



Pursuant to Article 227 of the Consolidated Text of the Securities Market Act Enagás, S.A. hereby discloses the following relevant information:

The Enagás S.A. General Shareholders' Meeting held today approved all the proposed resolutions laid by the Board of Directors.

The General Shareholders' Meeting ratified the appointment by cooptation and appointed Mr Santiago Ferrer Costa as Director for the statutory four-year period. Mr Santiago Ferrer Costa holds the status of Proprietary Director at the proposal of the Sociedad Estatal de Participaciones Industriales (SEPI). Furthermore, the General Shareholders' Meeting appointed Ms Eva Patricia Urbez Sanz as Independent Director to cover the vacancy left by Mr. Luis Javier Navarro Vigil. Ms Eva Patricia Urbez Sanz has accepted the appointment at the same meeting, stating that she was not affected by any incompatibilities or prohibitions laid down by law.

Born in 26 of June of 1972, Ms Eva Patricia Urbez is Director General for the Public Sector of Fujitsu Spain and has been a member of its Executive Committee since June 2014. She holds a degree in Telecommunications Engineering from the Centro Politécnico Superior de Zaragoza and has complemented her degree with various executive programmes in business management. For almost 25 years, she has worked professionally at leading multinational ICT companies such as Accenture, Everis and Atos, as well as at the automotive leader Mercedes Benz. She is also a member of the Spanish Association of Executives (AED) and forms part of the ILCD alumni network. Patricia is co-founder of the think tank #somosmujerestech, which aims to create enthusiasm for STEM careers with a woman's voice.

After the appointments most of the Board members are Independent Directors. Of its thirteen members, eight will be Independent Directors. With four of its board members being women, Enagás has already reached the diversity target in 2019 of at least 30% of its Board of Directors members being women by 2020.

## QUORUM

The Ordinary General Meeting of Enagás, S.A., held on 29 March 2019 at the adjourned date and time specified in the Notice of Meeting, was constituted with the following quorum:

Share capital	358,101,390.00€
Eligible shares	238,734,260

Shareholders	Number of shareholders	Number of shares	% of total share Capital
<b>1. Present:</b>	716	13,109,034	5.491 %

1.1 Attending in person	188	464,941	0.195 %
1.2 Attending using remote means	528	12,644,093	5.296 %
<b>2. Represented by</b>	<b>5,221</b>	<b>108,733,955</b>	<b>45.546 %</b>
<b>TOTAL</b>	<b>5,937</b>	<b>121,842,989</b>	<b>51.037 %</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 Consolidated Text of the Corporate Enterprises Act, and are as follows:

### RESOLUTION 1º

"To examine, and, if appropriate, approve the Annual Accounts (balance sheet, income statement, statement of changes in equity, cash flow statement and notes to the annual accounts) and Consolidated directors' report of Enagás S.A. and its Consolidated Group for the financial year starting on 1 January and closing on 31 December 2018."

**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
120,550,175	98.939	892,741	0.733	400,073	0.328	121,842,989

### RESOLUTION 2º

"To approve the consolidated statement of non-financial reporting included in the Management Report of the Enagás Group for the 2018 financial year".

**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
121,511,350	99.727	1,953	0.002	329,686	0.271	121,842,989

### RESOLUTION 3º

"To approve the appropriation of Enagás, S.A.'s net income for the 2018 financial year, which amounted to net profit of **371,222,273.72 euros**, in line with the following distribution proposal prepared by the Board of Directors:

- (i) Allocating an amount of **6,147,133.44 euros** to the voluntary reserve;

- (ii) Payment of a dividend which was already wholly paid as an interim dividend by virtue of the Board of Directors' resolution of 19 November 2018, which is ratified for all that may be necessary, paid to shareholders on 19 December 2018, and which amounted to **0.612** euros gross per entitled share, making a total of **145,917,089.60** euros;
- (iii) Payment of a final dividend of **0.918** euros gross per entitled share; the applicable taxes will be deducted from this amount. The total amount to be distributed for the whole of the 238,734,260 shares issued at this date would amount to **219,158,050.68** euros.

The final dividend will be paid on **03 July 2019**.

The following table summarises the distribution of profit.

Distribution	Euros
Legal reserve	<b>0.00</b>
Voluntary reserves	<b>6,147,133.44</b>
To Dividends:	
Interim dividend	<b>145,917,089.60</b>
Final dividend (maximum amount to be distributed for a fixed dividend of €0.876 gross per share for the total of the 238,734,260 shares issued at that date)	<b>219,158,050.68</b>
Total results	<b>371,222,273.72</b>

Thus, together the interim dividend and the final dividend add up to a total of **€1.53** gross per entitled share."

**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
121,606,036	99.806	151,684	0.124	85,269	0.070	121,842,989

#### RESOLUTION 4º

"To approve the performance of the Board of Directors of Enagás, S.A. in the 2018 financial year."

**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
120,837,045	99.175	596,142	0.489	409,802	0.336	121,842,989

#### RESOLUTION 5º

"To re-elect Ernst & Young, S.L. as Accounts Auditor of Enagás, S.A. and its consolidated Group for the years 2019, 2020 and 2021."

**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
121,540,041	99.751	195,024	0.160	107,924	0.089	121,842,989

#### RESOLUTION 6º

"6.1.- To ratify and appoint Mr Santiago Ferrer Costa as Director for the statutory four-year period. Mr Santiago Ferrer Costa holds the status of Proprietary Director at the proposal of the 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
115,106,889	94.471	6,631,729	5.443	104,371	0.086	121,842,989

"6.2.-To appoint Ms Eva Patricia Urbez Sanz as Director for the four-year period. Ms Eva Patricia Urbez Sanz will be Independent Director."

Following these appointments, the number of Directors remains at thirteen."

**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
120,680,198	99.046	768,798	0.631	393,993	0.323	121,842,989

## RESOLUTION 7º

"To approve, for the purposes set out in article 529 novodecies of the Consolidated Text of the Corporate Enterprises Act, and in article 36 of the Articles of Association, the Director remuneration policy for 2019, 2020 and 2021"

**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
104,521,452	85.784	4,099,092	3.364	13,222,445	10.852	121,842,989

## RESOLUTION 8º

"To approve, pursuant to the provisions set out in article 219 of the Corporate Enterprises Act, as well as in article 36 of the Articles of Association, a 2019-2021 Long-Term Incentive Plan (hereinafter, the "**Plan**", or the "**LTIP**") targeted at executive directors or members of the management team (hereinafter, the "**Beneficiaries**") of Enagás, S.A (hereinafter, "**Enagás**" or the "**Company**") and of its group of companies (hereinafter, the "**Group**").

The plan is approved in accordance with the following basic features, which will be the object of implementation in the 2019-2021 Long Term Incentive Plan Regulation (hereinafter, the "**Regulation**") to be approved by the Board of Directors (hereinafter, the "**Board of Directors**"):

### **(1) Description of the purpose of the Plan**

The Plan will allow Beneficiaries of the same to receive, after a certain period of time, an incentive payable in Enagás shares and in cash, provided that certain strategic targets of the Company are met and the prerequisites set out in the Plan Regulations are satisfied.

The objective of the Plan is to (i) encourage the sustainable achievement of the objectives of the Company's Strategic Plan, (ii) give the opportunity to share the creation of value with participants, (iii) foster a sense of belonging to the Company and shared destiny, (iv) be competitive, and (v) align with the requirements of institutional investors, proxy advisors, and best Corporate Governance practices and, especially, those resulting from the recommendations of the CNMV's Good Governance Code.

The Plan is instrumented by providing each Beneficiary with: (i) a specific number of Performance Shares (hereinafter, the "**Performance Shares**"); and (ii) cash target incentive (hereinafter, the "**Cash Target Incentive**") which will serve as the basis to determine, respectively, depending on compliance with certain targets (hereinafter, the "**Level of Attainment of the Targets**"), and if there is compliance with the requirements set out in the Plan: (i) the number of Enagás shares to be handed over; and (ii) the gross amount of cash payable, if applicable, to each Plan Beneficiary (hereinafter, the shares and the gross amount of cash will be referred to as the "**Incentive**").

Until the handover of the Company shares, the Plan does not attribute beneficiaries with the status of Company shareholders. In any case, the Performance Shares do not imply the granting of economic or voting rights over the Company shares or any other right related to the status of shareholder. The Beneficiaries will become shareholders of the Company upon the settlement of the Plan and the handover, where appropriate, of the corresponding Enagás shares, which will be made, in accordance with the provisions of section 3 hereunder, on two dates.

## **(2) Plan Beneficiaries**

Plan Beneficiaries will be considered to be those members of the Board of Directors that have executive duties (hereinafter, the "**Executive Directors**") and members of the Management Committee and the rest of the management team of Enagás and of its group of companies that are expressly invited by the Board of Directors of Enagás (hereinafter, the "**members of the Management Committee**" and the "**Directors**"), at the proposal of the Appointments, Remuneration and Corporate Social Responsibility Committee (hereinafter, the "**Committee**"). The invitation to participate in the Plan will be made by the Company sending the corresponding letter of invitation (hereinafter, the "**Letter of Invitation**").

The estimated number of Plan Beneficiaries amounts to 48 people, without prejudice to possible new incorporations of Plan Beneficiaries.

For these purposes, the Enagás General Shareholders' Meeting designates the following Executive Directors as Plan Beneficiaries:

Mr Antonio Llardén Carratalá, Chairman of the Board of Directors.

Mr Marcelino Oreja Arburúa, CEO of the Board of Directors.

It is expressly stated that the Company's Board of Directors, at the proposal of the Committee, may agree to include new Beneficiaries not initially foreseen in the Plan.

## **(3) Duration and settlement of the Plan**

The period for measuring Plan targets (hereinafter, the "**Period for Measuring Targets**") will begin on 1 January 2019 (hereinafter, the "**Commencement Date of the Period for Measuring Targets**") and will end on 31 December 2021 (hereinafter, the "**Finalisation Date of the Period for Measuring Targets**") for all Beneficiaries, without prejudice to the specific cases regulated in the Plan Regulations.

The Plan will formally commence when the Plan is approved by the General Shareholders' Meeting (hereinafter, the "**Plan Approval Date**"). In the case of Beneficiaries incorporated into the Plan after said date, another commencement date after 1 January 2019 may be established in the Letter of Invitation.

The effective settlement of the Plan will occur on the following dates (hereinafter, the "**Payment Dates**"):

- The Beneficiary will receive 50% of the Incentive within thirty (30) days following approval of the 2021 annual accounts by the General Shareholders' Meeting (hereinafter, the "**First Payment Date**"). This

50% would apply to the assets part of the Incentive as well as the cash part of the Incentive.

- The Beneficiary will receive the remaining 50% of the Incentive once a period of one year has elapsed from the First Payment Date (hereinafter, the "**Second Payment Date**").

Accordingly, the full amount of the Incentive payable will be received by Plan Beneficiaries before 30 July 2023.

**(4) Determination of the number of Performance Shares and of the Cash Incentive Target to be allocated to each Beneficiary**

In the Letter of Invitation, the Company will establish the Initial Incentive (hereinafter, the "**Initial Incentive**") granted to each Beneficiary. The Initial Incentive will be the sum of a certain number of Performance Shares and a Cash Incentive Target.

The Initial Incentive allocated to Beneficiaries under the Plan will be determined, therefore, according to the following formula:

$$I_I = Nps + ITm$$

Where:

- **II** = Initial Incentive to be allocated to each Beneficiary in accordance with their professional level, and which will be defined as a percentage of their fixed remuneration
- **Nps** = Number of Performance Shares to be allocated to each Beneficiary, rounded up to the next whole number.
- **ITm** = Cash Incentive Target to be allocated to the Beneficiary in accordance with their professional level.

The number of Performance Shares will be obtained by applying the following formula:

$$Nps = ITps / PMA$$

Where:

- **ITps** = Incentive Target to be allocated to each Beneficiary by the Company to determine the number of Performance Shares in accordance with their professional level.
- **PMA** = Arithmetic Mean Price rounded up to the second decimal of the Enagás share closing price on 31 December 2018 and the 20 sessions both before and after this date (24,60 euros per share).

At the proposal of the Committee, the Company's Board of Directors may assign new Performance Shares and a new Cash Incentive Target incorporating new Beneficiaries, or increase the number of Performance Shares and Cash Incentive Target initially allocated to Beneficiaries, except in the case of Executive Directors, for whom the General Shareholders' Meeting will be responsible for agreeing such allocation. In these cases, the

Company will use the Performance Shares reserve that, if applicable, is set up for these purposes.

The Initial Incentive for Executive Directors is set at 1,875,000 euros for Mr Antonio Llardén Carratalá and 937,500 euros for Mr Marcelino Oreja Arburúa.

The allocation of the Initial Incentive must comply with the following rules:

- In the case of Executive Directors, 100% of the Initial Incentive will be implemented through the granting of the Performance Shares.
- In the case of members of the Management Committee, 80% of the Initial Incentive will be implemented through the granting of the Performance Shares and 20% through the Cash Incentive Target.
- In the case of Directors, 60% of the Initial Incentive will be implemented through the granting of the Performance Shares and 40% through the Cash Incentive Target.

**(5) Determination of the number of shares and gross amount in cash to be paid on settlement of the Plan**

The total number of shares to be delivered and the gross cash amount to be paid to each Plan Beneficiary on the Payment Dates (the shares and the gross amount in cash, hereinafter, the "**Final Incentive**") will be determined in accordance with the following formula:

$$I_F = (Nps \times GCI) + (ITm \times GCI)$$

Where:

- **I<sub>F</sub>** = Final Incentive, corresponding to the number of Company shares to be handed over, rounded up by default to the closest whole number, and the gross amount in cash to be paid to each Beneficiary on the Plan Payment Dates.
- **Nps** = Number of Performance Shares allocated to the Beneficiary through the Letter of Invitation.
- **GCI** = Level of Attainment of the Incentive, according to the Level of Attainment of the Targets to which the Plan is linked and which will be determined in accordance with the provisions of section 8 below.
- **ITm** = Cash Incentive Target allocated to the Beneficiary through the Letter of Invitation.

Additionally, the Beneficiaries will have the right to receive, in the form of shares, any dividends that they would have received between the First and second Payment Dates (hereinafter "**Deferral period**") should all the shares be received at the First Payment Date.

In any case, on each Plan Payment Date, the Company will deduct from the shares that must be handed over to Beneficiaries (from the Performance Shares), the number of shares required so that, with the earnings from the sale thereof, the Company makes the corresponding interim payment of personal income tax or tax that, where appropriate, will be payable by the Beneficiary. Likewise, the Company will deduct the corresponding



withholding at source from the gross amounts of cash payable, for interim payment of Personal Income Tax or tax that, where appropriate, will be payable by the Beneficiary.

The maximum amount of shares authorised by the General Shareholders' Meeting also takes into account the shares necessary so that new Performance Shares can be granted to new Beneficiaries, or for the granting of new Performance Shares to pre-existing Beneficiaries (hereinafter, the "**Performance Shares Reserve**"). In this event, it will be necessary for the Company's Board of Directors to agree on this, following a favourable report from the Committee, except in the case of Executive Directors, whose allocation must be approved by the General Shareholders' Meeting.

**(6) Maximum number of shares to be handed over**

In accordance with the provisions of the previous sections, the maximum number of shares to be handed over as a result of the initial allocation of Performance Shares to all the Beneficiaries is 431,674, of which 79,090 correspond to Mr Antonio Llardén Carratalá and 39,545 to Mr Marcelino Oreja Arburúa.

This number of shares includes the maximum number of shares equivalent to the dividend estimated to be paid during the Deferral Period.

Furthermore, this number of shares contains the potential number of shares to be handed over, without deducting the shares to be used for payment of the corresponding withholding at source of Personal Income Tax in the event of applying the maximum rates when meeting the scheduled targets.

In addition, the Plan contemplates 70,272 shares that could be handed over to Beneficiaries as a consequence of the granting of new Performance Shares (Performance Shares Reserve).

The total maximum shares of the Plan therefore amounts to 501,946.

Among other means, the Company may allocate the shares that make up or comprise its treasury stock to Plan coverage or resort to the financial instrument that in each case is more advisable.

**(7) Value of the shares to be taken as reference**

The value of the shares that will be used as the reference for the Plan will be the arithmetic mean price rounded up to the second decimal of the Enagás share closing price on 31 December 2018 and the 20 sessions both before and after this date (24.60 euros per share).

**(8) Metrics**

The Level of Attainment of the Incentive will depend on the Level of Attainment of the Targets to which the Plan is linked.

The specific number of Enagás shares and the gross cash amount to be handed over to each Beneficiary on the Payment Dates, if the conditions established for this are met, will be established in accordance with the Level of Attainment of the following targets during the Period for Measuring Targets:

- Objective 1. Total shareholder return (hereinafter, "**TSR**").

This shows that it ensures appropriate, competitive shareholder remuneration. It takes into account share evolution and the dividend policy.

The Objective will have two components: The Absolute TSR and the Relative TSR, with each have a relative importance of 15% each, meaning that the effect of important projects (e.g GSP) is more relevant.

The absolute TSR is measured as obtaining a target share price in 2021. The target price has been established by reinvesting the expected share dividends based on profitability and market parameters.

The relative TSR is measured in comparison with a peer group of fifteen companies (REE, SNAM, TERNA, NATIONAL GRID, REN, IBERDROLA, GAS NATURAL FENOSA, ENEL, RWE, E.ON, ENGIE, CÉNTRICA, UNITED UTILITIES, SEVERN TRENT, PENNON GROUP).

- Objective 2. Funds from Operations (hereinafter, "FFO"). This shows the financial soundness and net profit growth, which are the cornerstones of the Strategic Plan. This takes into account both the EBITDA of the regulated business and the dividends received from the affiliates that are not controlled by Enagás. It is a primary indicator for investors. By meeting this objective, the company's projections for the Group's dividend pay-out, investment and debt redemption are met. It accounts for 25% of the total objectives.
- Objective 3. Accumulated cash flows received from affiliates (hereinafter, "**Dividend**"). This shows the focus on international growth and a realistic and profitable investment plan as the cornerstones of the Strategic Plan. It measures the profitability of the international business compared with the annual remuneration objective which measures the year's international investment volume. It accounts for 35% of the total objectives.
- Objective 4. (hereinafter, "**Sustainability Plan**"). It reflects the company's commitment to creating long-term value in a responsible way, both socially and environmentally. The objective consists of three indicators:
  - a) Reduction in average CO<sub>2</sub> emissions in the period 2019-2021 vs. 2018.
  - b) Increase the percentage of women on the Board, management team and in the workforce.
  - c) Investment associated with increasing the presence of renewable gases in the energy mix.It accounts for 10% of the total objectives

The Board of Directors will determine the weighting of the previous metrics for determination of the Final Incentive to be paid, on a case-by-case basis and depending on the levels of Beneficiaries.

For each of the foregoing indicators, a Level of Attainment of the Incentive will be established, associated with each indicator, which may range between 0 per 100 and 125 per 100 of the assigned Performance Shares and of the Cash Incentive Target associated with each indicator. The Level of Attainment will be calculated through linear interpolation.

Notwithstanding the foregoing, failure to meet the absolute TSR target may not be compensated with completing the remaining indicators above 100%, so that the maximum Final Incentive would go from 125% to 85% of the sum of the Performance Shares and Target Incentive in Cash allocated to the Beneficiary.

For the relative TSR indicator, a Level of Attainment will be established based on the position held by Enagás in the ranking of the 16 companies (hereinafter, "**Comparison Group**"). The ranking will be as follows:

<b>Relative TSR target</b> (Position in the ranking)	<b>Level of Attainment of the Targets</b> (GCOTSR <sub>relative tsr</sub> ) (%)
1 <sup>a</sup> – 4 <sup>a</sup>	125%
5 <sup>a</sup>	104%
6 <sup>a</sup>	83%
7 <sup>a</sup>	61%
8 <sup>a</sup>	40%
9 <sup>a</sup> - 16 <sup>a</sup>	0%

The reference companies taken into consideration, in relation to the relative TSR, for the purposes of the Plan are the following:

<b>COMPARISON GROUP 15 COMPANIES</b>	
CÉNTRICA	RED ELÉCTRICA
ENEL	REN
ENGIE	RWE
E.ON	SEVERN TRENT
IBERDROLA	SNAM
NATURGY	TERNA
NATIONAL GRID	UNITED UTILITIES
PENNON GROUP	

For determination of the relative and absolute TSR, and to avoid atypical movements in the indicator, the arithmetic mean price rounded up to the second decimal of the closing prices of the shares of 20 sessions before and after the session, as the case may be, of 31 December, will be taken into account as reference values, both on the date immediately prior to commencement of the Period for Measuring Targets (31 December 2018) and the Finalisation Date of the Period for Measuring Targets (31 December 2021).

**(9) Requirements to obtain the Final Incentive**

The requirements for the Beneficiary to receive the Final Incentive resulting from this Plan are the following:

1. The targets to which the Plan is linked in the terms and conditions established in its Regulations must be met.

2. The Beneficiary must remain in the Company or its Group of companies until the First Plan Payment Date to receive 50% of the Incentive, and until the Second Payment Date to receive the remaining 50%, except in special circumstances such as death, permanent disability, and other circumstances established in the Regulations and that must be approved by the Company's Board of Directors. In the event of voluntary resignation, fair dismissal or termination on righteous grounds, the Beneficiary will therefore forfeit the right to receive the Incentive that had not been received at the time of the cessation. This is without prejudice to the possible additional application of the reduction and clawback clauses set out in section 12 hereunder.

**(10) Handover of shares and the system of availability**

The shares which, as applicable, result from settlement of the Plan will be provided to the Beneficiary through book entries, or the applicable stock market procedure, into their corresponding securities account.

The shares received through this Plan will be fully paid up, accepted for trading and free from any lien or encumbrance.

Notwithstanding the foregoing, Beneficiaries will be subject to the obligation to maintain ownership of the shares (net of the corresponding withholding at source of Personal Income Tax) for two (2) years for those shares received under the Plan on the First Payment Date and for one (1) year for net shares received under the Plan on the Second Payment Date. Once said periods have elapsed, the shares will be freely available.

**(11) Events of early settlement of the Plan**

The Plan may provide for early settlement events in cases of taking or changing control of the Company or a corporate event or transaction that, in the opinion of the Board of Directors, would significantly affect the Plan.

**(12) Reduction and clawback clauses**

The Plan will consider the corresponding reduction ("*malus*" clause) and clawback clauses that will be included in the Plan Regulations. The Board of Directors will determine, if applicable, whether the circumstances that should trigger the application of these clauses have concurred, and the part of the Final Incentive that, if applicable, should be cancelled or clawed back.

**(13) Management and administration of the Plan**

The Enagás Board of Directors, at the proposal of the Committee, will take, in each case, the appropriate decisions for the proper management and administration of the Plan. Specifically, the Board of Directors is empowered, in the broadest terms, and such powers may be delegated by the Board of Directors to the Committee, the Executive Chairman of the Board of Directors, the Chief Executive Officer, or to any other person that the Board of Directors expressly authorises to this end, for the enforcement of this resolution and for the implementation, development, formalisation, execution and settlement of the Plan when and as it deems appropriate, adopting as many resolutions and signing whatsoever public or private documents as required or appropriate for its full effects, with the power to rectify, redress, modify or supplement this resolution.

And, in general, to adopt resolutions and perform as many actions as are necessary or merely appropriate for the success of this resolution and the implementation, execution and settlement of the Plan, including, but not limited to, and always within the framework of the terms and conditions provided for in this resolution, the following powers:

- (i) Implement and execute the Plan when it deems it convenient and in the specific way it deems appropriate.
- (ii) Develop and set the specific conditions of the Plan for everything not provided for in this resolution.
- (iii) To the extent that the legal regime applicable to some of the Beneficiaries of Enagás so requires or advises, or if necessary or appropriate for legal, regulatory, operational or other reasons of a similar nature, to adapt the basic conditions indicated, whether general or specific, including, for merely illustrative purposes, the possibility of adapting the handover mechanisms of the shares, without altering the maximum number of shares linked to the Plan and foreseeing and executing the total or partial settlement of the Plan in cash.
- (iv) Decide not to execute or totally or partially cancel the Plan, as well as to exclude certain groups of potential Enagás Beneficiaries when the circumstances so require.
- (v) Draft, sign and submit as many communications and supplementary documents as necessary or appropriate with any public or private body for the purposes of the implementation, execution or settlement of the Plan, including, if necessary, the corresponding prior communications and prospectuses.
- (vi) Carry out any action, declaration or procedure with any body or entity or public or private registry, to obtain any authorisation or verification necessary for the implementation, execution or settlement of the Plan and handover of the Enagás shares.
- (vii) Negotiate, agree and sign contracts of any kind with financial institutions or entities of any other kind that it freely designates, under the terms and conditions that it deems appropriate and which are necessary or convenient for the best implementation, execution or settlement of the Plan. This includes, whenever necessary or suitable for the legal regime applicable to some of the Beneficiaries or if necessary or convenient for legal, regulatory, operational or other reasons of a similar nature, the establishment of any legal status or reaching of agreements with any type of entities for the deposit, custody, holding and/or administration of the shares and/or their subsequent handover to the Beneficiaries within the framework of the Plan.
- (viii) Draft and publish whichever announcements that are necessary or convenient.
- (ix) Draft, sign, confer and, where appropriate, certify, any type of Plan-related document.
- (x) Adapt the content of the Plan to the corporate circumstances and operations that may occur during the Period for Measuring Targets, both referring to Enagás and the companies that are part of the Comparison Group at any time, under the terms and conditions deemed necessary or

appropriate at all times to maintain the purpose of the Plan, including early settlement. Specifically, modify the composition of the Comparison Group of companies as a result of corporate operations that involve modifications or disappearances of such companies, set the references for determination of the Performance Shares to be allocated, and establish and adjust the metrics and their corresponding weightings and scales of reaching targets according to the Company's situation at any given time. All of this, within the limits of the approval of the Plan by the General Shareholders' Meeting.

- (xi) And, in general, perform as many actions, adopt whatsoever decisions and sign as many documents as necessary or merely convenient for the validity, effectiveness, implementation, development, execution, settlement and success of the Plan and the previously adopted 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
105,858,614	86.881	3,925,548	3.222	12,058,827	9.897	121,842,989

**RESOLUTION 9º**

"The proposed advisory vote on the Annual Report on Directors' Remuneration, made available to shareholders, is laid before the General Meeting for the purposes of article 541 of the Consolidated Text of the Corporate Enterprises Act."

**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
103,071,530	84.594	5,502,749	4.516	13,268,710	10.890	121,842,989

**RESOLUTION 10º**

- "One.- To delegate to the Board of Directors the broadest powers required to supplement, develop, implement and rectify any of the resolutions adopted at the General Meeting. The power to rectify shall 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 Companies Register or any other public authority with powers relating to the resolutions adopted.

- Two.- To delegate indistinctly to the Chairman of the Board of Directors, Mr Antonio Llardén Carratalá, and the Secretary, Mr Rafael Piqueras Bautista, and to each of the Board members, the powers required formally to draw up 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 those 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
121,696,131	99.879	41,403	0.034	105,455	0.087	121,842,989

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