

[TRANSLATION FOR INFORMATION PURPOSES]

Enagás, S.A., with the aim of complying with article 82 of the Spanish Securities Market Act 24/1988, hereby notifies the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) (“**CNMV**”) the following

SIGNIFICANT EVENT
(HECHO RELEVANTE)

The management body of Enagás Financiaciones, S.A.U. (a 100% wholly-owned subsidiary of Enagás, S.A.) (the “**Company**”) have agreed to call the noteholders’ meeting (respectively, the “**Noteholders’ Meeting**” and the “**Noteholders**”) in respect of €750,000,000 4.25 per cent. Notes due 2017 (ISIN: XS0834643727 and Common Code 083464372) (respectively, the “**Issue**” and the “**Notes**”) (of which all remain outstanding); guaranteed by Enagás, S.A. and Enagás Transporte, S.A.U. under the Enagás Financiaciones, S.A.U. €2,000,000,000 Guaranteed Medium Term Note Programme, which will be held at first call at Calle Hermosilla, 3, 28001, Madrid, Spain, on 21 January 2014, at 11:00 a.m. CET. In the event that such meeting could not be validly adjourned at first call due to the fact that the legally required quorum is not met, the Company foresees to convene at second call the relevant Noteholders’ Meeting.

The call of the Noteholders’ Meeting will be made by publication in the Spanish Commercial Registry Official Gazette (“*BORME*”) and in newspaper of broad circulation in Spain in compliance with the provisions of the Spanish Companies Act (*Real Decreto Legislativo 1/2010, de 2 de julio, por el que se aprueba el Texto Refundido de la Ley de Sociedades de Capital*) (the “**Spanish Companies Act**”), in accordance with the terms and conditions of the Issues (the “**Terms and Conditions**”) and the syndicate of noteholders’ regulations (respectively, the “**Syndicate of Noteholders’ Regulations**” and the “**Syndicate of Noteholders**”) and according to the following:

AGENDA

- (1) Examination and approval, if appropriate, of the work performed by the provisional commissioner of the Syndicate of Noteholders.
- (2) Ratification of the appointment of the provisional commissioner as commissioner of the Syndicate of Noteholders.
- (3) Examination and approval, if appropriate, of the final version of the Syndicate of Noteholders’ Regulations.
- (4) Assent and agree to the release of Enagás Transporte, S.A.U.’s obligations as guarantor under the Notes which will include (i) the amendment of the Conditions of the Notes and the Public Deeds (including the deletion at paragraph 1(ii) of the relevant Final Terms of the reference to Enagás Transporte, S.A.U.) and (ii) the termination of the Deed of Guarantee and the termination of all of the obligations of Enagás Transporte, S.A.U. thereunder, pursuant to clause 4 therein, with respect to the Notes.
- (5) Empower the Commissioner to enter into any necessary documentation and carry out any authorisation which would be deemed needed or necessary to give effect to the resolutions approved by the Noterholders’ Meeting.

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- (6) Discharge and exonerate the Commissioner from all liabilities in respect of the convening of the Noteholders' Meeting, the proposals subject to approval, its intervention in such Noteholders' Meeting and the actions which are carried out under the powers conferred by virtue of the proposal under paragraph (5) above.
- (7) Discharge and exonerate the Company from all liabilities in respect of the convening of the Noteholders' Meeting and the proposals of amendments of the Terms and Conditions of the Issue.
- (8) Approval of the conditions for the attendance fee to be paid.
- (9) Drafting and approval of the Minutes of the Noteholders' Meeting.

NOTEHOLDER INFORMATION

Noteholders may request a free copy of the Consent Solicitation Memorandum, including details of agenda items at the Noteholders' Meeting and proposals submitted for a vote, to be delivered or sent immediately after notices of the Noteholders' Meeting are published in the Spanish Commercial Registry Official Gazette ("*BORME*"). The Consent Solicitation Memorandum will also be available to Noteholders at the Company's registered offices. The Fiscal Agency Agreement for the Issue has also been made available to Noteholders purely for information purposes.

ATTENDANCE FEE

The Company will pay Noteholders an attendance fee of 0.50%, amounting to five hundred (500) euros per one hundred thousand (100,000) euros of nominal value of bonds held (less the corresponding applicable deduction or withholding) for attending in person or by proxy the respective Noteholders' Meeting at which they vote (irrespective of how they vote), subject to the terms and conditions and times set in the Consent Solicitation Memorandum.

VOTING AND ATTENDANCE RIGHTS

Noteholders shall be entitled to attend the Noteholders' Meeting if they hold bonds at least five (5) days before the date the general meeting is held and provide proof of ownership by any of the legally permitted means.

The Consent Solicitation Memorandum sets out the procedures for Noteholders to attend and vote at the Noteholders' Meeting.

The Company's directors and the Fiscal Agent, as well as the financial and legal advisors to the Company, the Commissioner and Fiscal Agent in the Issue, will also be entitled to attend the Noteholders' Meeting.

RIGHT TO REPRESENTATION

All Noteholders entitled to attend any of the Noteholders' Meeting may be represented at the corresponding meeting by proxy by another person or entity by any of the legally permitted means.

The Consent Solicitation Memorandum details the procedures for Noteholders to be represented at the Noteholders' Meeting.

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ADDITIONAL INFORMATION

The following contact details have been provided for noteholder to request any information or clarifications regarding this Noteholders' Meeting:

Solicitation Agents:

Citigroup Global Markets Limited
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB
United Kingdom
Att.: Liability Management Group
Email: liabilitymanagement.europe@citi.com
Tel: +44 (0) 20 7986 8969

Société Générale
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Tabulation Agent:

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