lora Toro, proxy of Sociedad Estatal de Participaciones Industriales on the Board of Directors, is the Chairman of SEPI.

A graduate in Economic and Business Sciences through CUNEF, specialising in Finance and Executive MBA through the Business Institute.

He started his professional career at Bankinter and held positions in the financial area at Enfersa and Ferrovial. He joined the National Institute of Industry (INI) in 1990. He was appointed director of Planning in 2000 and director of Subsidiaries in 2002, joining SEPI's Management Committee. He has been a member of the Boards of Directors of NAVANTIA, ALESTIS, ITP and TRAGSA.

#### **Mr. Lora's contribution to the Board's skills matrix.**

Mr. Lora holds proxy status of the shareholder SEPI. In his appointment as the natural person representing SEPI, the trust placed in him by the latter is very important in his designation. Nevertheless, the Committee value very highly the contribution of Mr. Lora to the skills set required of the Board for the best performance of its functions.

His economic background and practical professional experience in the field of finance and the public business sector help cover the Board's needs for knowledge and experience in this area.

#### **Proposal submitted to the General Shareholders' Meeting.**

Hence, as provided for under article 529 decies.4 of the Consolidated Text of the Corporate Enterprises Act, the Board, with the approval of the Appointments, Remuneration and Corporate Social Responsibility Committee, proposes that Sociedad Estatal de Participaciones Industriales (SEPI) be re-elected as Director for the statutory four-year period.

### **3. Proposal for the appointment of new Independent Directors.**

The Committee proposes that three new Independent Directors be appointed in order to strengthen the Board of Directors in view of the risks that the Covid-19 crisis and its effects may pose for the service of general interest that the Company manages.

Given that, following SEPI's re-election as Proprietary Director, there is only one vacancy left on the Board, the Committee proposes that this vacancy be filled by a new Independent Director and that the Articles of Association be amended to increase the maximum number of Directors to 16, with two new Independent Directors to fill the new vacancies.

Enagás is the Technical Manager and Transmission System Operator (independent operator) of the Spanish Gas System. As such it is expressly certified by the European Union and Spanish authorities. For its part, it is responsible for the normal operation of the essential service of supplying gas to Spanish domestic, commercial and industrial consumers, which in turn includes electricity generators, the supply of which is considered an essential service.

Enagás has always taken into account that this activity is an essential one within its corporate purpose and has provided it on a regular and efficient basis. For this purpose, it has always had the appropriate profiles on its Board of Directors.

However, the emergency situation caused by the worldwide Covid-19 crisis, which was unpredictable, of unprecedented dimensions and still uncertain as to its outcome, has highlighted new threats to the guarantee of the essential gas supply service for which Enagás is responsible and to which the Company must above all react on a preventive basis.

This leads to a proposal to the Board to strengthen its Board of Directors by adding to the current profiles of Directors, who are still necessary and carry out their mandate with full efficiency, new ones that provide value-added in handling an emergency situation such as the one we are experiencing.

This need to strengthen the Board, in the face of an emergency situation, with new contributions and without dispensing with those that are still necessary, prompts the Committee to propose increasing the maximum number of Directors to 16.

### **3.1 Proposal to appoint Mr. José Blanco López as an Independent Director.**

#### **Personal information.**

Mr. José Blanco López, 58, was a Senator (1989-1996) and a Member of the Spanish Parliament (1996-2015).

Minister of Development of the Government of Spain (2009-2011), he was also at that time Chairman of the Transport Council of the European Union and President of the World International Transport Forum.

Spokesperson for the Spanish Government (2011).

Member of the European Parliament (2015-2019) taking part in the follow-up and participation in various legislative dossiers and reports on parliamentary initiatives. He has been a member of the Committee on Industry, Research and Energy; Member of the Committee of Inquiry into the Measurement of Emissions from the Automobile Sector; Vice-Chairman of the delegation to the EU-Mexico Joint Parliamentary Committee and Rapporteur on the Renewable Energy Directive (REDII 2020-2030).

As head of the European Parliament for the renewable energy directive, he has participated as a speaker in more than 100 conferences, forums and congresses in recent years. Among the most recent: "Energy Transition, between all of us. Self-consumption as a key to change"; "Participation in the GASNAM Congress as a conference speaker: European Renewable Energy Directive" and the "Transition to a new energy model in Europe". He has been a speaker in the European capital at various conferences: the Solar Power Summit, the III Energy Summit, the European Sustainable Energy Week, the Annual High-Level Experts Conference and the European Commission's Clean Energy Financing, at the presentation of the REMAP study by the International Renewable Energy Agency, the Global Sustainability Conference, the IV Energy Summit and at the conferences organised in Sofia by the Bulgarian Presidency of the European Union. In Spain, he has participated as a speaker at the 3rd Spanish Wind Energy Congress, the National Renewable Energy Congress, the 4th Solar Forum, the 1st Canary Islands Wind Energy Congress, the Conference on renewable energies organised by the Murcia Association of Engineers, the Spanish Energy Club, the OCU Self-Consumption Conference, the UNEF

Conference on Power Purchase Agreements and the Renewable Energy Directive. He led the convening of two round tables on biofuels and on bioenergy organised by the S&D Group at Parliament's HQ in Brussels and has sponsored the organisation of several round tables at the Parliament with various EU associations from the sectors concerned, including EREF, Euroelectric, Ecofys and RE100.

Author of articles on energy issues in different media. Author of the chapter "Paris Agreement, Winter Package, Energy and Climate Strategy 2030 and 2050. Historical Vision of the European Union's Climate and Energy Policies" published in the Workbook on Energy Transition in Spain. A proposal from social democracy.

He is currently CEO and Founder of ACENTO PUBLIC AFFAIRS.

### **Mr. Blanco's contribution to the Board's skills matrix.**

As mentioned above, Enagás is the Technical Manager and Transmission System Operator (independent operator) of the Spanish Gas System. As such, it is expressly certified by the European Union and Spanish authorities. For its part, it is responsible for the normal operation of the essential service of supplying gas to Spanish domestic, commercial and industrial consumers, which in turn includes electricity generators, the supply of which is considered an essential service.

Furthermore, insofar as its activities related to the essential gas supply service are regulated, their remuneration is determined by the regulations in force at any given time by the sector regulators.

Enagás has always taken into account that this activity is an essential one within its corporate purpose and has provided it on a regular and efficient basis. For this purpose, it has always had the appropriate profiles on its Board of Directors.

However, the emergency situation caused by the worldwide Covid-19 crisis, which was unpredictable, of unprecedented dimensions and still uncertain as to its outcome, has highlighted new threats to the guarantee of the essential gas supply service for which Enagás is responsible and to which the Company must above all react on a preventive basis. In this context, the Company must also be prepared for the economic effects of Covid19 on its regulated activities and its remuneration.

This leads to a proposal to the Board to strengthen its Board of Directors by adding to the current profiles of Directors, who are still necessary and carry out their mandate with full efficiency, new ones that provide value-added in handling an emergency situation such as the one we are experiencing.

This need to strengthen the Board, in the face of an emergency situation, with new contributions and without dispensing with those that remain necessary, leads to the proposal to increase the maximum number of Directors to 16.

Mr. Blanco fits the profile that the Company now requires. He has held the highest responsibilities in government and administration. As Minister for Public Works, he has had extensive experience in the management of critical infrastructure and managed the crisis of air traffic controllers in Spain, which led to the first democratic decree of a state of emergency; and the crisis caused by the eruption of the Icelandic volcano Eyjafjalla, which led to cancellation of thousands of flights throughout Europe, in the context of the Spanish presidency of the European Union.

They should contribute extensive experience in the European Union, at a time when the effects of the Covid-19 crisis will lead to a stronger interrelationship with the Union at all levels. His in-depth knowledge of the energy sector, in particular

renewable energies, brings value in the context of the European Green Deal and the regulatory developments underway in the field of energy in Europe and decarbonisation.

To ensure Mr. Blanco's suitability for the performance of his duties, the Appointments, Remuneration and Corporate Responsibility Committee has received external and independent advice from the firm "Seeliger y Conde"

### **Proposal submitted to the General Shareholders' Meeting.**

Taking into account the foregoing and for the purposes of Article 529 decies.4 and 529 quidecies.3 c) of the Consolidated Text of the Corporate Enterprises Act, the Appointments, Remuneration and Corporate Social Responsibility Committee has proposed the appointment of Mr. José Blanco López as Independent Director of the Company. The Board has adopted the Committee's proposal as its own.

### **3.2 Appointment of Mr. José Montilla Aguilera. Mr. José Montilla Aguilera as an Independent Director.**

#### **Personal information.**

Mr. José Montilla Aguilera, 65, was Mayor of Cornellá de Llobregat (1985-2004). He held various posts in the Barcelona Provincial Council, of which he was Chairman (2003-2004).

Member of Parliament (2004-2006).

Minister for Industry, Trade and Tourism with full responsibility for Energy (2004-2006).

During his time as Minister he launched the Renewable Energy Plan 2005-2010, the Energy Saving and Efficiency Strategy 2005-2007, and the National Coal Restructuring Plan 2006-2012. He also stood out for promoting the adoption of legislative reforms to strengthen the powers of the National Energy Commission and to liberalise the energy sector, as well as reforms of the internal gas and electricity markets.

President of the Catalan Government and Member of the Catalonia Parliament (2006-2010).

Senator representing the Catalonia Parliament (2011-2019). As Senator, he has been Chairman of the Budget Committee and Spokesman for the Economy and Competitiveness, Finance and Public Administration, and Industry, Energy and Tourism Committees. He has been behind the following Bills: Audit of Accounts; Independent Authority for Fiscal Responsibility; Corporate Tax; Urgent Measures in Bankruptcy Matters; Fiscal Measures for Energy Sustainability; Guarantee of Supply and Increase of Competition in the Insular and Extrapeninsular Electrical Systems; Fiscal Measures for Energy Sustainability.

#### **Mr. Montilla's contribution to the Board's skills matrix.**

Mr. Montilla has held the highest administrative and governance responsibilities in the country in the field of energy, making him the ideal person to strengthen Enagás' Board of Directors to guarantee the supply of gas in these exceptional times of

emergency. Coupled with this is his knowledge of the energy system and its regulators.

His direct knowledge of the reality of the territorial organisation of the State, having been President of the Generalitat de Catalunya, will be a valuable contribution to the Company, which has facilities and provides services throughout the State.

To ensure Mr. Montilla's suitability for the position, the Appointments, Remuneration and Corporate Social Responsibility Committee hired the independent external advisory firm "Seeliger y Conde".

### **Proposal submitted to the General Shareholders' Meeting.**

Taking into account the foregoing and for the purposes of Article 529 decies.4 and 529 quidecies.3 c) of the Consolidated Text of the Corporate Enterprises Act, the Appointments, Remuneration and Corporate Social Responsibility Committee has proposed the appointment of Mr. José Montilla Aguilera as Independent Director of the Company. The Board of Directors has adopted the Committee's proposal as its own.

### **3.3 Appointment of Mr. Cristóbal José Gallego Castillo as Independent Director.**

#### **Personal information.**

Mr. Cristóbal José Gallego Castillo, 38, holds a degree in Aeronautical Engineering from the Polytechnic University of Madrid. International Doctorate, with the qualification *cum laude*, by the same University.

During his doctoral studies he was part of the research team at the Department of Energy - Wind Energy Division - of CIEMAT (Centre for Energy, Environmental and Technological Research).

He is currently an Associate Professor at the Universidad Politécnica de Madrid, Department of Aircraft and Space Vehicles.

During his professional career he has actively participated in numerous projects related to energy transition and renewable energies:

- Journal referee (IEEE Transactions on Power Systems, Wind Energy, Journal of Renewable and Sustainable Energy, Applied Energy, Sustainable Energy, Grids and Networks).
- Member of the Scientific Committee that prepared the tenth Seminar on Wind Energy in Europe. (Orleans, France 2014).
- Member in AENOR of the National Committee (AEN/CTN) 206 "ELECTRICAL ENERGY PRODUCTION" and of the Sub-committee (SC) 88 "WINDTURBINES" (2014).
- Member of the National Association of Wind Engineering (ANIV). 2014.

It is worth highlighting his participation as a member of the "National Commission of Experts on Energy Transition" created by the Council of Ministers by means of an Agreement of July 7, 2017, with the task of preparing a report analysing the possible proposals that could contribute to the definition of the Spanish strategy for Energy Transition.

He has participated in numerous seminars and conferences in his technical speciality and in others related to renewable energies and energy transition. Author of numerous scientific articles on the same subjects.

#### **Mr. Gallego's contribution to the Board's skills matrix.**

Although the company's current concern is to guarantee the regular operation of the natural gas supply service, preventing the threats posed by the current exceptional situation and its future consequences, Enagás has not forgotten the role that natural gas and the Company itself must play in the energy transition process.

It therefore considers it necessary, and has proposed to the Board, to strengthen its Board of Directors with an expert who will provide technical expertise and new perspectives on energy transition. Mr. Gallego adequately meets those requirements.

To ensure Mr. Gallego's suitability for the position, the Appointments, Remuneration and Corporate Social Responsibility Committee hired the independent external advisory firm "Seeliger y Conde".

#### **Proposal submitted to the General Shareholders' Meeting.**

Taking into account the foregoing and for the purposes of Article 529 decies.4 and 529 quidecies.3 c) of the Consolidated Text of the Corporate Enterprises Act, the Appointments, Remuneration and Corporate Social Responsibility Committee has proposed the appointment of Mr. Cristóbal José Gallego Castillo as Independent Director of the Company. The Board of Directors has adopted the Committee's proposal as its own.

#### **4. Board structure following the appointment proposed to the Meeting.**

##### **Independence and diversity.**

Following the proposed appointments, the Board will slightly increase the number of members to 16. The percentage of independent directors increased to 68.76% (11 out of 16) while the percentage of the less represented gender was 25%.

Enagás maintains a solid corporate governance policy that has been endorsed by its shareholders at successive General Meetings to which it submits its proposals. Enagás is aware that in the current situation there is a slight impairment in some of the recommended parameters for good governance.

This is due to the exceptional situation in which we find ourselves and which makes it necessary, in the interests of society, to give priority to guaranteeing the essential gas supply service that Enagás has been entrusted with.

Enagás aspires to re-establish its usual parameters, always in line with best corporate governance practices, to the extent that the return to normality will again allow it to prioritise these.

##### **Separation of posts.**

Since 2012, the Company has separated the posts of Chairperson 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 Board is functioning properly. The internal structure guarantees that all the functions (Internal Audit, Legal Counsel and Compliance) promoting the control that must be exercised by the Board of Directors in relation to the executive and business functions that fall to the Chief Executive Officer maintain the necessary independence, and are organically and functionally assigned to the Chairman of the Board of Directors and to the Board itself through the Secretary to the Board.

### Evaluation of the Board's performance.

The Board is subject to an annual evaluation process by an independent expert. The 2019 evaluation has been carried out by the firm SODALI.

The result of the valuation is reflected in the Annual Corporate Governance Report.

### Skills matrix.

Enagás has a skills matrix of its Board that is kept up to date. The one corresponding to 2019 has been published as part of the "Annual Report" prior to the call to Meeting and is set out below.

#### Skills, knowledge and professional experience of the Board of Directors [GRI 102-27]

SKILLS	Audit and Compliance Committee							Appointments, Remuneration and CSR Committee						% of the total
	1	2	3	4	5	6	7	8	9	10	11	12	13	
Engineering (qualification and ample experience as a practising engineer).	X	X		X	X		X	X						46%
Industry / Sector (Ample experience in administration, management and control in major energy companies).	X	X		X	X			X	X		X	X	X	69%
Public / Regulatory institutions (Ample experience acquired through direct exposure to regulators and related institutions).	X	X	X	X	X	X	X	X	X		X	X	X	92%
Corporate Governance (Experience in positions of oversight (Chairman / Director on the Board of Directors of listed companies / specific management roles in large or listed companies)).	X	X		X	X		X	X	X		X	X	X	77%
Auditing / Accounting (Ample experience acquired in positions of senior management (CEO, CFO) in listed companies and/or holding management positions in an accounting firm).		X	X	X	X	X	X	X	X		X	X		77%
Risk control and management (Relevant experience in related positions (Risk Officer, internal auditor, internal control positions, monitoring/risk/internal control committees).		X		X	X		X	X	X		X	X	X	69%
Corporate Social and Environmental Responsibility (Ample experience in administration, management and control in companies operating in sectors exposed to high environmental impact or broad experience in roles of strategic management of social and/or environmental issues. Multi-year academic experience in this field).		X		X	X	X	X	X		X	X	X	X	77%
International expansion / Multicultural environment (Previous experience working for multinational or domestic companies in a position with significant international exposure).	X	X		X	X		X	X	X		X	X	X	77%
Business / Management (Previous experience as a senior manager in other companies).		X		X	X		X	X	X	X	X		X	69%
Cybersecurity.										X				8%
Computing and technology.		X		X	X		X	X		X				46%

The incorporation of the three new Directors fulfils in a special way the purpose of reinforcing the skillset of the Board in the face of an exceptional situation and its consequences.

### Implication of the Directors.

Thirteen meetings of the Board of Directors were held during 2019. All the Directors attended all of them. The individual breakdown is as follows

The extent of the implication of the Directors in exercising their functions is very high. The attendance of the Directors at Board meetings in 2019 was as follows:

- Mr. Antonio Llardén Carratalá (Chairman) attended all the Board meetings.
- Mr. Marcelino Oreja Arburúa (Chief Executive Officer) attended all the Board meetings.
- Ms. Ana Palacio Vallelersundi attended all the meetings of the Board and of the Appointments, Remuneration and Corporate Social Responsibility Committee.
- Ms. Isabel Tocino Biscarolasaga attended all the meetings of the Board and of the Audit and Compliance Committee.
- Mr. Antonio Hernández Mancha attended all the meetings of the Board and of the Appointments, Remuneration and Corporate Social Responsibility Committee.
- Ms. Patricia Úrbez Sanz attended all the meetings of the Board and of the Appointments, Remuneration and Corporate Social Responsibility Committee.
- Mr. Luis García del Río attended all the meetings of the Board and of the Audit and Compliance Committee during his time as a member of each one.
- Mr. Gonzalo Solana González attended all the meetings of the Board and of the Appointments, Remuneration and Corporate Social Responsibility Committee.
- Mr. Martí Parellada Sabata attended all the meetings of the Board and of the Audit and Compliance Committee.
- Ms. Rosa Rodríguez Díaz attended all the meetings of the Board and of the Audit and Compliance Committee.
- Mr. Ignacio Grangel Vicente attended all the meetings of the Board and of the Appointments, Remuneration and Corporate Social Responsibility Committee.
- Mr. Santiago Ferrer Costa attended all the meetings of the Board and of the Appointments, Remuneration and Corporate Social Responsibility Committee.
- Sociedad Estatal de Participaciones Industriales (SEPI), represented by Mr. Bartolomé Lora Toro has attended all the meetings of the Board and of the Audit and Compliance Committee.

The Directors, especially the Chairpersons of both Committees, maintain permanent contact with those Managers responsible for the areas of their competence.

Accordingly,

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

Appointment and re-election of members of the Board of Directors. The following proposals shall be put to vote separately:

8.1. Re-elect Sociedad Estatal de Participaciones Industriales (SEPI) as Director for the four-year period. Sociedad Estatal de Participaciones Industriales (SEPI) shall serve as Proprietary Director.

8.2. Appoint Mr. José Blanco López as Director for the four-year period. Mr. José Blanco López shall serve as Independent Director.

8.3. Appoint Mr. José Montilla Aguilera as Director for the four-year period. Mr. José Montilla Aguilera shall serve as Independent Director.

8.4. Appoint Mr. Cristóbal José Gallego Castillo as Director for the four-year period. Mr. Cristóbal José Gallego Castillo shall serve as Independent Director.

Following these appointments, the number of Directors is set at sixteen.

And for all appropriate legal reasons, it is hereby stated that the Company's Board of Directors prepared this report at its meeting held on May 25, 2020.

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