



## **SIGNIFICANT EVENT**

The Enagás, S.A. General Shareholders' Meeting, held today, resolved to re-elect for the statutory four-year period the Chairman, Antonio Llardén Carratalá, and Marcelino Oreja Arburúa who was appointed Chief Executive Officer by the Board in a meeting immediately preceding the General Shareholders' Meeting. Messrs. Llardén and Oreja shall serve as Executive Directors.

The General Shareholders' Meeting has also resolved to appoint the following individuals as Directors for the statutory four-year term: Ana Palacio Vallelersundi, Isabel Tocino Biscarolasaga, Antonio Hernández Mancha, Gonzalo Solana González and Luis Valero Artola, to fill the vacancies resulting from the departure of Dionisio Martínez Martínez, José Riva Francos, Teresa García-Milá Lloveras, Isabel Sánchez García and Miguel Angel Lasheras Merino. The five new Directors shall serve as Independent Directors. The appointment of Luis Valero Artola is pending acceptance.

### **QUORUM**

The Ordinary General Meeting of Enagás, S.A., held on 25 March 2014 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

<b>Shareholders</b>	<b>Number of shareholders</b>	<b>Number of shares</b>	<b>% of total share capital</b>
<b>1. Present:</b>	<b>537</b>	<b>23,554,006</b>	<b>10.724%</b>
1.1 Physically present at the venue	174	12,252,677	5.579%
1.2 Present by remote means	363	11,301,329	5.145%
<b>2. Represented by proxy:</b>	<b>5,978</b>	<b>92,755,607</b>	<b>42.232%</b>
<b>TOTAL</b>	<b>6,515</b>	<b>116,309,613</b>	<b>52.956%</b>

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 Enterprise 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 2013.”

**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
115,544,234	99.342	916	0.001	764,463	0.657	116,309,613

## RESOLUTION 2

“To approve the distribution of Enagás, S.A. profit for 2013, which included net profits of **€379,468,548.75**, in line with the following distribution proposal prepared by the Board of Directors:

Allocation	Euro
Legal reserve	<b>0.00</b>
Voluntary reserves	<b>77,081,253.40</b>
Dividend	<b>302,387,295.35</b>
<b>Total results</b>	<b>379,468,548.75</b>

To pay out a final dividend in the amount of **€182,303,962.57**. This amount is the result of deducting from the financial year’s total dividend, **€302,387,295.35**, the interim dividend of **€120,083,332.78** that was agreed by the Board of Directors on **18 November 2013**, and paid to shareholders on **19 December 2013**.

The final dividend will be paid on **3 July 2014**.

The total gross dividend for the financial year, approval of which, in accordance with the previous paragraph, entails the payment of **€1.266,627.15** per share.

Once the interim dividend already paid, of **€0.503** gross per share, has been deducted, the remaining payment will be **€0.76362715** per share before tax deductions.”

**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
115,036,979	98.905	469,342	0.404	803,292	0.691	116,309,613

### RESOLUTION 3

"To approve the performance of the Board of Directors of Enagás, S.A. in 2013."

**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
113,737,720	97.788	1,730,253	1.488	841,640	0.724	116,309,613

### 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 shall 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
113,570,341	97.645	1,637,913	1.408	1,101,359	0.947	116,309,613

### RESOLUTION 5

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

"5.1.- To re-elect Antonio Llardén Carratalá as Director for the statutory four-year period. Mr. Llardén shall serve 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
113,758,496	97.807	1,646,188	1.415	904,929	0.778	116,309,613

"5.2.- To re-elect Marcelino Oreja Arburúa as Director for the statutory four-year period. Mr. Oreja shall serve 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
114,443,682	98.395	961,497	0.827	904,434	0.778	116,309,613

"5.3.- To appoint Ana Palacio Vallelersundi as Director for the statutory four-year period. Ms. Palacio shall serve 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
112,653,782	96.857	2,751,256	2.365	904,575	0.778	116,309,613

"5.4.- To appoint Isabel Tocino Biscarolasaga as Director for the statutory four-year period. Ms. Tocino shall serve 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
112,605,252	96.815	2,799,786	2.407	904,575	0.778	116,309,613

"5.5.- To appoint Antonio Hernández Mancha as Director for the statutory four-year period. Mr. Hernández Mancha shall serve 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
112,207,272	96.473	3,197,266	2.749	905,075	0.778	116,309,613

"5.6.- To appoint Gonzalo Solana González as Director for the statutory four-year period. Mr. Solana shall serve 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
112,627,369	96.834	2,776,365	2.387	905,879	0.779	116,309,613

"5.7.- To appoint Luis Valero Artola as Director for the statutory four-year period. Mr. Valero shall serve 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
112,564,367	96.780	2,839,635	2.441	905,611	0.779	116,309,613

**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 2014, 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 business relationship or normal employment, or special senior executive contract or 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
115,372,029	99.194	129,081	0.111	808,503	0.695	116,309,613

## RESOLUTION 7

The proposed advisory vote on the Annual Directors' Remuneration Report, made available to shareholders, is 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
98,779,782	84.928	16,712,705	14.369	817,126	0.703	116,309,613

## RESOLUTION 8

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 remarks made 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, Antonio Llardén Carratalá, and the Secretary, Rafael Piqueras Bautista, and to each of the Board members, the powers required formally to record the resolutions adopted by the General Meeting and register those so requiring, 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
115,514,648	99.316	37,971	0.033	756,994	0.651	116,309,613

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