

SIGNIFICANT EVENT

The Enagás, S.A. General Shareholders' Meeting, held on second call on 24 April 2013, agreed to ratify the appointment to the Board of Mr. Marcelino Oreja Arburúa, Executive Director, the re-election of Mr. Ramón Pérez Simarro and Mr. Martí Parellada Sabata, both Independent Directors, and the appointment to the Board of Ms. Rosa Rodríguez Díaz, Independent Director, and Mr. Jesús Máximo Pedrosa Ortega, Proprietary Director, at the proposal of Sociedad Estatal de Participaciones Industriales.

Ms. Rosa Rodríguez holds a doctorate in Economics and Business Administration. She currently lectures at the Las Palmas de Gran Canaria University's Economics and Business Administration Faculty. She has taught doctoral and postgraduate courses, and has supervised a number of research projects. She has published five books, and is also the author of a large number of publications concerning financial economics and budget administration. She is, moreover, a shareholder in a family tourism business, and has sat on the boards of a number of companies. Among other public posts, she has worked as Vice-Secretary of Tax Administration and Planning for the Government of the Canary Islands and Vice-President of Gran Canaria's "Cabildo" Council, with responsibilities in the areas of Presidency, Economics and Tax Administration.

Mr. Jesús Máximo Pedrosa is an Industrial Engineering graduate from the Madrid Higher Technical School of Engineering, specialising in energy technology. He is also a Government Tax Inspector, although currently on leave. He has worked in economics and taxation departments in the public sector, and also in the private sector in posts of responsibility at several companies. Among other distinctions, he holds the "Encomienda de Número de la Orden del Mérito Civil" Civilian Merit Medal.

QUORUM

The Ordinary General Meeting of Enagás, S.A., held on 24 April 2013 at the adjourned date and time specified in the Notice of Meeting, was constituted with the following quorum:

Share capital	€358,101,390
Number of shares	219,635,529

Shareholders	Number of shareholders	Number of shares	% of total share capital
1. Present:	397	19,037,102	8.668%
1.1 Physically present at the venue	134	14,546,259	6.623%
1.2 Present by remote means	263	4,490,843	2.045%
2. Represented by proxy:	5,283	97,531,112	44.406%
TOTAL	5,680	116,568,214	53.073%

All resolutions on the agenda were ratified at the General Meeting. The resolutions adopted and the results of voting for each are hereby made available, in accordance with Article 525.2 of the Spanish Corporate Enterprises Act, and are as follows:

RESOLUTION 1

"To examine, and, if appropriate, adopt the Financial Statements (balance sheet, income statement, statement of changes in equity, cash flow statement and notes to the financial statements) and Directors' Report of Enagás S.A. and its Consolidated Group for the year ending 31 December 2012.

The resolution carried. The results of the vote were as follows:

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes Cast
116,241,653	99.720	1,096	0.001	325,465	0.279	116,568,214

RESOLUTION 2

"To approve the distribution of Enagás, S.A. profit for 2012, which included net profits of **287,184,692.93** euros, in line with the following distribution proposal prepared by the Board of Directors:

Allocation	Euro
Legal reserve	0.00
Voluntary reserves	21,528,776.17
Dividend	265,655,916.76
Total Results	287,184,692.93

To pay out a supplementary dividend in the amount of **€163,477,653.48**. This amount is the result of deducting from the financial year's total dividend, **€265,655,916.76**, the interim dividend of **€102,178,263.28** that was agreed by the Board of Directors on **19 November 2012**, and paid to shareholders on **20 December 2012**.

The supplementary dividend will be paid on **3 July 2013**.

The total gross dividend for the financial year, approval of which, in accordance with the previous paragraph, comes to **€1.11276830** per share.

Once the interim dividend already paid has been deducted, of **€0.428** gross per share, the remaining payment will be **€0.68476830** per share before tax."

The resolution carried. The results of the vote were as follows:

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes Cast
116,051,803	99.557	460,928	0.395	55,483	0.048	116,568,214

RESOLUTION 3

"To approve the performance of the Board of Directors of Enagás, S.A. in 2012."

The resolution carried. The results of the vote were as follows:

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes Cast
116,311,024	99.779	200,262	0.172	56,928	0.049	116,568,214

RESOLUTION 4

"To re-appoint Deloitte S.L. as auditor of Enagás, S.A. and its Consolidated Group for the period of one year. The firm will also be in charge of providing any other mandatory auditing services that are required by the Company until the next Ordinary General Meeting is held."

The resolution carried. The results of the vote were as follows:

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes Cast
114,822,792	98.502	1,418,434	1.217	326,988	0.281	116,568,214

RESOLUTION 5

To ratify, appoint or re-elect members of the Board of Directors.

"5.1.- Ratification of the appointment of Mr. Marcelino Oreja Arburua as Director, co-opted by the Board on 17 September 2012 to fill the vacant seat left by Sagane Inversiones S.L. following its departure from the post to which it was appointed on 30 April 2010. Mr. Marcelino Oreja Arburua is appointed as an Executive Director."

The resolution carried. The results of the vote were as follows:

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes Cast
115,797,386	99.339	579,101	0.497	191,727	0.164	116,568,214

"5.2.- Re-election of Mr. Ramón Pérez Simarro as Director for the statutory four-year period. Mr. Ramón Pérez Simarro is appointed as an Independent Director."

The resolution carried. The results of the vote were as follows:

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes Cast
115,603,530	99.172	772,365	0.663	192,319	0.165	116,568,214

"5.3.- Re-election of Mr. Martí Parellada Sabata as a Director for the statutory four-year term. Martí Parellada Sabata is appointed as an Independent Director."

The resolution carried. The results of the vote were as follows:

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes Cast
115,761,072	99.308	615,673	0.528	191,469	0.164	116,568,214

"5.4.- Appointment as Director for the statutory four-year term of Mr. Jesús Máximo Pedrosa Ortega. Mr. Jesús Máximo Pedrosa Ortega will be appointed as a Proprietary Director following a proposal by Sociedad Estatal de Participaciones Industriales (SEPI)."

The resolution carried. The results of the vote were as follows:

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes Cast
111,779,624	95.892	4,379,743	3.757	408,847	0.351	116,568,214

"5.5.- Appointment as Director for the statutory four-year period of Ms. Rosa Rodríguez Díaz. Ms. Rosa Rodríguez Díaz will be appointed as an Independent Director."

The resolution carried. The results of the vote were as follows:

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes Cast
116,042,262	99.549	334,483	0.287	191,469	0.164	116,568,214

RESOLUTION 6

"The General Shareholders' Meeting, in accordance with paragraph two of Article 36 of the Company's Articles of Association, agrees to set the figure of €1,115,741 as the total maximum payment for members of the Board of Directors for 2013, to be paid in accordance with the following procedures and criteria:

- Each Board member personally attending a minimum of two meetings during the year will be entitled to a payment of €22,050.
- In addition, actual attendance of meetings will entitle Directors to a maximum annual payment of €42,446 per Director. The Board of Directors will decide the exact amount to be paid for actual attendance of each meeting.
- Additionally, Board Committee members will be entitled to the sum of €11,025 per annum, with committee chairmanship entitling them to an additional €5,513 per annum.
- The post of Lead Independent Director will be remunerated with the complementary sum of €16,000.

The above amounts are compatible with and independent of salaries, wages, indemnifications, pensions or compensations of any type established in general or in particular for members of the Board of Directors who are linked to the Company through a normal labour relationship, special senior executive contract, or a contract for services. These relationships must be compatible with membership of the Board of Directors.

The resolution carried. The results of the vote were as follows:

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes Cast
116,406,531	99.861	104,911	0.090	56,772	0.049	116,568,214

RESOLUTION 7

The proposed advisory vote on the Annual Directors' Remuneration Report, made available to shareholders, was laid before the General Meeting.

The resolution carried. The results of the vote were as follows:

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes Cast
112,417,410	96.440	3,822,854	3.279	327,950	0.281	116,568,214

ITEM 8

Report on the amendments to the "Regulations governing the Organisation and Functioning of the Board of Directors of Enagás, S.A."

This item is for information purposes only, and is not subject to a vote.

RESOLUTION 9

To delegate authorisation to supplement, implement, carry out, rectify and formalise the resolutions adopted at the General Meeting.

- "One.- To delegate to the Board of Directors the broadest powers to supplement, implement, carry out and rectify any of the resolutions adopted at the General Meeting. The power to rectify will include the power to make any required or advisable modifications, amendments and additions arising from any objections or observations by the regulatory bodies of securities markets, stock exchanges, the Spanish Companies Register or any other public authority with powers relating to the resolutions adopted.
- Two.- To delegate indiscriminately to the Chairman of the Board of Directors, Mr. Antonio Llardén Carratalá, to the Secretary, Mr. Rafael Piqueras Bautista, and to each of the members of the Board, the powers formally required to draw up the resolutions adopted by the General Meeting and register those subject to this requirement, in full or in part, with powers to that end to draw up all manner of notarised and non-notarised instruments, including those supplementing or rectifying these resolutions."

The resolution carried. The results of the vote were as follows:

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes Cast
116,512,448	99.952	818	0.001	54,948	0.047	116,568,214

The Secretary to the Board of Directors
Rafael Piqueras Bautista
Enagás, S.A.