



RESOLUTIONS ADOPTED BY THE GENERAL SHAREHOLDERS' MEETING

The General Shareholders' Meeting of Enagás, S.A. held as foreseen at second call on April 30 2004, approved the following resolutions:

RESOLUTION ONE

- "Approve the Annual Financial Statements (Balance Sheet, Profit and Loss Statement and Annual Report) and the Management Report corresponding to the fiscal year from January 1 to December 31, 2004, both for Enagas, S.A. and its Consolidated Group.
- Approve the management of the Board of Directors in fiscal year 2003.
- Approve the application of the results obtained by ENAGAS, S.A. in fiscal year 2003, amounting to a net profit of 138,962,134 euros and 55 cents, according to the proposal for allocation of income drawn up by the Board of Directors:

| Distribution | Euros |
|------------------------|----------------|
| For legal reserves | 778,054.87 |
| For dividends | 71,009,734.82 |
| For voluntary reserves | 67,174,344.86 |
| Total Results | 138,962,134.55 |

- Pay out a supplementary dividend in the amount of 42,361,623 euros and 62 cents. Payment of such dividend will be made on July 7, 2004.

The abovementioned figure is the result of deducting the interim dividend amounting to 28,648,111.20 euros, agreed by the Board of Directors on 20 November 2003 and paid out to shareholders on 8 January 2004, from the total dividend for the fiscal year, which amounted to 71,009,734.82 euros.

The total gross dividend proposed for approval by the Board, as determined in the preceding paragraph, amounted to 0.29744 euros per share, with the taxes to be paid by the shareholders.

After deducting the interim dividend paid previously, in the gross amount of 0.12000 per share, the sum of 0.17744 euros per share will now be paid, net of legally deductible taxes."

The resolution was adopted with the following votes:

| In favour | | Against | | Abstentions | | Total Votes Cast |
|-------------|--------|-----------|-------|-------------|-------|------------------|
| No. Votes | % | No. Votes | % | No. Votes | % | |
| 176,109,090 | 99.997 | 1,200 | 0.001 | 4,306 | 0.002 | 176,114,596 |

RESOLUTION TWO

"One.- Establish, within the limits set out in article 35 of the Company By-laws, the number of members of the Board of Directors at 16.

Two.- To cover the vacant positions on the Board of Directors, the following is proposed:

➤ Appoint Mr. Enrique Locutura Rupérez, a Spanish citizen, of legal age, born on January 21 1950, with National Tax Identification number (NIF) 1.374.574 W, and residence at Plaza de la Higuera nº 1, Pozuelo de Alarcón, Madrid as Company Director for the established term of four years. Mr. Enrique Locutura was proposed as Director by Gas Natural SDG, S.A., and thus shall be considered a Director Representing Core Shareholders.

➤ Appoint the entity "Peña Rueda, S. L. Unipersonal", a company with registered offices at Calle San Francisco 14, 4th Floor, 33003 Oviedo, with Tax Identification Code (CIF) B –74022872, and registered at the Companies Registry of Asturias in Volume 2916, Sheet 100, H, Entry 25985, 1st Inscription as Company Director for the established term of four years. Peña Rueda, S. L. Unipersonal was proposed by the shareholder CAJASUR, and shall likewise be considered a Director Representing Core Shareholders.

Mr. Enrique Locutura Rupérez, present at this Meeting, expressly accepts the position of member of the Board of Directors for which he has been appointed and declares that he does not incur in any of the causes of legal incompatibility for such position.

The acceptance by Peña Rueda S.L. Unipersonal of the position and the appointment of the individual who shall undertake its representation as well as its declaration of non-incurrence in any causes of legal incompatibility shall be recorded in a separate document.

Three.- Re-elect, for a new four-year term, the following Directors:

➤ Mr. Antonio González Adalid García Zozaya, a Spanish citizen, of legal age, born on March 27 1950, with residence in Madrid, Fuente del Rey nº 34 and Tax Identification Number (NIF) 1.471.008 C. Mr. Antonio González Adalid shall be considered an Executive Director.

➤ Mr. Ramón Blanco Balín, a Spanish citizen, of legal age, born on October 27 1952, with residence in Madrid, Valderaduey nº 4 and Tax Identification Number (NIF) 12.210.124 E. Mr. Blanco Balín's re-election is submitted to the General Shareholders' Meeting by Gas Natural SDG, and thus he shall be considered a Director Representing Core Shareholders.

Mr. Antonio González Adalid and Mr. Ramón Blanco Balín, present at the Meeting, expressly accept the position of members of the Board of Directors and declare that they do not incur in any cause of legal incompatibility in this regard.

To the effects of computing the votes cast for this proposal, in compliance with article 114 of the Securities Market Act, those shares delegated to the Chairman of the Board of Directors have not been included.

The resolution was adopted with the following votes:

| In favour | | Against | | Abstentions | | Total Votes Cast |
|-------------|---------|-----------|-------|-------------|-------|------------------|
| No. Votes | % | No. Votes | % | No. Votes | % | |
| 143,050,463 | 100.000 | 0 | 0.000 | 0 | 0.000 | 143,050,463 |

RESOLUTION THREE

- " Incorporate a new Article number 6 bis) in the Bylaws, amend Articles 8, 27 and 31 of the Company Bylaws, and add a Single Transitory Provision, all with the following literal wordings:

ARTICLE 6 BIS. –LIMITATIONS ON STAKES IN THE COMPANY SHARE CAPITAL.

The total direct or indirect participation of any shareholder in the share capital of the Company may not exceed five per cent.

The voting rights corresponding to shares or other securities owned by persons with participations in the share capital of Enagás, S.A. that exceed the maximum percentage indicated in the preceding paragraph shall be suspended until the participation figure is adjusted to comply with the abovementioned limit.

ARTICLE 8. – SHAREHOLDERS RIGHTS.

Each share confers upon its legitimate owner the title of shareholder and gives the latter the following rights:

- a) The right to participate in the distribution of corporate profits and in the assets resulting from liquidation.
- b) The right to preferential subscription in the issue of new shares or convertible bonds.
- c) The right to attend and vote at the General Shareholders Meetings and to contest the resolutions adopted thereat.
- d) The right to information.

Voting rights may not be exercised by shareholders who are in arrears in payment of capital calls. Likewise, such rights shall not be exercised by those shareholders who do not comply with the restrictions set out in article 6 bis herein, although such limitation shall apply solely to those shares that exceed the established limits. Such shares shall be deducted when calculating quorum.

Shareholders in arrears with their payment obligations shall likewise not be entitled to receive dividends, nor preferential treatment in the subscription of new shares or convertible bonds. The above notwithstanding, once the payment of such capital calls and the corresponding interest has been effected, such shareholders may claim payment of non-expired dividends, although he/she may not claim preemptive rights if the term for exercise of the same has elapsed.

ARTICLE 27. – ATTENDANCE AT MEETINGS, REPRESENTATION AND VOTING.

Shareholders owning 100 shares registered, at least five days prior to the date scheduled for the Shareholders' Meeting, with the corresponding registers of any of the entities participating in the

Management Company for the Registry, Clearing and Settlement of Securities or the entity replacing it, accordingly, may attend and vote at the General Meetings. Shareholders who do not own the aforementioned number of shares are entitled to form groups and delegate another shareholder to represent them; for this purpose, the shares corresponding to each person in his/her own right and by representation shall be cumulative.

Pursuant to the provisions of the present article, all shareholders entitled to attend and vote, may vote on proposals relating to matters included on the Agenda of any type of General Shareholders' Meeting, by personally attending and voting at the Meeting, or by post, authenticated electronic signature or any other electronic means, or any other long-distance means of communication that complies with legally and regulatorily established requirements, provided that the means used duly guarantees the identity of the individual exercising their right to vote.

Those shareholders entitled to attend the meeting may designate a proxy to represent them at the General Meeting; such representative does not have to be a shareholder. The proxy must be conferred in writing and specifically for each Meeting, by ordinary post, authenticated electronic signature or any other electronic means, or any other long-distance means of communication envisaged by Law, provided that, in all cases, the identity of the subject exercising the proxy is duly guaranteed.

In the case of public proxy requests, the provisions established in Article 107 of the Joint Stock Companies Act shall apply.

Proxies shall always be revocable. Personal attendance by the shareholder at the Shareholders' Meeting shall have the effect of revoking the proxy.

The Regulations of the General Shareholders' Meeting shall establish the forms and requirements for the proper performance of attendance, voting and representation rights, as well as the procedures implemented for this purpose.

Subject to the provisions established in the Regulations of the General Shareholders' Meeting, and always in compliance with the legal requirements in this area, the Board of Directors shall be responsible for determining the moment when shareholders may begin to cast their votes or granting proxies by electronic means or other long-distance

means of communication, taking into account the technical media available for this purpose.

Shareholders casting their votes by long-distance means must be treated as present when constituting Shareholders' Meetings.

ARTICLE 31. – INFORMATION RIGHTS.

Shareholders may request any information or clarifications that they deem appropriate from the directors or formulate questions in writing that they deem relevant with respect to matters included in the agenda until the seventh day prior to the date scheduled for the Shareholders' Meeting. The shareholders may request information or clarifications or formulate questions in writing regarding information accessible to the public that the Company has provided to the National Securities Market Commission as from the date of the last General Shareholders' Meeting.

The Directors shall be obliged to provide the information requested in writing in accordance with the provision contained in the preceding paragraph, until the scheduled date of the General Shareholders' Meeting.

During the General Shareholders' Meeting, the company's shareholders may verbally request any information or clarifications that they deem appropriate regarding the matters included on the Agenda; if such information or clarifications cannot be provided at that time, the Directors shall be obliged to provide same in writing within seven days after the Meeting has concluded.

The Directors shall be obliged to provide the requested information within the scope of the provisions established in the three paragraphs above, except when, in the opinion of the Chairman, the public disclosure of the requested information would be prejudicial to the company interests.

The information may not be refused when the request is supported by shareholders representing at least one quarter of the share capital."

SINGLE TRANSITORY PROVISION. –

The provisions contained in Article 6 bis, as well as the limitation envisaged in section two of Article 8 of the present By-laws, shall not apply to shareholders who, when the aforementioned Articles were included in the Company By-laws, held stakes in the share capital of

Enagás in excess of the limit stipulated in the aforementioned Article 6 bis. However, the aforementioned shareholders must reduce their shareholdings in accordance with the maximum permitted in the Bylaws, before 1 January 2007."

The resolution was adopted with the following votes:

| In favour | | Against | | Abstentions | | Total Votes Cast |
|-------------|--------|-----------|-------|-------------|-------|------------------|
| No. Votes | % | No. Votes | % | No. Votes | % | |
| 176,063,497 | 99.971 | 662 | 0.000 | 50,437 | 0.029 | 176,114,596 |

RESOLUTION FOUR

"Approve the Regulations for the General Shareholders' Meeting of Enagás, the contents of which shall be considered as reproduced and are attached as an Annex to the Minutes of the Meeting."

The resolution was adopted with the following votes:

| In favour | | Against | | Abstentions | | Total Votes Cast |
|-------------|--------|-----------|-------|-------------|-------|------------------|
| No. Votes | % | No. Votes | % | No. Votes | % | |
| 176,111,745 | 99.998 | 2,218 | 0.001 | 633 | 0.000 | 176,114,596 |

RESOLUTION FIVE

"Establish the total maximum remuneration receivable by members of the Board of Directors for the year 2004 in the amount of 950,000 euros, which shall be distributed in conformity with the bases and criteria indicated below

- Each Board member attending a minimum of two sessions during the fiscal year shall receive the amount of 20,000 euros.

- Moreover, a maximum of 33,000 euros per year per Director shall be paid as remuneration for actual attendance at meetings. The Board of Directors shall determine the precise amount payable Directors for attending each meeting, either in person or by proxy.

- Participation in the Board Committees shall be remunerated with the sum of 9,600 euros yearly, and the Chairman of any such committees shall be receive an additional 5,000 euros per year.

The abovementioned amounts are independent of the remuneration and wages or salaries that Directors may be entitled to receive for labour relations or services rendered by the Board members, as well as the right to pay or reimburse expenses incurred by the Directors when performing their duties.”

The resolution was adopted with the following votes:

| In favour | | Against | | Abstentions | | Total Votes Cast |
|-------------|--------|-----------|-------|-------------|-------|------------------|
| No. Votes | % | No. Votes | % | No. Votes | % | |
| 176,108,206 | 99.996 | 4,497 | 0.003 | 1,893 | 0.001 | 176,114,596 |

RESOLUTION SIX

“Appoint, as the Auditors of ENAGAS, S.A. and its Consolidated Group, for the period of three years, for the years from 1 January and 31 December 2004, 2005 and 2006, DELOITTE & TOUCHE ESPAÑA S.L., with registered office in Madrid, at calle Raimundo Fernández Villaverde nº 65, with C.I.F. (Spanish Tax Identification Code) B- 79104469, registered with the Mercantile Registry of Madrid, on sheet M-54.414, page 188, volume 13.650, section 8, entry 41 and in the Official Auditors Register under number S-0692 and authorise the Board of Directors to established the fees payable to DELOITTE & TOUCHE ESPAÑA S.L. for the rendering of audit services.”

The resolution was adopted with the following votes:

| In favour | | Against | | Abstentions | | Total Votes Cast |
|-------------|--------|-----------|-------|-------------|-------|------------------|
| No. Votes | % | No. Votes | % | No. Votes | % | |
| 176,112,305 | 99.999 | 872 | 0.000 | 1,419 | 0.001 | 176,114,596 |

RESOLUTION SEVEN

The Chairman of the Board of Directors, Mr. Antonio González-Adalid García-Zozaya, the Secretary, Mr. Luis Pérez de Ayala Becerril and the Vice-Secretary, Mrs. Beatriz Martínez-Falero García, shall be individually empowered to fully execute the aforementioned resolutions adopted by the General Shareholders’ Meeting, carry out any acts that are

necessary, including, by way of example, the following: appear before the Notary of their choice and execute in public deeds the resolutions to modify the Company By-laws, and also perform any other acts and execute any other documents, both public or private, that are necessary in order to register the aforementioned resolutions with the Mercantile Registry, and also issue any public or private documents that are necessary in order to correct or modify errors or complementary elements of the former and to adapt these resolutions to the requirements established by the Mercantile Registrar, until the Financial Statements have been duly deposited with the Mercantile Registry.”

The resolution was adopted with the following votes:

| In favour | | Against | | Abstentions | | Total Votes Cast |
|-------------|---------|-----------|-------|-------------|-------|------------------|
| No. Votes | % | No. Votes | % | No. Votes | % | |
| 176,113,934 | 100.000 | 252 | 0.000 | 410 | 0.000 | 176,114,596 |