

Enagás, S.A.

Notice of Ordinary General Shareholders' Meeting

At its meeting of 31 January 2011, the Board of Directors of Enagás, S.A. resolved to call an Ordinary General Shareholders' Meeting to be held, upon first call, on 24 March 2011 at 12:00 pm at the Palacio Municipal de Congresos (Campo de las Naciones), Avenida de la Capital de España s/n, Madrid, and, if shareholders then present fail to constitute a quorum as required under law and the Company Bylaws, to be held **upon second call at the adjourned time and date of 25 March 2011 at 12.00 pm**, at Palacio Municipal de Congresos (Campo de las Naciones), Avenida de la Capital de España s/n, Madrid, the cards issued for the original date and time being still valid.

Shareholders are advised that the General Shareholders' Meeting is expected to be validly constituted upon second call. Adequate advance notice shall be given of any other arrangement.

AGENDA

1. To examine, and if appropriate, approve the 2010 Annual Accounts (balance sheet, income statement, statement of changes in equity, cash flow statement and notes to the financial statements) and Management Report of Enagás S.A. and its Consolidated Group.
2. To approve, if applicable, the proposed distribution of Enagás, S.A.'s profit for the financial year 2010.
3. To approve, if appropriate, the performance of the Board of Directors of Enagás, S.A. in 2010.
4. To re-appoint Deloitte S.L. as Auditor of Enagás, S.A. and its Consolidated Group for 2011.
5. To amend the following Articles of the Company's bylaws:
 - 5.1.- Article 1 ("Name").
 - 5.2.- Article 8 ("Shareholders' rights").
 - 5.3.- Article 10 ("Usufruct of shares").
 - 5.4.- Article 11 ("Pledging of shares").
 - 5.5.- Article 14 ("Pre-emptive subscription rights").
 - 5.6.- Article 15 ("Reduction of capital by purchase of own shares").
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 - 5.7.- Article 16 ("Issuance of bonds").
 - 5.8.- Article 18 ("General Meeting").
 - 5.9.- Article 21 ("Extraordinary General Meetings").
 - 5.10.- Article 22 ("Convening the General Meeting").
 - 5.11.- Article 23 ("Exceptional convening of the General Meeting").
 - 5.12.- Article 26 ("Special quorum").
 - 5.13.- Article 27 ("Attendance at meetings, representation by proxy and voting").
 - 5.14.- Article 32 ("Minutes of proceedings").
 - 5.15.- Article 33 ("Notarised minutes").
 - 5.16.- Article 34 ("Challenging the resolutions of the General Meeting").
 - 5.17.- Article 35. (Composition of the Board").
 - 5.18.- Article 42 ("Challenges to resolutions").
 - 5.19.- Article 44 ("Audit and Compliance Committee").
 - 5.20.- Article 47 ("Employees").

- 5.21.- Article 50 ("Appointment of auditors").
- 5.22.- Article 52. ("Appropriation of profit or loss").
- 5.23.- Article 54 ("Resitution of dividends").
6. To amend the following Articles of the Regulations of the General Shareholders' meeting.
- 6.1.- Article 4 ("Powers of the General Meeting").
- 6.2.- Article 5 ("Convening the General Meeting").
- 6.3.- Article 7 ("Shareholders' right to information").
- 6.4.- Article 9 ("Right of attendance").
- 6.5.- Article 10 ("Proxy rights").
- 6.6.- Article 11 ("Voting rights").
- 6.7.- Article 12 ("Organisation and Constitution of the General Meeting").
- 6.8.- Article 13 ("Proceedings of the General Meeting").
- 6.9.- Artículo 14 ("Attendance and intervention of other persons").
- 6.10.- Article 15 ("Minutes of the General Meeting").
7. To ratify, appoint, renew or re-elect members of the Board of Directors.
- 7.1.- To re-appoint Mr. Jesús David Álvarez Mezquíriz as director for the statutory four-year period. Mr. Álvarez Mezquíriz shall serve as an executive director.
- 7.2.- To re-appoint Mr. Luis Javier Navarro Vigil as director for the statutory four-year period. Mr. Navarro shall serve as an External Director.
- 7.3.- To re-appoint CAJA DE AHORROS DE VALENCIA, CASTELLÓN Y ALICANTE (BANCAJA) as director for the statutory four-year period. BANCAJA shall serve as proprietary director proposed by the shareholder Bancaja Inversiones, S.A.
- 7.4.- To ratify and appoint for the four-year statutory period. Mr. Al shall serve as proprietary director proposed by the shareholder Oman Oil Holdings Spain, SLU.
8. To approve directors' remuneration for 2011.
9. To authorise the Board of Directors to issue bonds or other fixed income instruments, convertible or not convertible into shares of the Company and/or exchanged for shares in the Company or in other companies, for the total amount of four thousand million euros (€4,000,000,000) within a five year period starting from the date of the resolution; to set the bases and terms for the share conversion or exchange and for any required capital increase, invalidating the resolution passed by the General Meeting on 27 March 2009.
10. To present the explanatory report on the items stipulated under article 116 bis of the Securities Market Act.
11. To delegate powers to supplement, implement, perform, rectify and formalise the resolutions adopted at the General Shareholders' Meeting.

SUPPLEMENT TO THE NOTICE OF MEETING

In accordance with article 172 of the Spanish Companies Act, shareholders holding at least 5 percent of the Company's share capital are hereby advised that they may, by

certified notice received at the registered office of the Company within five days from the publication of this Notice, require that a supplement to the Notice be published adding one or more items to the agenda. Any such supplement to the Notice shall be published at least fifteen days in advance of the scheduled date of the General Shareholders' Meeting.

PRESENCE OF A NOTARY AT THE MEETING

In accordance with article 203 of the Spanish Companies Act, article 33 of the Company Bylaws and article 14 of the rules and regulations of the General Shareholders' Meeting, 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

Under article 27 of the Company bylaws and article 9 of the rules and regulations of the General Shareholders' Meeting, the right to attend and vote at a General Shareholders' Meeting rests with those shareholders who five days prior to the earliest notified date and time of such Meeting hold 100 shares duly recorded in the corresponding registries of member entities of IBERCLEAR (the Spanish securities clearing and settlement body), and those shareholders who, though individually holding fewer than 100 shares duly registered, pool their rights and appoint a shareholder to represent them and obtain an attendance card. Attendance cards shall be provided by IBERCLEAR member entities.

Pursuant to the twentieth additional provision of the Hydrocarbons Industry Act 34/1998, of 7 October, and article 6 bis of the Company bylaws, no natural person or body corporate may hold voting rights of over 3% in Enagás, S.A. Any party operating within the gas sector, including natural persons or bodies corporate that directly or indirectly own equity holdings in the former of more than 5%, may not exercise voting rights over 1%. These restrictions will not apply to direct or indirect interests held by public sector enterprises.

Registration of attendance 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 asked kindly to arrive well in advance.

Shareholders entitled to attend the meeting may vote 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:

1. By attending and voting at the meeting in person, with an attendance card.
- 2.- By voting by post, enclosing a duly signed and completed attendance card, or by means of electronic communication according to the established procedures.
3. By voting at the Shareholder Office, submitting a duly signed and completed attendance card.

REQUIREMENTS TO VALIDLY CAST VOTES PRIOR TO THE MEETING

Votes cast at the Shareholder Office

If shareholders decide to cast their vote in person or by proxy at the Shareholder Office, they shall submit an attendance card clearly stating the shareholder's identity, number of shares held and vote on each item of the agenda, bearing their autographed

signature, and shall further exhibit their identity card or passport, if the shareholder is a natural person, and a document accrediting proxy, if applicable.

Postal votes

To issue a postal vote, a shareholder must send to the registered office of the Company (Paseo de los Olmos, 19, 28005, Madrid) in a sealed envelope an attendance card clearly stating the shareholder's identity, number of shares held and his/her vote on each item of the agenda, bearing his/her autographed signature and having attached a copy of his/her national identity card or passport, if the shareholder is a natural person, and, additionally, a document accrediting power of attorney, if the shareholder is a body corporate. For further information on the procedures and rules relating to this method of voting, shareholders are referred to the document "Procedures for voting and granting proxies at the General Shareholders' Meeting by remote means of communication", passed by the Board of Directors at its meeting held on 31 January 2011, on the Company's website (www.enagas.es), "Investor Relations", in the section designated to the General Shareholders' Meeting.

Voting by electronic means of communication.

Shareholders who wish to vote by electronic means of communication should adhere to the "Procedures for voting and granting proxies at the General Shareholders' Meeting by remote means of communication" passed by the Board of Directors at its meeting held on 31 January 2011, through the Company's website (www.enagas.es), "Investor Relations", in the section dedicated to the General Shareholders' Meeting, following the instructions that appear on the web pages. To do this, they will need to provide proof of identity using a legally recognised electronic signature, stating the number of shares owned and how they intend to vote on each item of the agenda.

Rules common to postal votes, electronic votes and votes cast at the Shareholder Office

To be valid, a postal vote or vote cast at the Shareholder Office, or by electronic means must be received at the registered office of the Company (Paseo de los Olmos, 19, 28005, Madrid), or through the Company's website (www.enagas.es) in the case of electronic votes, between the day of Notice of Meeting and no later than twenty-four hours prior to the earliest scheduled date and time of the General Shareholders' Meeting.

A vote cast by either of the above procedures shall be without effect only if:

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

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

Should shareholders validly cast their vote using different means of remote communication, the vote received last shall prevail and override any earlier-dated votes.

PROXY RIGHTS

Any shareholder entitled to attend the Meeting may procure to be represented by another person, who need not be a shareholder. Representation shall be valid only for the particular meeting in question, provided that the identity of the proxy is properly assured, in writing or through electronic communication.

Shareholders who wish to grant proxies by electronic means of communication should adhere to the "Procedures for voting and granting proxies at the General Shareholders' Meeting by remote means of communication" passed by the Board of Directors at its meeting held on 31 January 2011, through the Company's website (www.enagas.es), "Investor Relations", in the section dedicated to the General Shareholders' Meeting, following the instructions that appear on the web pages. To do this, they will need to provide proof of identity using a legally recognised electronic signature, stating the number of shares owned and indicating the designated proxy. The "Procedures for voting and granting proxies at the General Shareholders' Meeting by remote means of communication" also specify the procedures and rules for granting proxies by postal correspondence.

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

Shareholders who are legally underage or incapacitated and body corporate shareholders shall be represented by persons vested with duly documented powers of proxy.

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.

A shareholder conferring a proxy to a Director and not recording voting instructions on the items on the agenda shall be deemed to wish to vote in favour of resolutions moved by the Board.

RIGHT TO INFORMATION

Pursuant to articles 197, 287 and 528 of the Spanish Companies Act, article 31 of the Company bylaws and article 7 of the Rules and Regulations of the General Shareholders' Meeting, shareholders are advised that they may inspect at the registered office of Enagás, S.A. (Paseo de los Olmos, 19, 28005, Madrid), and request free delivery of, the following information:

- The 2010 Annual Accounts (Balance Sheet, Income Statement, Statement of Changes in Equity, Cash Flow Statement and Notes to the Financial Statements), Management Report and Audit Report for both of Enagás S.A. and its Consolidated Group.
- 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 Company bylaws and Rules and Regulations of the General Shareholders' Meeting.
- The report issued by the Board of Directors in accordance with article 286 of the Spanish Companies Act and article 1 of the Rules and Regulations of the General Shareholders' Meeting, justifying the amendments to the bylaws referred to item 5 on the meeting agenda and the amendments to the Rules of Regulations of the General Shareholders' Meeting referred to in item 6 of the agenda.
- The explanatory report on the items stipulated under article 116 bis of the Securities Market Act.

- The company's Annual Report, including the Corporate Social Responsibility Report.
- The Annual Corporate Governance Report (including the Report on the Activities of the Audit and Compliance Committee); and
- The procedures for voting and granting proxies at the General Shareholders' Meeting by remote means of communication approved by the Board of Directors.
- **The operating regulations for the "Electronic Shareholder Forum" approved by the Board of Directors.**

All the above information is available on the Company website (www.enagas.es).

In accordance with article 7 of the Rules and Regulations of the General Shareholders' Meeting and article 197 of the Spanish Companies Act, shareholders are advised that up to the seventh day prior to the General Shareholders' Meeting they may put written questions to Directors and require from them any such particulars or clarification as they see fit. Likewise, under article 597 of the Spanish Companies Act, shareholders may address written questions and require particulars and clarification about any publicly available information the Company may have filed since the last General Shareholders' Meeting with CNMV, the Spanish securities market regulator.

Pursuant to article 528 of the Spanish Companies Act, an "Electronic Shareholder Electronic Forum" has been created on the Company's website. The operating regulations of this forum were approved by the Board of Directors at its meeting on 31 January 2011.

Any other information on the General Shareholders' Meeting not expressly set out in this Notice may be consulted in the rules and regulations of the General Shareholders' Meeting and in the "**Procedures for voting and granting proxies at the General Shareholders' Meeting by remote means of communication**" available on the Company's website.

Madrid, 18 February 2011
The Secretary to the Board of Directors
Enagás, S.A.

NOTE: Shareholders are advised that **from 15 April to 24 April** (both inclusive), Monday to Friday, from 10.00 am to 2.00 pm and from 4.00 to 7.00 pm, the customary gift and the documents mentioned in this Notice of Meeting, shall be available from the **Shareholder Office**, at Enagás' registered offices at Paseo de los Olmos, 19, 28005, Madrid, Spain, on presentation of their attendance card.

Shuttle bus service: Enagás has scheduled a clearly marked, complimentary shuttle bus service for shareholders on 25 March 2011, set to depart for Enagás' main offices, located at Paseo de los Olmos, 19, Madrid, at 11:00 am. The shuttle bus will return to its point of departure once the General Shareholders' Meeting has concluded.