Financial results: 2012

HIGHLIGHTS

CONTENTS

HIGHLIGHTS 1
KEY FIGURES 2
EARNINGS PERFORMANCE 3
INVESTMENT 4
FINANCIAL STRUCTURE 4
OPERATING HIGHLIGHTS 5
SUMMARY OF SIGNIFICANT EVENTS 4Q2012 6
CONSOLIDATED INCOME STATEMENT 7
CONSOLIDATED BALANCE SHEET 8
CONSOLIDATED CASH FLOW STATEMENT 9
APPENDIX I: COMPANY ASSETS 10
APPENDIX II: RELATED-PARTY TRANSACTIONS 11
APPENDIX III: CORPORATE RESPONSIBILITY AND SUSTAINABILITY 17
APPENDIX IV: Contact data 18

Conference call/Webcast:

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- ✓ **Net profit** advanced **4.1%** in 2012 to €379.5Mn
- ✓ The **dividend** for 2012, which will be proposed at the next General Shareholders' Meeting, stands at €1.11 per share (gross), an increase of **12.1%** compared to the 2011 dividend, and in line with the policy established in the year to distribute **70% of net profit**.
- ✓ When comparing results it is important to bear in mind that the full-year 2011 income statement included figures for the Gaviota underground storage facility for 2010 and 2011. The results for 2012 include the contribution of the Quintero LNG plant in the fourth quarter, which is equity consolidated and also includes a full year of the proportional consolidation of the Altamira facility.
- ✓ **EBITDA** for the year was €934.3Mn, **5.5%** higher compared to 2011 while **EBIT** totalled €618.4Mn, rising **5.5%** year-on-year.
- ✓ **Operating expenses** fell **1.8%** in the year, demonstrating the Company's commitment to controlling operating costs.
- ✓ **Investment** was **€761.4Mn** and **assets brought into operation** totalled **€994.4Mn**. Both amounts are higher than Company guidance set at the beginning of the year.
- ✓ **Net debt** at 31 December stood at **€3.6Bn**, for an EBITDA ratio of 3.8x.
- ✓ On 20 September, as part of its Euro Medium Term Note (EMTN) Programme, Enagás issued €500Mn, with an annual coupon of 4.25% and entailing a cost for the Company of 4.295%. In addition, on 10 October, the Company tapped its 20 September issue to raise €250Mn on the market, maintaining the annual coupon at 4.25%, entailing a cost for the Company of 3.615%.
- ✓ Including these two bond issues, the Company's **liquidity** at 31 September amounted to **€2.23Bn**.
- ✓ Total **demand for gas transmitted** during the year was 418,964 GWh, **0.9% higher** than the figure recorded in 2011. Conventional domestic demand climbed 5.7% in 2012.

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KEY FIGURES

Key figures January-December (unaudited)

Income statement

(Mn €)	January-December		
	2012	2011	Chg %
Regulated revenues	1,140.4	1,096.3	4.0%
EBITDA	934.3	885.5	5.5%
EBIT	618.4	585.9	5.5%
Net profit	379.5	364.6	4.1%

Balance sheet, financial ratios and average cost of debt

	January-December	
	2012	2011
Total assets (€ Mn)	8,083.4	7,717.4
Net debt (€ Mn)	3,598.6	3,442.6
Equity (€ Mn)	2,014.9	1,867.4
Net debt/total assets (%)	44.5%	44.6%
Net debt/EBITDA (times)	3.8x	3.9x
Net debt/(net debt + equity) (%)	64.1%	64.8%

Other metrics

(€ Mn)	January-December		
	2012	2011	% Chg
Investment	761.4	781.4	-2.6%
Assets put into operation	994.4	780.5	27.4%

Key quarterly indicators (unaudited)

(€ Mn)	2012	2011	% Chg
Regulated revenues	308.3	280.7	9.8%
EBITDA	250.9	230.9	8.7%
EBIT	164.0	151.3	8.4%
Net profit	98.1	93.8	4.7%

EARNINGS PERFORMANCE

FY12 RESULTS

Full year 2012 results include the proportional consolidation of the 40% stake in the Altamira plant in Mexico for the whole year and consolidation under the equity method of the 20% stake in the Quintero LNG plant in Chile in the fourth quarter.

In 2011, results included the contribution of the Gaviota underground storage facility from 1 January 2010 and the proportional consolidation of 40% of the proforma balance sheet of the Altamira regasification plant, since september which significantly affects the comparison between the two years.

Net profit totalled €379.5Mn in 2012, **4.1%** higher vs 2011, and surpassing the annual target of flat growth.

Net finance expense (-€76.7Mn) grew by 16.9% year-on-year, mainly as a result of higher debt.

At 31 December, debt stood at €3.6Bn, 4.5% higher than the net debt figure at December 2011.

The depreciation and amortisation charge to 31 December was €315.9Mn, 5.4% higher than in 2011 and in line with the growth in asset volumes over the past year (the Yela underground storage facility) and the amortisation charge corresponding to the Altamira stake.

EBIT totalled **€618.4Mn** in the year, up **5.5%** on 31 December 2011.

EBITDA rose from €885.5Mn to €934.3Mn at the end of 2012, up **5.5%.**

Operating expenses were down 1.8% year-on-year.

At 31 December 2012, the Company's workforce totalled 1,118 employees, a slight decrease on the 1,127 staff at the end of 2011.

Regulated revenue grew **4%** compared to 2011, driven by the addition of new assets brought on stream, particularly the Yela underground storage facility.

Other revenue rose to €58.6Mn, including the contribution of the Altamira plant.

The Company reported **total revenue** for the year of €1.20Bn, **3.8% higher than in 2011.**

The dividend for 2012, which will be proposed at the next General Shareholders' Meeting, stands at €1.11 per share (gross), an increase of 12.1% compared to the 2011 dividend, and in line with the policy established in the year to distribute 70% of net profit.

EPS for the year was €1.59, while EBITDA per share over the same period was €3.71.

INVESTMENT

Assets put into operation

Projects worth €994.4Mn came on stream in 2012. This is higher than the €750Mn target set by the Company.

The most important projects for which commissioning certificates were obtained were the Yela-El Villar de Arnedo gas pipeline (northern sections), the Tivissa-Paterna gas pipeline (central section in Castellón province), the Martorell-Figueras gas pipeline (southern section) and the Yela underground storage facility.

Also included in this amount is the investment (equity+debt) to acquire 20% of the Quintero LNG plant in Chile.

Investments

In 2012, Enagás invested **€761.4Mn** (including the investment in the Quintero LNG plant), 38% more than the **target of €550Mn** set for the year.

Acquisition of Core Business assets

Quintero LNG plant

On 19 September, Enagás completed the purchase from BG Group of 20% of the GNL Quintero S.A. regasification plant for liquid natural gas (LNG) in Chile for $176Mn, as agreed in April, having obtained all the required authorisations.

All information relating to this acquisition is contained in the significant event notice submitted to the CNMV on 27 April, with registration number 162485.

Morelos gas pipeline

On 27 June, Enagás signed an agreement with Elecnor to invest in the company awarded the tender to build the Morelos gas pipeline in Mexico. According to this agreement, Enagás will hold 50% of the company owning the gas pipeline and will jointly carry out with Elecnor all engineering, construction and operating functions. The total investment to be made in construction, including finance costs, is estimated at $270Mn.

All information relating to this acquisition is contained in the significant event notice submitted to the CNMV on 27 June, with registration number 168254.

Naturgas Energía Transporte

On 20 July, the Company announced it had reached an agreement with EDP to acquire 90% of Naturgas Energía Transporte.

The operation was completed on 15 February 2013.

All information relating to this acquisition is contained in the significant event notice submitted to the CNMV on 20 July, with registration number 170194.

FINANCIAL STRUCTURE

The Company's **net debt** at 31 December 2012 totalled **€3.6Bn**, higher than the figure of €3.44Bn recorded at the end of 2011.

The **leverage ratio** (net debt/ net debt + equity) at the 2012 close was **64.1%,** almost unchanged from the 2011 year end (64.8%). The **net debt/EBITDA** ratio was **3.85x**, lower than that reached at the end of 2011 (3.91x).

The **percentage of fixed-rate debt** at 31 December stood at **82%**, in line with the strategic target set by the Company as the optimum structure for its debt.

Furthermore, **95.8%** of debt at the end of the fourth quarter was **long-term**, with an **average maturity period of 6.5 years.**

Net cash flow in 2012, totalling **€583.2Mn**, was largely used to finance investments and pay dividends.

Net finance expense, including capitalised borrowing costs (€21Mn), amounted to €76.7Mn, compared to €65.6Mn in 2011 (including €26.1Mn in capitalised borrowing costs).

On 20 September, as part of its Euro Medium Term Note (EMTN) Programme, Enagás issued €500Mn of 4.25% bonds on the Euromarket, entailing a cost for the Company of 4.295%. Furthermore, on 10 October, the Company tapped its 20 September issue to raise €250Mn on the market, maintaining the annual coupon at 4.25%, entailing a cost for the Company of 3.615%.

In terms of untapped available financing, the Company had **liquidity** of **€2.23Bn at 31 December 2012.**

OPERATING HIGHLIGHTS

Demand

Demand for gas transmitted to 31 December 2012 totalled 418,964 GWh, **up 0.9%** compared to 2011.

This figure includes 8,559 GWh in exports made through international connections, 22,182 GWh of flows from the Maghreb Europe gas pipeline through Portugal and 22,697 GWh in tanker loading operations.

Conventional demand stood at 277,964 GWh, a new absolute record and a rise of 5.7% year-on-year.

Gas demand for electricity generation in conventional and combined-cycle thermal plants fell by 23% compared to 2011, as a result of the increased contribution from coal-fired power stations and renewable energies.

There were 67 combined-cycle generators at 31 December 2012.

Peak demand

Conventional demand for natural gas (household/commercial, industrial and co-generation) hit a new record of 1,249 GWh on 3 February, mainly in response to the extremely low temperatures recorded. This was 5.9% higher than the previous maximum demand set the previous winter, of 1,179 GWh.

(GWh)	2012	2011	Chg% 2012/2011
Conventional demand	277,964	263,056	5.7%
Electricity generation	84,626	109,920	-23.0%
Exports and others	30,741	32,955	-6.7%
Ship loading	22,697	8,091	180.5%
Gas for operation and heels	2,936	1,403	109.3%
Total gas demand transported	**418,964**	**415,425**	**0.9%**

SUMMARY OF SIGNIFICANT EVENTS 4Q2012

Fitch ratifies its long-term "A-" rating for Enagás

On 10 December 2012, the rating agency Fitch reaffirmed its long-term "A-" rating (with a negative outlook) and its "F2" short-term IDR for Enagás, S.A.

The agency also assigned an "A-" to subsidiary Enagás Transporte, S.A.U.

Both Enagás, S.A. and Enagás Transporte, S.A.U. have been assigned an "A-" for their senior debt.

Therefore, the Company's long-term rating is two notches higher than Fitch's sovereign rating for Spain.

The current ratings of A- from Fitch and BBB from Standard and Poor's underline the status of Enagás as one of the most secure and solvent companies in the energy sector.

2012 interim dividend

At its meeting on 19 November, the Board of Directors of Enagás, S.A. resolved to pay a gross dividend against 2012 results of €0.433 per share.

This dividend was paid on 20 December 2012, in line with the policy established by Enagás to distribute 70% of 2012 net profit to shareholders.

Bond issues

On 20 September, as part of its Euro Medium Term Note (EMTN) Programme, Enagás issued €500Mn of 4.25% bonds on the Euromarket, entailing a cost for the Company of 4.295%.

Also, on 10 October, the Company tapped its 20 September issue to raise €250Mn on the market, maintaining the annual coupon at 4.25%, entailing a cost for the Company of 3.615%.

Liberbank sells its stake in Enagás

On 4 October 2012, Liberbank sold its entire 5% stake in Enagás by means of an accelerated bookbuilding operation which closed at a price of €15.30 per share.

Rating downgrade by S&P

On 11 October 2012, Standard & Poor's downgraded the Kingdom of Spain's long-term credit rating from BBB+ to BBB-, and its short-term rating from A-2 to A-3.

As a result, Standard & Poor's also cut Enagás's long-term credit rating by two notches, from A- to BBB. Its short-term rating remains unchanged at A-2, negative outlook.

However, Enagás's long-term rating remains one level above Spain's sovereign rating.

CONSOLIDATED INCOME STATEMENT

Accumulated

€ Mn (unaudited)	2012	2011	Chg%
Revenue from regulated activities Other operating revenues	1,140.4 58.6	1,096.3 58.8	4.0% -0.4%
Total revenue	**1,198.9**	**1,155.1**	**3.8%**
Personnel expenses Other operating expenses	-79.0 -185.6	-67.0 -202.5	17.9% -8.3%
EBITDA	**934.3**	**885.5**	**5.5%**
Depreciation/amortisation charge	-315.9	-299.6	5.4%
EBIT	**618.4**	**585.9**	**5.5%**
Net finance expense	-76.7	-65.6	17.0%
Profit before tax	**541.8**	**520.3**	**4.1%**
Impuesto sobre Sociedades Results from equity accounted subsidiaries	-163.2 1.0	-155.7 0.0	4.8% -
Net profit for the period	**379.5**	**364.6**	**4.1%**

Quarterly

€ Mn (unaudited)	4Q 2012	4Q 2011	Chg%
Revenue from regulated activities Other operating revenue	308.3 21.9	280.7 27.7	9.9% -21.0%
Total revenue	**330.2**	**308.4**	**7.1%**
Personnel expenses Other operating expenses	-23.1 -56.2	-17.3 -60.1	33.6% -6.5%
EBITDA	**250.9**	**230.9**	**8.7%**
Depreciation/amortisation charge	-86.9	-79.6	9.2%
EBIT	**164.0**	**151.3**	**8.4%**
Net finance expense	-25.4	-17.5	45.3%
Profit before tax	**138.5**	**133.8**	**3.5%**
Impuesto sobre Sociedades Results from equity accounted subsidiaries	-41.4 1.0	-40.0 0.0	3.4% -
Net profit for the period	**98.1**	**93.8**	**4.6%**

Note: Full year 2012 results include the proportional consolidation of the 40% stake in the Altamira plant in Mexico for the whole year and consolidation under the equity method of the 20% stake in the Quintero LNG plant in Chile in the fourth quarter.
The 2011 results include the contribution of the Gaviota underground storage facility from 1 January 2010 and the proportional consolidation of 40% of the proforma balance sheet of the Altamira regasification plant.

CONSOLIDATED BALANCE SHEET

€ Mn (unaudited)	31-Dec 2012	31-Dec 2011
Intangible assets	74.3	54.8
Property, plant and equipment	5,679.5	5,580.1
Investments accounted for using the equity method	152.3	0.0
Non-current investments in group companies and associates	15.7	4.7
Other non-current financial investments	14.1	53.6
Deferred tax assets	42.0	29.4
Non-current assets	**5,977.9**	**5,722.6**
Inventories	13.8	13.8
Receivables	607.5	545.0
Other current financial assets	2.2	6.6
Other current assets	2.4	2.1
Cash and cash equivalents	1,479.6	1,427.3
Current assets	**2,105.6**	**1,994.8**
TOTAL ASSETS	**8,083.4**	**7,717.4**
Capital	358.1	358.1
Reserves	1,379.4	1,235.6
Profit for the period attributable to equity holders of the parent	379.5	364.6
Interim dividend capitalised	-102.2	-91.0
Capital and reserves	**2,014.9**	**1,867.4**
Hedges	-10.1	-5.8
Changes in fair value recognised in equity	**-10.1**	**-5.8**
Equity	**2,004.8**	**1,861.6**
Provisions	175.4	91.6
Non-current financial liabilities	4,538.3	3,323.1
Non-current liabilities payable to group companies and associates	0.02	0.7
Deferred tax liabilities	422.0	386.8
Other non-current liabilities	74.5	76.0
Non-current liabilities	**5,210.2**	**3,878.1**
Current financial liabilities	575.0	1,606.5
Current liabilities payable to group companies and associates	0.0	4.7
Trade and other payables	293.4	366.5
Current liabilities	**868.4**	**1,977.7**
EQUITY AND LIABILITIES	**8,083.4**	**7,717.4**

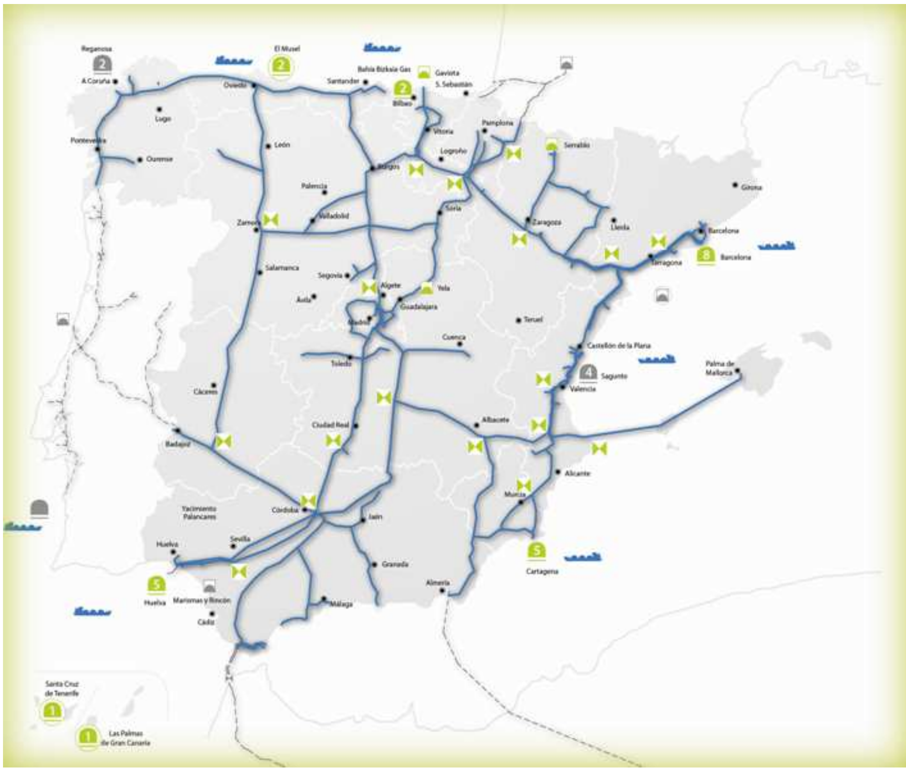
CONSOLIDATED CASH FLOW STATEMENT

€ Mn (unaudited)	Jan-Dec 2012	Jan-Dec 2011
CONSOLIDATED PROFIT BEFORE TAX	542.7	520.3
Adjustments to profit	**376.5**	**348.8**
Depreciation of PP&E	315.8	299.6
Other adjustments to profit	60.7	49.2
Changes in working capital	**-135.8**	**-175.6**
Inventories	0.0	0.3
Trade and other receivables	-62.4	-185.8
Other current assets	-0.3	-4.7
Trade and other payables	-73.0	14.5
Other cash flows from operating activities	**-200.2**	**-126.0**
Interest paid	-115.6	-113.4
Interest collected	27.8	33.5
Income tax received /(paid)	-112.4	-46.1
NET CASH FLOWS FROM OPERATING ACTIVITIES	583.2	567.5
Capital expenditure	**-470.6**	**-632.9**
Group companies and associates	-167.1	-4.7
Intangible assets, PP&E and investment property	-302.2	-583.2
Other financial assets	-1.4	-45.0
Proceeds from disposals	**5.1**	**41.5**
Group companies and associates	5.1	25.4
Intangible assets, PP&E and investment property	0.0	16.1
NET CASH FLOWS USED IN INVESTING ACTIVITIES	-465.5	-591.4
Proceeds from/(payments on) financial liabilities	**182.9**	**580.7**
Issuance	3,521.3	1,243.3
Repayment	-3,338.5	-662.6
Dividends paid	**-248.2**	**-216.6**
NET CASH FLOWS FROM FINANCING ACTIVITIES	-65.4	364.2
TOTAL NET CASH FLOWS	52.3	340.3
Cash and cash equivalents - opening balance	1,427.3	1,087.1
CASH AND CASH EQUIVALENTS - CLOSING BALANCE	1,479.6	1,427.3
Cash and bank deposits	85.7	25.1
Other financial assets	1,393.9	1,402.2

APPENDIX I: COMPANY ASSETS

Enagás' Gas System Assets 31/12/2012		
REGASIFICATION ASSETS	**Units**	**m^3 or m^3/h**
LNG tankers (number and capacity)	18	2,037,000
Nominal regasification capacity		4,650,000
Tank loaders	9	
TRANSPORT ASSETS	**Units**	**Km**
Km. of operational gas pipeline		9,680
Compressor stations	18	
Gas regulation and metering stations	447	
UNDERGROUND STORAGE ASSETS	**Units**	**Mm^3/day**
No. of storage facilities	3	
Max. injection		18.9
Max. output		27.4

Note: Enagás holds a 40% stake in the BBG regasification plant, which currently has two 150,000 m^3 LNG storage tanks and a nominal regasification capacity of 800,000 $m^3(n)/h$. Enagás also holds a 40% stake in the Altamira regasification plant in Mexico and a 20% stake in the Quintero LNG regasification plant in Chile.



APPENDIX II: RELATED-PARTY TRANSACTIONS

Introduction

Every quarter since 2003, Enagás, S.A. has disclosed information on its dealings with related parties. Since Spanish Ministerial Order EHA/3050/2004 of 15 September came into effect, the format for these disclosures has changed to accommodate the new rules.

Key points to note regarding related-party disclosures:

a) Any related party transactions of material size and which exceed volumes handled in the normal business of Enagás, S.A. are approved by the Company's Board of Directors, following a report by the Appointments and Remuneration and Corporate Responsibility Committee.

b) Under Ministerial Order EHA/3050/2004, there is no need to disclose transactions that form part of the Company's ordinary course of business, are carried out on an arm's length basis or are immaterial in size. Therefore, given the scale of Enagás, S.A.'s financial statements, any transactions whose cumulative volume is less than €3Mn are not disclosed, although the Company may still on occasion decide to disclose transactions that fall below this threshold.

c) Unless otherwise stated, transactions refer to contracts signed before the period referred to. Where figures refer to new relationships deriving from contracts agreed or commitments undertaken during the year, this is explicitly stated.

d) Transactions between companies or entities belonging to the same consolidated group do not need to be disclosed provided that these are eliminated in the process of drawing up the consolidated financial statements and whose subject matter and terms form part of the company's ordinary trading activities.

1. Transactions between Enagás, S.A. and companies over which Enagás, S.A. exercises control

- **Transactions with Enagás-Altamira, S.L.U**

Enagás-Altamira, S.L.U granted an $8.1Mn loan (€6.5Mn) to Enagás, S.A. This loan, maturing in 2013 and renewable annually, was granted in June 2012. The terms governing interest, fees, expenses and guarantees are all on an arm's length basis.

Provision of services: Enagás, S.A. received revenues of €726,000 from this company for holding services.

- **Transactions with Altamira LNG CV**

Provision of services: Enagás, S.A. received revenues of €249,000 from this company for holding services.

- **Transactions with Gasoducto de Morelos SAPI de CV**

In the fourth quarter of 2012, Enagás S.A. granted Gasoducto de Morelos SAPI de CV a participating loan for the amount of $20.2Mn (equivalent to €16.2Mn), maturing in 2031. The terms governing interest, fees, expenses and guarantees are all on an arm's length basis.

Additionally, Enagás, S.A., contributed a total of $11.27Mn, equivalent to €8.8Mn, to Gasoducto de Morelos SAPI de CV, as advances for future capital increases.

- **Transactions with Enagás Internacional, S.L.U.**

In September 2012, Enagás, S.A. granted Enagás Internacional, S.L.U., a loan for the amount of $177Mn, equivalent to €137.7Mn, maturing in 2025. The terms governing interest, fees, expenses and guarantees are all on an arm's length basis.

On 26 October 2012, Enagás, S.A. extended an additional loan to Enagás Internacional, S.L.U., for $3.95Mn, the equivalent to €3Mn.

Provision of services: Enagás, S.A. received no revenues in relation to this transaction.

- **Transactions with Enagás Chile I, SpA**

In September 2012, Enagás Internacional, S.L.U. granted to Enagás Chile I, SpA a loan for the amount of $154.9Mn, equivalent to €120.6Mn, maturing in 2025. On 26 October 2012, Enagás Internacional, S.L.U. extended an additional loan to Enagás Chile I SpA, for $3.45Mn, equivalent to €2.67Mn.

The terms governing interest, fees, expenses and guarantees are all on an arm's length basis.

- **Transactions with Enagás Transporte, S.A.U.**

In October 2012, the loans of €38Mn and €100Mn signed between Enagás, S.A. and Enagás Transporte, S.A.U. were repaid.

Enagás, S.A., arranged a credit line with Enagás Transporte, S.A.U. for a maximum of €300Mn, maturing in 2015 (renewable annually). No amount has been drawn down from this facility to date.

Additionally, Enagás, S.A. arranged a €754Mn credit line with Enagás Transporte, S.A.U. maturing 2017, corresponding to the funds received from the €500Mn bond issue and €250Mn issue tap in October 2012, under the guarantee of Enagás, S.A. and Enagás Transporte, S.A.U. To date, €550Mn has been drawn down.

The terms governing interest, fees, expenses and guarantees are all on an arm's length basis.

Enagás Transporte, S.A.U. also approved the payment of a €280Mn interim dividend to Enagás, S.A., of which €102Mn has been paid to date.

Provision of services: Enagás, S.A. received revenues of €71,924,000 in this connection.

- **Transactions with Enagás GTS, S.A.U.**

Provision of services: Enagás, S.A. received revenues of €13,272,000 and incurred expenses of €800,000 for this concept.

- **Transactions with Enagás Financiaciones, S.A.U.**

Enagás Financiaciones, S.A.U. arranged two loans, of €500Mn and €250Mn, maturing in 2017, corresponding to the €500Mn bond issue and €250Mn tap operation in October 2012, with the joint and several guarantee of Enagás, S.A. and Enagás Transporte, S.A.U.

Loans of €10Mn and €400Mn were also extended, maturing in 2014 and 2016 respectively.

The terms governing interest, fees, expenses and guarantees are all on an arm's length basis.

Provision of services: Enagás, S.A. received revenues of €35,000 from this company for holding services.

- **Transactions with Gasoducto Al-Andalus S.A.**

Provision of services: Enagás, S.A. received revenues of €5,000 from this company for miscellaneous services.

- **Transactions with Gasoducto de Extremadura, S.A.**

Provision of services: Enagás, S.A. received revenues of €5,000 from this company for miscellaneous services.

- **Transactions with Bahía de Bizkaia Gas, S.L.**

Enagás holds a guarantee line with BBG for a maximum amount of €10Mn.

Provision of services: Enagás, S.A. received revenues of €1,096,000 from this company for engineering services.

- **Transactions with Gasoducto Escombreras, S.L.U.**

Gasoducto Escombreras was taken over by Enagás Transporte, S.A.U. on 26 December 2012.

Provision of services: Enagás, S.A. received revenues of €82,000 from this company for holding services.

2. Transactions between Enagás Transporte, S.A.U. and companies over which it exercises control

- **Transactions with Gasoducto Al-Andalus S.A.**

Enagás Transporte S.A.U. granted this company a loan amounting to €4Mn at 31 December 2012.

Provision of services: Enagás Transporte, S.A.U. received revenues of €12,367,000 and incurred expenses of €14,822,000 related to services with this company.

- **Transactions with Gasoducto Escombreras, S.L.**

Gasoducto Escombreras, S.L. was taken over by Enagás Transporte, S.A.U. on 26 December 2012.

On 14 December 2012, Enagás Transporte, S.A.U. repaid and cancelled the credit line for a maximum of €5Mn arranged with Gasoducto Escombreras.

- **Transactions with Gasoducto de Extremadura, S.A.**

Provision of services: Enagás Transporte, S.A.U. received revenues of €7,222,000 and incurred expenses of €6,903,000 related to services with this company.

- **Transactions with Enagás GTS, S.A.U.**

Provision of services: Enagás Transporte, S.A.U. received no revenues and incurred expenses of €14,313,000 related to services with this company.

3. Transactions between Enagás, S.A. and companies over which Enagás, S.A. exercises significant influence: Sociedad Promotora Bilbao Gas Hub, S.L., Palencia 3 investigación, desarrollo y explotación, S.L., GNL Quintero, S.A.

No transactions were carried out.

4. Transactions between Enagás, S.A. and companies exercising significant influence over it:

- **Transactions with Kutxa Bank, S.A.**

1) Enagás, S.A. has a €25Mn credit line with Kutxa Bank and a bank guarantee facility of €6Mn.
The terms governing interest, fees and commissions, expenses and guarantees in all financial agreements with Kutxa Bank are on an arm's length basis.

2) Enagás S.A. has fully repaid a loan it took out with Kutxa Bank for €100Mn.

3) On 5 July 2012, Enagás, S.A. paid Kartera 1 S.L. (BBK) an additional dividend of €7.3Mn, as approved at its General Shareholders' Meeting. Additionally, on 20 December 2012, the interim dividend against 2012 was paid, for the amount of €5.1Mn. The total dividend paid therefore stands at €12.4Mn.

- **Transactions with Oman Oil**

1) On 5 July 2012, Enagás S.A. paid Oman Oil Spain S.L.U. an additional dividend of €7.3Mn, as approved at its General Shareholders' Meeting. Additionally, on 20 December 2012, the interim dividend against 2012 earnings was paid, for the amount of €45.51Mn. The total dividend paid therefore stands at €12.4Mn.

- **Transactions with Spanish State Holding Company (SEPI)**

1) On 5 July 2012, Enagás, S.A. paid SEPI an additional dividend of €7.3Mn, as approved at its General Shareholders' Meeting. Additionally, on 20 December 2012, the interim dividend against 2012 earnings was paid, for the amount of €54.1Mn. The total dividend paid therefore stands at €12.4Mn.

5. Transactions with directors, managers and their immediate relatives (Article 4.1, paragraph b, of Ministerial Order EHA/3050/2004)

Attendance fees paid to the members of the Board of Directors to 31 December 2012 totalled €1Mn. Remuneration paid to the Company's senior management was €3,557,000.

6. Transactions between Enagás, S.A. and companies in which directors and managers exercise a significant influence. (Article 4.1, paragraph d of Ministerial Order EHA 3050/2004)

• Transactions with Banco Sabadell

Banco Sabadell and Enagás Transporte S.A.U. signed an agreement whereby the bank brokers a loan for €100Mn corresponding to tranche C of the €1Bn loan granted by the EIB.

Enagás, S.A. also has a three-year €6Mn credit line and Enagás Transporte holds a €6Mn bank guarantee line with Banco Sabadell.

In November 2012, the three year €150Mn loan between Enagás Transporte and Banco Sabadell matured.

Additionally, in February 2012, Enagás, S.A. arranged a three-year €150Mn loan with Banco Sabadell, maturing in 2015. In July 2012, this loan was transferred by universal succession to Enagás Transporte, S.A.U. following the hive-down process implemented at Enagás, S.A.

Lastly, Enagás Transporte, S.A.U. arranged an interest-rate swap (IRS) with Banco Sabadell for €50Mn for the period running from November 2009 to November 2012. In March 2012, Enagás arranged an interest-rate swap (IRS) for €50Mn, maturing in 2015. In November 2012, one of the €50Mn interest-rate swap (IRS) agreements matured.

The terms governing interest, fees and commissions, expenses and guarantees in all financial agreements with Banco Sabadell are on an arm's length basis.

• Transactions with Eulen S.A.

Provision of services: Enagás, S.A. received no revenues and incurred expenses of €1,175,000 related to this company.

• Transactions with Iberdrola, S.A.

1) Provision of services: Enagás, S.A. received no revenues and incurred expenses of €618,000 related to services with this company.

2) Enagás, S.A. has a total of 22 third-party access (TPA) agreements in force with Iberdrola S.A., of which 1 is short term and 21 are long term. Fifteen TPA agreements were arranged in 4Q12, of which one remained in force at 31 December 2012.

Between 1 January and 31 December 2012 the following services were rendered: regasification of 6,901.46 GWh (billings for these services, including cistern loading, offloading tankers and LNG storage, totalled €16.59Bn); transmission of 7,292.38 GWh (billings for these services, including the transmission component of tolls, were €11.97Bn);

and storage of a daily average of 3,814.15 GWh (billings for these services were €24.66Bn). TPA agreements are standard forms approved by the Industry, Energy and Tourism Ministry. The tolls billed by Enagás are also standardised by the Ministry.

- **Transactions with NEWCOMER 2000, S.L.**

Provision of services: Enagás, S.A. received no revenues and incurred expenses of €66,000 related to this company.

7. Transactions between Enagás Transporte S.A.U. and companies in which directors and managers exercise a significant influence.

- **Transactions with Eulen, S.A.**

Provision of services: Enagás Transporte, S.A.U. received no revenues and incurred expenses of €1,167,000 related to services with this company.

- **Transactions with IBERDROLA, S.A.**

Provision of services: Enagás Transporte, S.A.U. has received no revenues and incurred expenses of €14,696,000 related to services with this company.

APPENDIX III: CORPORATE RESPONSIBILITY AND SUSTAINABILITY

Indexes, certifications and assessment agencies

Enagás has been a member of the **United Nations Global Compact** since 2003. Membership implies an ethical commitment to ten universal principles governing conduct and action on matters concerning human rights, work, the environment and the fight against corruption.

Enagás confirmed its membership of the **Dow Jones Sustainability World Index (DJSI)** in 2012. Enagás has been a member of this index since 2008. The index is the global benchmark for sustainable investing and analyses the world's 2,500 largest companies, selecting those with the best sustainability track records.

Enagás has been a member of the **FTSE4Good** index since 2006. This index tracks companies' performance on internationally-recognised corporate responsibility criteria.

Enagás has been a member of the **Ethibel Pioneer & Excellence** index since 2009. The Ethibel Forum analyses companies' financial, social and environmental performance in order to provide investors with specific instruments to help them identify socially-responsible products.

Enagás has been a member of the **STOXX ESG Leaders** index since 2011. This index highlights the best companies in the field of sustainability, out of the 1,800 largest companies in the world.

Enagás was recognised as one of the 100 most sustainable companies in the world in 2012, nominated as world leader in the utilities sector and leading Spanish company in this field according the **Global 100 index** drawn up by **Corporate Knights**.

Enagás is the only Spanish company to form part of the **Vigeo World 120 index.** This new index, created for the 10th anniversary of the Vigeo sustainability rating index, identifies the 120 most advanced companies in the areas of the environment, social and corporate governance.

Enagás has been ranked "**B Prime**" by **oekom** since 2010. oekom is one of the world's top sustainability rating agencies, publishing sustainable-investing research reports.

Enagás improved its score in the CDP Iberia 125 report in 2012, with a score of 85 points in the disclosure category and maintaining Level B in the performance category. This report analyses the 125 largest companies in Spain and Portugal. The Carbon Disclosure Project is an initiative which dates back to 2000 and compiles information about climate change from over 2,500 of the world's largest companies.

In 2012, the Enagás business model received the **Seal of European Excellence 500+ EFQM** (European Foundation for Quality Management), obtaining the maximum distinction awarded by this entity, a benchmark in Europe in the analysis and promotion of corporate excellence.

As a standard-bearer in corporate social reporting, in 2011 Enagás adhered to an **International Integrated Reporting Committee (IIRC)** initiative. The IIRC supports the preparation of a single integrated corporate report, sharing knowledge and best practices in this regard.

Enagás's 2011 annual report was verified for the third year in accordance with standard **AA1000**, having obtained, for the fourth consecutive year, the top score awarded by the **Global Reporting Initiative - GRI (A+).** These international standards reflect Enagás's commitment to transparency.

In 2012, Enagás renewed its certification as a **Family-Responsible Company,** granted by the Fundación +Familia to the Company in 2007. Enagás maintains its "B – Proactive" rating. This is a private, not-for-profit, independent charity set up and run to provide innovative and highly professional solutions to support and protect the family.

In 2012, Enagás renewed the **Equality at Work Seal (Distintivo de Igualdad en la Empresa)** it first obtained in 2010. Enagás was recognised for its equal opportunities and treatment policy, receiving the seal from the Ministry for Health, Social Policy and Equality.

In 2012, for the third consecutive year, Enagás was named one of Spain's **Top Employers,** based on an independent analysis conducted by the CRF Institute. According to the Institute, the Company is one of the best places to work.

Enagás has secured ISO 9001:2008 certification for its system operator (TSO) and third party network access (TPA) management processes, as well as its information management systems and infrastructure development systems.

Since 2011, Enagás has held **SSAE 16 certification** for its "System capacity management and viability analysis" and "System security of supply/technical management of underground storage" procedures. This certification offers an independent opinion on the functions of the corporate control structure.

APPENDIX IV: Contact data

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