



# Enagás S.A.

## Notice of Ordinary General Shareholders' Meeting

At its meeting of May 25, 2020, the Board of Directors of Enagás, S.A. (hereinafter, the "**Company**") agreed to call an Ordinary General Shareholders' Meeting, to be held upon first call on June 29, 2020 at 12:00 pm at the Company's registered office, Paseo de los Olmos 19, 28005 Madrid and, if the shareholders then present fail to constitute a quorum as required by law and the Company's Articles of Association, to be held **upon second call on June 30, 2020 at 12:00 pm**, also at the Company's registered office, Paseo de los Olmos 19, 28005, Madrid whereupon the cards issued for the original date and time will still be valid.

**Shareholders are advised that the General Shareholders' Meeting is expected to be held upon second call. Should this not be the case, adequate advance notice will be given.**

If, at the time of the General Meeting, the state of emergency has been extended or, once the state of emergency has been lifted, restrictions or recommendations by public authorities regarding the mobility of persons or regarding meetings of more than a certain number of persons remain in force, under the provisions of Article 41 of Royal Decree-Law 8/2020 of March 17 on extraordinary urgent measures to deal with the economic and social impact of COVID-19, the General Shareholders' Meeting will be held without the physical attendance of shareholders, representatives or guests.

If this happens, **given the exceptional circumstances that currently pertain, the shareholders are urged to make use of the means of representation and remote voting (by postal correspondence or electronic communication) or remote attendance (through the application created for this purpose) indicated in this announcement. In any case, the Company shall confirm, at least five (5) calendar days prior to the date of the General Meeting, through the publication of a supplementary notice, the rules for holding the General Meeting and the whether or not physical attendance is possible.** Shareholders are reminded that physical attendance, if possible, would revoke proxies and votes cast by means of remote communication.

In any case, the General Shareholders' Meeting will be retransmitted through the corporate website ([www.enagas.es](http://www.enagas.es)).

### MEETING AGENDA

1. Examine and, if appropriate, approve the 2019 Annual Accounts (balance sheet, income statement, statement of changes in equity, cash flow statement and notes to the annual accounts) and Management Report of Enagás S.A. and its Consolidated Group.
2. Approve the consolidated non-financial information included in the Enagás Group's Management Report for 2019.
3. Approve, if applicable, the proposed distribution of Enagás, S.A.'s profit for 2019.

4. Approve, if applicable, an extraordinary dividend to be charged to unrestricted reserves.

5. Approve, if appropriate, the performance of the Board of Directors of Enagás, S.A. in 2019.

6. Amendment of Articles 22, 27, 35, 37, 39, 44 and 45 of the Articles of Association, and introduction of a new Article 53.bis. The following proposals shall be put to vote separately:

6.1. Amendment of Article 27 (“Attendance at Meetings, Proxies and Voting”) to provide for attendance at the Meeting by telematic means.

6.2. Amendment of Article 35 (“Composition of the Board”) to increase the maximum number of members of the Board of Directors to 16.

6.3 Amendment of Article 39 (“Board Meetings”) to provide for attendance at Board meetings by telematic means.

6.4. Amendment of Article 44 (“Audit and Compliance Committee”) to increase the maximum number of members of the Audit and Compliance Committee to seven.

6.5. Amendment of Article 45 (“Appointments, Remuneration and Corporate Social Responsibility Committee”), which will now be called “Sustainability, Appointments and Remuneration Committee” in order to increase the maximum number of members to seven, in addition to changing its name. And, accordingly, amendment of Articles 22 (“Call to Meeting”) and 37 (“Posts”) to adapt the references to this Committee to its new name.

6.6. Introduction of a new Article 53.bis (“Dividend in Kind”) to expressly provide for the possibility of distributing this type of dividend.

7. Amendment of Articles 9 (“Right to Attend”) and 11 (“Right to Vote”) of the Regulations of the General Shareholders’ Meeting to provide for attendance at the Meeting by telematic means.

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.

9. To grant authorisation for purposes of Article 146 of the Corporate Enterprise Act concerning the possibility of enterprises acquiring their own shares.

10. Amendment, for the purposes of Article 529 novodecies of the Law on Corporations, of the policy on remuneration of Directors for the 2019, 2020 and 2021 financial years, for the sole purpose of changing the maximum annual limit on the remuneration of

Directors in their capacity as such, to adapt it to the new number of directors and the new number of members of the Committees.

11. To submit the annual report on directors' remuneration referred to in Article 541 of the Corporate Enterprises Act to an advisory vote.

12. Report not subject to vote on the amendments to the "Rules and Regulations on the Organisation and Operation of the Board of Directors of Enagás, S.A." since the last General Meeting, in order to adapt it to the criteria and basic principles of Technical Guides 3/2017 and 1/2019 of the CNMV and amendments to the Law on Non-Financial Information and Diversity introduced by Law 11/2018.

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

### **SUPPLEMENT TO NOTICE OF GENERAL MEETING AND SUBMISSION OF NEW PROPOSALS**

In accordance with Article 519 of the Corporate Enterprises Act, shareholders holding at least three percent of the company's share capital are hereby advised that they may, by certified notice received at the registered office of the company (Enagás, S.A. Secretaría General, Paseo de los Olmos 19, 28005 Madrid) within five days of publication of this Notice, require that a supplement to the Notice be published adding one or more items to the agenda, providing that the new items are accompanied by the rationale for each item or, where appropriate, by a proposed resolution and its rationale. Any such supplement to the Notice shall be published at least fifteen days in advance of the scheduled date of the General Shareholders' Meeting.

Shareholders representing at least this same percentage 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 Agenda.

### **PRESENCE OF A NOTARY AT THE MEETING**

In accordance with Article 203 of the Corporate Enterprises Act, Article 33 of the Articles of Association and Article 14 of the Rules and Regulations of General Meetings, the Board of Directors has arranged for a civil-law notary to be present to take the minutes of the General Shareholders' Meeting.

### **ATTENDANCE AND VOTING RIGHTS**

In accordance with Article 27 of the Articles of Association and Articles 9 and 11.1 of the Rules and Regulations of General Meetings, the right to attend and vote at a General Shareholders' Meeting rests with those shareholders who, five days prior to the Meeting held upon first call, are holders of the shares registered in the corresponding accounting ledger. Notwithstanding the foregoing, the shareholders entitled to attend cannot vote on the resolutions in which they have a conflict of interest. It is considered that shareholders have a conflict of interest when the resolution is aimed at: i) releasing them from an obligation or granting them a right; ii) providing them with any type of financial assistance, including guarantees in their favour; or iii) exempting them from their obligations arising from their duty of loyalty in accordance with Article 230 of the Corporate Enterprises Act. The shares held by the shareholder in a situation of conflict of interest will be deducted from the share capital for the purposes of calculating the voting quorum in each case.

If physical attendance is possible, shareholders entitled to attend must prove their entitlement by any of the following forms of evidence: a) the appropriate attendance and voting card to be issued by member entities of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (Spanish Central Securities Depository) or such body as may replace it in the future, properly filled out for the purpose, or b) the electronic attendance and voting certificate issued by the entity entrusted with the register of dematerialised shares or the authorised share certificates depository entity, properly filled out for the purpose.

The share capital is divided into TWO HUNDRED AND SIXTY-ONE MILLION, NINE HUNDRED AND NINETY THOUSAND, SEVENTY-FOUR voting shares of the same class and series. Pursuant to the thirty-first additional provision of the Hydrocarbons Industry Act 34/1998 of October 7 and Article 6 bis of the Articles of Association, no natural person or body corporate may hold voting rights of over 3% in Enagás, S.A., and under no circumstances may shares be syndicated. Those parties that operate within the gas sector, including those natural persons or bodies corporate that directly or indirectly possess equity holdings in the former of more than 5%, may not exercise voting rights in Enagás, S.A. in excess of 1%. These restrictions do not apply to direct or indirect interests held by public sector enterprises.

If physical attendance is possible, registration of attendance and voting cards shall start at 10.00 am. Accreditations shall be accepted up to 12.00 pm, when the meeting is scheduled to begin. To ensure registration and meeting arrangements are conducted smoothly, shareholders are kindly asked to arrive well in advance.

Shareholders with the right to vote can do so in person or by proxy by any of the procedures set forth in Article 11 of the Rules and Regulations of the General Shareholders' Meeting and as detailed below.

1. Attendance in person:

- a) physically if attendance in person is possible and voting at the Meeting, with the attendance and voting card duly signed and completed.
- b) remotely, under the terms set out below:

Shareholders or representatives entitled to attend may also attend the General Shareholders' Meeting remotely by using the telecommunications means provided below.

**Identification and prior registration:** in order to guarantee the identity of those attending, shareholders or representatives who wish to use the remote attendance mechanisms **must first register through the electronic voting and delegation and remote attendance application** (hereinafter the "Application"), accessible through the website ([www.enagas.es](http://www.enagas.es)), "Shareholders and Investors", **from the date of the announcement of the call to 12:00 (CEST) on June 29, 2020**. After that time, no prior registration will be accepted for the exercise of the right to remote assistance.

The guarantees the Board of Directors considers appropriate to ensure the authenticity and identification of a Shareholder and/or of a proxy exercising the right to attend remotely is the electronic signature pursuant to the terms of Law 59/2003 of December 19 on electronic signatures, provided the signature is based on (i) an Electronic User Certificate issued by the Spanish National Mint's Public Certification Authority (CERES) concerning which no revocation has been recorded, or (ii) the recognised electronic certificate included in the Spanish national identity card issued pursuant to Royal Decree 1553/2005 of December 23 regulating the issuance of national identity cards and electronic signature certificates. The certificate must be obtained by the shareholder or proxy at no charge to the Company and must be valid on the day the General Meeting is

held. It is the sole responsibility of the shareholder or representative to safeguard their electronic signature.

In order for the representative to be registered as a remote attendant at the General Meeting, the representative must also have sent the Company a copy of the documentation referred to in section 2.3 above (National Identity Document or Passport, and a copy of the proxy, if applicable by postal or electronic means, duly signed by the representative and the represented shareholder). Said documentation must be received at the Company's registered office (Enagás, S.A. - Shareholder Information Office - Paseo de los Olmos, 19, 28005 Madrid) or at the e-mail address provided for this purpose ([accionistas@enagas.es](mailto:accionistas@enagas.es)) no later than twenty-four hours prior to the date and time scheduled for the meeting at second call, that is, at 12:00 noon on June 29, 2020.

The shareholder or representative who has registered to attend the General Shareholders' Meeting electronically and wishes to leave the meeting by registering it with the notary may do so using the form provided for this purpose in the computer application.

**Connection and attendance:** shareholders (or proxies) who have previously registered to attend the General Meeting remotely in accordance with the previous section **must connect through the Application between 9:30 a.m. and 11:45 a.m. (CEST)** on June 29, 2020 (if the Meeting is held on first call) or on **June 30, 2020 (if, as expected, the Meeting is held on second call)**, and identify themselves again by one of the following means: (i) electronic ID card or (ii) qualified or advanced electronic signature, based on a recognised and valid electronic certificate, issued by the Spanish Public Certification Entity (CERES), a unit of on the Spanish National Mint (Fábrica Nacional de Moneda y Timbre).

**Involvement:** in accordance with the provisions of the Corporate Enterprises Act, contributions and proposals for agreements or requests for information or clarification, which under that Act, are made by those who will attend remotely, must be sent to the Company, in writing and in any case, in the form, terms and conditions established on the aforementioned website of the Company, between 09:30 hours and 11:45 hours (CEST) on June 29, 2020 or, as the case may be, on June 30, 2020, depending on whether the General Meeting is held on first or second call, respectively. A person attending remotely who wants their contribution be recorded in the minutes of the Meeting must expressly indicate this in the text of the minutes. Requests for information or clarification made by those attending remotely will be answered in writing during the seven days following the Meeting, in accordance with the provisions of the Corporate Enterprises Act.

**Voting:** Voting on the proposals relating to Agenda items **may take place from the time the shareholder** (or, where applicable, the representative) is **connected as an attendee** and until the Chairman or, where applicable, the Secretary of the Meeting announces the conclusion of the voting period for the proposed resolutions relating to Agenda items.

With regard to proposals of agreements on matters that, by legal mandate, do not need to be on the Agenda, remote attendees may cast their votes from the moment that these proposals are read out in order to proceed to the vote, through the same Application. The procedure provided for in the Bylaws and the Regulations of the General Meeting shall be applied to voting on proposed resolutions.

**Priority rules:** Remote attendance at the General Meeting of the shareholder who has previously delegated or voted remotely, whatever the means used, will render such delegation or vote without effect.

2. By postal vote, enclosing a duly signed and completed attendance and voting card, or by means of electronic communication according to the established procedures, making use of the forms available for this purpose on the Company's website ([www.enagas.es](http://www.enagas.es)).

3. If it is possible to enable it in relation to the state of emergency and the measures in force at any time, voting at the Shareholder Information Office, with the attendance and voting card duly signed and completed for this purpose.

A vote cast by either of the last two procedures above will only be null and void if:

- a) It is later expressly revoked by the same means used for originally casting the vote, within the time limit established for casting votes.
- b) The shareholder casting the vote is present at the General Shareholders' Meeting in person.

Any sale of voting shares effected at least five days before the scheduled date of the Meeting shall render votes cast prior to such sale null and void.

If shareholders validly cast their vote on one or more occasions using the same or different means of remote communication, the vote received last will prevail and override any votes received previously.

## **PROXY RIGHTS**

Any shareholder entitled to attend the meeting may procure to be represented at the General Meeting by another person, who need not be a shareholder, provided that the established requirements and formalities are fulfilled. Representation will be valid only for the particular meeting in question, conferred in writing, by post or through electronic means, and provided that the identity of the proxy is properly assured and the security of the electronic communications is guaranteed.

If it is possible to physically attend the General Meeting, proxies must identify themselves by their Spanish national identity card (DNI) or their passport and produce a printed copy of the postal or electronic delegation, duly signed by both the proxy and the principal.

In the event that the representative attends the General Meeting remotely, the provisions of section 1.b) above on the right of remote attendance for shareholders, referring to the representative, shall apply. In addition, in order to be registered as a remote attendee, the representative must have sent the Company a copy of the documentation referred to in the previous paragraph (National Identity Document or Passport, and a copy of the delegation, if applicable, by postal or electronic means, duly signed by the representative and the represented shareholder). Said documentation must be received at the Company's registered office (Enagás, S.A. - Shareholder Information Office - Paseo de los Olmos, 19, 28005 Madrid) or at the e-mail address provided for this purpose ([accionistas@enagas.es](mailto:accionistas@enagas.es)) no later than twenty-four hours prior to the date and time scheduled for holding the Meeting on second call.

A proxy may be revoked at any time. A proxy granted will be considered to be revoked if the principal is present at the Meeting in person. Any votes cast by remote means of communication will render any proxy granted electronically or by post ineffective, and the proxy will be deemed to have been revoked if granted previously, or not to have been granted at all if granted subsequently.

Shareholders who are legally under-age or incapacitated and body corporate shareholders will be represented by persons vested with duly documented powers of representation.

A shareholder may not have more than one representative at a meeting, whether as an appointed proxy or as a representative as determined by law.

If the principal has given voting instructions, the proxy will cast the principal's vote according to said instructions and will be bound to safeguard the instructions for one year starting from the date of the meeting convened. 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 accordance with Article 526 of the Corporate Enterprises Act concerning potential conflict of interest situations, a Director to whom a shareholder has granted proxy may not exercise the voting rights corresponding to the amount of share capital represented on items on the Agenda where there exists a conflict of interest in the case of that Director, unless the Director has received specific voting instructions concerning said items from the principal.

In accordance with the provisions of Article 523 of the Corporate Enterprises Act and Article 10 of the Rules and Regulations of General Meetings, proxies must inform the respective principal in detail of any conflict of interest prior to their designation. 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.

In accordance with the provisions of Article 524 of the Corporate Enterprises Act entities appearing as legitimated shareholders according to the register of shareholders 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.

## **PROXY REPRESENTATION AND VOTING BY REMOTE MEANS PRIOR TO THE GENERAL MEETING**

### **Votes cast at the Shareholder Information Office**

If such provision is possible as regards the state of alarm and the measures in force at any time, if shareholders decide to cast their vote in person or by proxy at the Shareholder Information Office, they shall submit an attendance and voting card clearly stating the shareholder's identity, number of shares held and vote on each item on the Agenda, bearing their written signature, and shall also present their national identity card or passport, if the shareholder is a natural person. In the case of representation, the proxy must present a document accrediting proxy representation, whether the shareholder is a body corporate or a natural person.

### **Proxy representation and voting by post**

In order to appoint a proxy or vote by post, a duly signed and completed attendance and voting card must be sent in a sealed envelope to the company's registered office (Enagás, S.A. – Shareholder Information Office – Paseo de los Olmos 19, 28005 Madrid).

### **Proxy representation and voting by electronic means**

Shareholders wishing to grant a proxy or vote electronically must do so using the section devoted to the General Meeting on the "Investor relations" page of the company's website ([www.enagas.es](http://www.enagas.es)), by following the instructions provided for that purpose on each of the windows of said website and filling out the forms provided. To this end, they must provide

proof of their identity using: (i) an Electronic User Certificate issued by the Spanish National Mint's Public Certification Authority (CERES) concerning which no revocation has been recorded, or (ii) the recognised electronic certificate incorporated in the Spanish national identity card issued pursuant to Royal Decree 1553/2005 of December 23 regulating the issuance of national identity cards and electronic signature certificates. The certificate must be obtained by the shareholder at no charge to the company and must be valid at the time of voting.

### **Common rules**

For further information on the procedures and rules relating to these methods of proxy representation and voting, shareholders are referred to the document "Process for remote attendance and voting and appointment of proxies by remote communication for General Shareholders' Meetings", passed by the Board of Directors at its meeting held on May 25, 2020, and available in the section on the General Shareholders' Meetings on the "Investor relations" page on the company's website ([www.enagas.es](http://www.enagas.es)).

To be valid, appointment of a proxy or vote cast by the aforesaid means must be received at the company's registered offices (Enagás, S.A. – Shareholder Information Office – Paseo de los Olmos 19, 28005 Madrid), or through the company's website ([www.enagas.es](http://www.enagas.es)) in the case of electronic proxy appointments or votes, between the day of Notice of Meeting and no later than twenty-four hours prior to the scheduled date and time of the General Shareholders' Meeting at second call.

After this time, only proxy appointments in writing presented, if possible in person, at the shareholder registration desks on the date and time specified for the General Meeting will be admitted.

### **RIGHT TO INFORMATION**

Pursuant to Articles 197, 287, 506.4, 518 and 520 of the Spanish Corporate Enterprises Act, shareholders are advised that they may examine the following information at the registered office of Enagás, S.A. (Paseo de los Olmos 19, 28005, Madrid), or request that said information be submitted or sent to them free of charge:

- The 2019 Annual Accounts (balance sheet, income statement, statement of changes in equity, cash flow statement and notes), Management Report and Audit Report for both Enagás, S.A. and its Consolidated Group. The consolidated Management Report incorporates the Annual Report 2019 that contains the non-financial information statement related to the Group in 2019, in accordance with Law 11/2018 of December 28, concerning non-financial information and diversity.
- The full text of the Notice of General Meeting, setting out the resolutions proposed for adoption by the Board of Directors, including the full text of each of the resolutions to amend the Articles of Association and, if applicable, the supplement to the Notice of General Meeting and the proposals as presented by the shareholders along with any documentation attached.
- Total number of shares and voting rights at the date of the Notice.
- The attendance and voting card.
- Identity, curriculum vitae, and category of members of the Board of Directors nominated for appointment or re-election, along with the proposal and reports as referred to in Article 529 decies of the Corporate Enterprises Act.
- Report issued by the Board of Directors for the purposes of Article 286 of the Corporate Enterprises Act, justifying the amendments to the Articles of Association referred to in point 6 of the Agenda.



- Text of the amendment to the directors' remuneration policy for the years 2019, 2020 and 2021 that is submitted for the approval of the General Shareholders' Meeting as item 10 on the Agenda on the effects of Article 529 novodecies of the Corporate Enterprises Act and the report of the Appointments, Remuneration and Corporate Social Responsibility Committee regarding said amendment.
- Annual Report on Directors' Remuneration.
- The Annual Report 2019, which forms part of the Consolidated Management Report, considers the Group's relevant financial and non-financial information from 2018, meeting the requirements of Law 11/2018.
- Annual Corporate Governance Report (including the Report on the Activities of the Audit and Compliance Committee).
- The report issued by the Board of Directors on amendments made to the "Rules and Regulations of the General Shareholders' Meeting of Enagás, S.A.".
- The report issued by the Board of Directors on amendments made to the "Regulations on the organisation and functioning of the Board of Directors of Enagás, S.A.".
- Report of the Board of Directors for the purposes of Articles 286, 296, 308 and 506 of the Corporate Enterprises Act and the Report of the independent expert other than the company's auditor, for the purposes of Article 506 of the Corporate Enterprises Act, drafted in relation to the capital increase made by the company on December 20, 2019; all in accordance with Article 506.4 of the Corporate Enterprises Act.
- The report on the activities of the Appointments, Remuneration and Corporate Social Responsibility Committee.
- The report from the Audit and Compliance Committee on the independence of the external auditor.
- The report from the Audit and Compliance Committee on related-party transactions.
- The procedure for remote attendance, voting and granting proxies at the General Shareholders' Meeting by remote means of communication approved by the Board of Directors.
- The rules of use of the "Electronic Shareholder Forum" approved by the Board of Directors.

All the above information is available on the "Investor relations" page of the company's website ([www.enagas.es](http://www.enagas.es)).

In accordance with Articles 197 and 520 of the Corporate Enterprises Act, shareholders are informed that up to the fifth day prior to the General Meeting, or orally during the Meeting itself, they may request from the Directors any information or clarification they deem appropriate, or submit in writing the questions they judge relevant, and request any clarifications concerning any information accessible to the general public which the company has supplied to the Spanish National Securities Market Commission since the last General Meeting, and also concerning the Auditors' Report.

Pursuant to Article 539 of the Corporate Enterprises Act, an "Electronic Shareholder Forum" has been created on the "Investor relations" tab of the company's website ([www.enagas.es](http://www.enagas.es)). The rules of use of the forum were approved by the Board of Directors at its meeting on May 25, 2020.

Any other information on the General Shareholders' Meeting not expressly set out in this Notice may be consulted in the Rules and Regulations of General Meetings and in the

“Process for remote attendance and voting and appointment of proxies by remote communication for General Shareholders’ Meetings” on the “Investor relations” tab of the company’s website ([www.enagas.es](http://www.enagas.es)), or by calling freephone 900 100 399, 10:00 to 14:00 and 16:00 to 18:00, Monday to Friday.

## **Processing of personal data**

Personal data (including, where applicable, image and voice) that shareholders send to Enagás S.A. to exercise their rights to attend, represent and vote at the General Meeting, or that are provided for these purposes by the entities where these shareholders have their shares deposited, will be processed by Enagás S.A. in accordance with Organic Law 3/2018 on Personal Data Protection and the Guarantee of Digital Rights and with Regulation 2016/679 of the European Parliament and of the Council of April 27, 2016, to carry out the appropriate development, compliance and control of the existing shareholder relationship.

The legal basis for data processing will be compliance with the legal obligations established in the Corporate Enterprises Act, relating to the execution of the shareholder relationship for the management of calling and holding the General Meeting, the processing of the vote cast and delegation of the vote, as well as the management of requests for information or issues raised by the shareholder. The General Meeting may be recorded and broadcast on the Enagás website or by accredited media. The legal basis for processing recordings or images of the shareholder will be the legitimate interest of Enagás S.A. in recording and broadcasting the General Meeting and the consent of the person attending, granted when attending the General Meeting, with other alternative means available for the latter to exercise his rights without attending the event. The data will be retained for as long the individual is a shareholder and, thereafter, for the period of limitation of any legal or contractual actions that may apply.

The personal data will be provided to the Notary exclusively in connection with the drafting of the notarial minutes of the General Shareholders’ Meeting and may be provided to third parties to exercise the right to information provided for by law or accessible to the public insofar as it is disclosed in the course of the General Meeting.

Likewise, suppliers who provide services for the General Meeting may have access to their personal data for any of the purposes set forth in this Notice, as well as for other technical or auxiliary purposes. These suppliers shall be considered as processors and shall process the personal data in accordance with the Company’s instructions. The Company will not carry out international transfers of personal data.

Please note that you may exercise your rights of access, rectification, portability, deletion, limitation, opposition and the right not to be subject to automated decisions, when such rights are applicable, by sending your request to [protecciondedatos@enagas.es](mailto:protecciondedatos@enagas.es) or to the postal address at Paseo de los Olmos 19, 28005 Madrid, providing a copy of your ID card or equivalent document and specifying your request. Likewise, if you consider that your data has been processed inappropriately, you will have the right to file a complaint with the Spanish Data Protection Agency ([www.aepd.es](http://www.aepd.es)).

In the event that the shareholder’s proxy card or any other card used at the General Meeting includes personal data referring to other individuals, the shareholder must inform them of the points contained in the preceding paragraphs and comply with any other requirements that may be applicable for the proper transfer of the data to Enagás S.A. without the latter having to take any additional action in terms of information or, if necessary, consent.

Further, detailed information about the way process data is available in the Data Protection Policy in the Legal Notice of our website (<https://www.enagas.es/enagas/es/Pie/AvisoLegal>).

Madrid, May 28, 2020  
The Secretary to the Board of Directors  
Rafael Piqueras Bautista  
**Enagás, S.A.**